

NOTICE

NOTICE is hereby given that the SEVENTY SEVENTH ANNUAL GENERAL MEETING of BASF INDIA LIMITED will be held on Friday, 6th August 2021 at 3.00 p.m. through Video Conferencing / Other Audio-Visual means, to transact the following business, namely:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2021, including the audited Balance Sheet as at 31st March 2021 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare a special dividend of Rs. 5/- per equity share i.e. 50% in addition to a final dividend of Rs. 5/- per equity share i.e. 50% for the financial year ended 31st March 2021 aggregating to Rs. 10/- per equity share i.e. 100%.
3. To appoint a Director in place of Mr. Rajesh Naik (DIN 06935998), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder {including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force} and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, the remuneration payable to M/s. R. Nanabhoy & Co., Cost Accountants (Firm Registration No: 000010), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost accounting records of the Company for the financial year ending 31st March 2022, amounting to Rs. 16.45 lakhs (Rupees Sixteen lakhs Forty-Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses, in connection with the said audit, be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the approval of the Nomination & Remuneration Committee and the Board of Directors of the Company and subject to such approvals, as may be applicable and to the extent required in this regard, the consent of the Shareholders of the Company be and is hereby accorded for revision in the existing limits of maximum remuneration payable to

Mr. Narayan Krishnamohan (DIN 08350849), Managing Director of the Company, on the following terms and conditions, as stated herein below:

Period of approval for revision in the existing limits of maximum remuneration including payment of minimum remuneration	1 st April 2021 to 31 st March 2024
Basic Salary as may be determined by the Board of Directors of the Company, from time to time, based on the recommendations of Nomination & Remuneration Committee.	Not exceeding Rs. 3.5 crore per annum (Present basic salary being Rs. 2.53 crore per annum)
Perquisites including furnished/unfurnished accommodation, house rent allowance in lieu thereof, housing subsidy (as may be applicable), superannuation allowance, contribution to National Pension Scheme, medical insurance for self and family, leave travel concession for self and family (as may be applicable), club fees, personal accident insurance, group term insurance and other benefits and amenities payable in accordance with the rules of the Company from time to time.	Not exceeding Rs. 2 crore per annum
Performance linked incentives (Short Term Incentive and Long-Term Incentive)	Not exceeding Rs. 3 crore per annum

RESOLVED FURTHER THAT based on the recommendation / approval of the Nomination & Remuneration Committee, the Board of Directors of the Company be and are hereby authorised to vary the terms and conditions of remuneration payable to Mr. Narayan Krishnamohan, provided, however, that the remuneration payable to Mr. Narayan Krishnamohan shall be within the overall limits of maximum remuneration as approved by the Shareholders of the Company and in accordance with the provisions specified in Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments thereto as may be made from time to time;

RESOLVED FURTHER THAT where, in any financial year i.e. the period beginning from 1st April 2021 till 31st March 2024, the Company has no profits or its profits are inadequate, the Company shall pay remuneration, benefits and amenities to Mr. Narayan Krishnamohan within the limits of maximum remuneration as specified herein above, based on the approval of the Nomination & Remuneration Committee and the Board of Directors of the Company and subject to obtaining necessary approvals, as may be required in accordance with the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments thereto as may be made from time to time.

In that event, the following perquisites shall, however, not be included in the computation of the ceiling on remuneration specified hereinabove:

- (a) Contribution to provident fund, superannuation fund / allowance or annuity fund and benefits under the Company's Pension Scheme, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961;
- (b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- (c) Encashment of leave at the end of the tenure

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.”

By Order of the Board of Directors
For BASF India Limited

PRADEEP CHANDAN
*Director – Legal, General Counsel (South Asia)
& Company Secretary*

Registered Office:

The Capital, 'A' Wing, 1204-C,
12th Floor, Plot No. C-70,
'G'-Block, Bandra Kurla Complex,
Bandra (East), Mumbai-400051.

CIN: L33112MH1943FLC003972

Dated: 11th May 2021

Notes:

1. In view of the COVID-19 pandemic, social distancing norms and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April 2020, 13th April 2020, 5th May 2020 and 13th January 2021, respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12th May 2020 and 15th January 2021, respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), the holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Shareholders has been permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM which does not require physical presence of Shareholders at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. As this AGM is being held through VC/OAVM and physical attendance of Shareholders has been dispensed with in line with the MCA Circulars and the SEBI Circulars, the facility for appointment of proxies by the Shareholders will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Shareholders are entitled to appoint their authorised representatives to participate in the AGM through VC/OAVM and vote through e-voting on their behalf, pursuant to the provisions of Section 113 of the Companies Act, 2013.
4. The Shareholders can join the AGM through VC/OAVM 15 minutes before and after the scheduled time of the commencement of the AGM. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Shareholders on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shares of the Company), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of various Committees of the Company, Auditors etc. who are allowed to attend the AGM without any restriction.
5. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting is annexed hereto and forms part of this Notice.
7. The Company's Statutory Auditors, M/s Price Waterhouse Chartered Accountants LLP, were appointed as Statutory Auditors of the Company for a period of five (5) consecutive years at the AGM held on 28th September 2017 on the remuneration to be determined by the Board of Directors. Pursuant to the amendment made by the Companies (Amendment) Act, 2017, effective from 7th May 2018, it is no longer necessary to seek the ratification of the Shareholders for continuance of the above appointment. Hence, the Company is not seeking the ratification of the Shareholders for the appointment of the Statutory Auditors.
8. The Register of Shareholders and the Share Transfer Books of the Company will be closed from Saturday, 24th July 2021 to Friday, 30th July 2021 (both days inclusive) for the purpose of determining the eligibility of the Shareholders entitled to dividend (subject to the approval of the Shareholders at the AGM).
9. Dividend as recommended by the Board of Directors, if approved at the AGM, will be paid on or after Wednesday, 11th August 2021 in respect of shares held in physical form, to those Shareholders whose names appear in the Company's Register of Members as on Friday, 23rd July 2021 and in respect of shares held in electronic form, to those "Deemed Members" whose names appear in the statement of Beneficial Ownership furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) at the close of business hours on Friday, 23rd July 2021.
10. Shareholders are requested to submit their queries/requests for clarification, if any, on the Annual Report via e-mail to Mr. Pradeep Chandan, Director - Legal, General Counsel (South Asia) & Company Secretary at pradeep.chandan@basf.com and / or at investor-grievance-india@basf.com latest by Friday, 30th July 2021, which will enable the Company to furnish replies at the AGM.

11. Shareholders are requested to notify any change in their address or bank mandate to: (a) their respective Depository Participants in case of shares held in demat form; or (b) the Company's Registrar & Share Transfer Agent, TSR Darashaw Consultants Private Limited (hereinafter referred as TSR Darashaw) at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai – 400 083, in case of shares held in physical form.
12. Shareholders holding shares under multiple folios and same order of names are requested to submit their applications along with original share certificates and PAN of holders to TSR Darashaw for consolidation of folios into a single folio.
13. Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, amounts transferred to the unpaid dividend account of the Company, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the unpaid dividend account, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF) of the Central Government.

Accordingly, the Company has transferred Rs. 8,45,104/- being the unclaimed dividend amount of the Company for the financial year ended 31st March 2013 to IEPF on 27th October 2020.

The Company has already sent reminders to the Shareholders of the Company requesting them to claim their dividend for the financial year ended 31st March 2014. As required under the provisions of Section 124(2) of the Companies Act, 2013, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 6th August 2020 (i.e. date of last AGM of the Company) on the website of the Company (www.basf.com/in) and also filed the same with the Ministry of Corporate Affairs, Government of India.

Those Shareholders who have so far not encashed their dividend warrants for the following financial years, may approach the Company's Registrar i.e. TSR Darashaw for the payment thereof, failing which the same will be due to be transferred to IEPF on the respective dates mentioned there against:

Financial Year ended	Dates on which unpaid dividend amount will be due to be transferred to the IEPF
31.03.2014	02.10.2021
31.03.2015	23.09.2022
31.03.2016	23.09.2023
31.03.2017	08.11.2024
31.03.2018	15.09.2025
31.03.2019	24.08.2026
31.03.2020	16.09.2027

In terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended, in addition to the unpaid or unclaimed dividend which is required to be transferred by the Company to IEPF, equity shares relating to such unpaid/unclaimed dividend are also required to be transferred to IEPF Account. Therefore, Shareholders are requested to take note of the aforesaid provisions of the Companies Act, 2013 and claim their unclaimed dividends immediately to avoid transfer of the underlying shares to the IEPF Account. Details of unpaid/unclaimed dividend are uploaded on the website of the Company before transferring to IEPF.

In respect of the unpaid/unclaimed dividend pertaining to the financial years 2009 to 2013, the Company has already transferred the shares to IEPF.

Shareholders are requested to claim the unpaid/unclaimed dividend pertaining to the financial years 31st March, 2014 onwards, due to them, failing which shares (held either in physical or demat mode) shall be transferred by the Company to IEPF Account. Shareholders can however, claim both, the unclaimed dividend amount and the equity shares transferred to IEPF Account from the IEPF Authority, by making an application in the manner specified under the IEPF Rules.

14. With respect to the payment of dividend, the Company provides the facility of remittance of dividend amount electronically through National Automated Clearing House (NACH) to all Shareholders holding shares in demat and physical form. Shareholders holding shares in physical form who wish to avail NACH facility, may submit their bank details viz., Name of the Bank and Branch, their A/c type and Core Banking A/c No. with 9 digit MICR and 11 digit IFSC code along with the copy of cancelled cheque in the prescribed form, which can be obtained from the Company's Registrar & Share Transfer Agent, TSR Darashaw, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai – 400 083. Requests for payment of dividend through NACH for the year 2020-2021 should be lodged with TSR Darashaw on or before the book closure date i.e. Saturday, 24th July 2021.
15. The Company's Equity Shares are listed on BSE Limited, P.J. Towers, Dalal Street, Mumbai – 400 001 and The National Stock Exchange of India Limited, Exchange Plaza, C-1, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051. The Company has paid the annual listing fees for the financial year 2021-2022 to both the Stock Exchanges.
16. In terms of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, every holder of securities of the Company may, at any time, nominate, in the prescribed manner, a person to whom his/her securities of the Company shall vest in the event of his/her death. Shareholders, who wish to avail of this facility, may fill in the prescribed Form No. SH-13 and forward the same to TSR Darashaw.
17. To prevent fraudulent transactions, Shareholders are advised to exercise due diligence and notify the Company of any change in address or demise of any Shareholder as soon as possible. Shareholders are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
18. Details of the Director seeking re-appointment under Item No. 3 of this Notice is provided at page no. 56 of the Annual Report.
19. Shareholders holding shares in physical form, who desire to take part in the Green Initiative of the Company, are requested to register their e-mail addresses with the Company by filling up the 'E-communication Registration' Form, which is available on the website of the Company www.basf.com/in and send the said form to TSR Darashaw duly signed by the first named Shareholder as per the specimen signature recorded with the Company/Registrar and Share Transfer Agent. On registration, all the communications will be sent to the e-mail address of the Shareholder registered with the Company. Shareholders holding shares in demat form are requested to register their e-mail addresses with their Depository Participant.
20. An electronic copy of the Annual Report 2020-2021 along with the Notice are being sent to all those Shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) and physical copy of the same will not be made available to the Shareholders of the Company in line with the aforementioned circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. Shareholders may also note that the Notice of the 77th AGM and the Annual Report are available on the Company's website www.basf.com/in. The aforesaid documents can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and The National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL (agency for providing the e-voting facility) i.e. www.evoting.nsdl.com.
21. The documents referred to in the Notice of the AGM are available electronically for inspection without any fee by the Shareholders from the date of circulation of this Notice up to the date of AGM. Shareholders seeking to inspect such documents can send an email to investor-grievance-india@basf.com or pankaj.bahl@basf.com.
22. As per Regulation 40 of the SEBI Listing Regulations, securities of the listed companies can only be transferred in demat form with effect from 1st April 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Shareholders holding shares in physical form are requested to consider converting their holding to demat form. Shareholders can contact the Company or TSR Darashaw for assistance in this regard.

23. Shareholders are requested to note that SEBI, vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated 7th September 2020 had fixed 31st March 2021 as the cut-off date for re-lodgment of physical share transfer requests and has stipulated that such transferred shares shall be issued only in demat mode.
24. Shareholders may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Shareholders may please note that SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.
25. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Shareholders with effect from 1st April 2020 and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The Shareholders are requested to update their PAN with TSR Darashaw (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
26. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to investor-grievance-india@basf.com latest by 24th July 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
- Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to investor-grievance-india@basf.com latest by 24th July 2021.
- Resident Shareholders are requested to provide declaration that they have filed their Income Tax Return for past 2 years, if aggregate of their Tax Deducted at Source (TDS) and Tax Collected at Source (TCS) is greater than Rs. 50,000 by email to investor-grievance-india@basf.com latest by 24th July 2021. Shareholders are requested to note that in case such declaration is not received, tax will be deducted at applicable higher rate as per Income Tax Act, 1961.
27. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
28. In order to increase the efficiency of the e-voting process, SEBI vide its circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, had decided to enable e-voting to all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- Therefore, to support the above initiative undertaken by SEBI, Shareholders are requested to intimate/update changes, if any, pertaining to their email address & mobile numbers with the respective Depositories/ Depository Participants.
- Shareholders holding shares in physical form and who want to avail the above initiatives of SEBI are requested to convert their physical holdings into demat form. Shareholders can contact the Company or TSR Darashaw for any assistance in this regard.
29. Voting through electronic means:
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing remote e-voting facility to enable the Shareholders to cast their votes electronically on all the resolutions set forth in the Notice convening the 77th AGM. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting through electronic means.

INSTRUCTIONS FOR REMOTE E-VOTING

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="494 701 1441 1115">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="494 1136 1441 1234">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="494 1255 1441 1661">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a computer/laptop or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

B) Login Method for e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

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

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

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Shareholders who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Shareholders who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Shareholders holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. Folio no = Alpha + numeric. (Please drop first 2 char i.e B9 from the folio) For example if folio number is 001*** and EVEN is 116067 then user ID is 116067B9A0001***

5. Password details for Shareholders other than Individual Shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Shareholders whose email ids are not registered**

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

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

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

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

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

General Guidelines for Shareholders

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. in favour of authorised signatories who are authorized to vote, to the Scrutinizer by e-mail to hs@hsassociates.net with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 /1800 224 430 or send a request at evoting@nsdl.co.in, or contact Ms. Pallavi Mhatre, Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013 at the designated e-mail address: pallavid@nsdl.co.in / evoting@nsdl.co.in or on toll free no.: 1800 1020 990 /1800 224 430 who will also address grievances connected with voting by electronic means.
4. The remote e-voting period commences on Tuesday, 3rd August 2021 (from 9.00 a.m. IST) and ends on Thursday, 5th August 2021 (till 5.00 p.m. IST). Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30th July 2021, may cast their votes electronically. Remote e-voting will not be allowed beyond 5.00 p.m. on Thursday, 5th August 2021 and the e-voting module will be disabled by NSDL thereafter. A Shareholder who has cast his/her vote by using remote e-voting shall be entitled to attend and participate in the AGM of the Company through VC/OAVM, but shall not be allowed to vote on the resolutions at the AGM. In case of joint holders, the Shareholder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. A person who is not a Shareholder as on the cut-off date should treat this Notice for information purposes only.
5. The facility for e-voting will also be made available at the AGM and Shareholders participating at the AGM who have not cast their vote by remote e-voting, will be able to vote at the AGM.
6. Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretary, 206, 2nd Floor, Tantia & Jogani Industrial Estate, J.R. Boricha Marg, Opposite Lodha Excelus, Lower Parel (East), Mumbai - 400011, having Membership No. FCS-2827 & Certificate of Practice No. 1483, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

7. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against the resolutions, not later than 2 working days after the conclusion of the AGM to the Chairman of the Company or any other person duly authorized by him, who shall countersign the same. The result of voting will be declared within 2 working days after the conclusion of the AGM.
8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.basf.com/in and on the website of NSDL. The results will also be communicated to the stock exchanges i.e. BSE Limited and The National Stock Exchange of India Limited, where the shares of the Company are listed.
9. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM i.e. 6th August 2021.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ON THE DAY OF AGM ARE AS UNDER:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Shareholders, who will be present in the AGM through VC/OAVM and have not cast their vote on the resolutions through remote e-voting shall be eligible to vote through e-voting system in the AGM.
3. Shareholders who have voted through remote e-voting will be eligible to attend the AGM through VC/OAVM but they will not be eligible to vote at the AGM. In case any Shareholder cast his vote through remote e-voting as well as e-voting at the AGM, then the votes cast through remote e-voting will only be considered and the votes casted through e-voting at the AGM will be considered as invalid.
4. Shareholders are requested to follow the instructions, if any, provided during the AGM for e-voting. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the NSDL's e-voting system. Shareholders may access the same by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against the Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholders login where the EVEN of Company will be displayed. Please note that the Shareholders who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush. Further, Shareholders can also use the OTP based login for logging into the e-voting system of NSDL.
2. Shareholders are encouraged to join the Meeting through computers / laptops and use internet with a good speed for convenience and better experience.
3. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any of the aforesaid glitches.
4. Shareholders who would like to express their views, ask questions during the AGM may register themselves as a speakers by sending their request mentioning their name, demat account number/folio number, email id, mobile number via e-mail to Mr. Pradeep Chandan, Director – Legal, General Counsel (South Asia) & Company Secretary at pradeep.chandan@basf.com and/ or at investor-grievance-india@basf.com latest by Friday, 30th July 2021. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
5. Shareholders who need assistance before or during the AGM, can contact NSDL on toll free no.: 1800 1020 990/1800 224 430 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in/ evoting@nsdl.co.in

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013.

Item No. 4

M/s. R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010), were appointed as the Cost Auditors of the Company to conduct the audit of the cost records of Company's products viz., Insecticides, Dyes, Paints, Varnishes & Chemicals for the financial year 2020-2021. M/s. R. Nanabhoy & Co., Cost Accountants, have conveyed their willingness to act as the Cost Auditors of the Company for the financial year ending 31st March 2022 and have informed the Company that their appointment, if made, would be within the limits provided in Section 141(3)(g) or any other applicable provisions of the Companies Act, 2013.

The Board of Directors of the Company at their meeting held on 11th May 2021 have appointed M/s. R. Nanabhoy & Co., as the Cost Auditors of the Company for the financial year ending 31st March 2022.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors is required to be ratified by the Shareholders. The remuneration payable to M/s. R. Nanabhoy & Co., Cost Auditors of the Company for conducting the audit of the cost records for the financial year ending 31st March 2022 as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 11th May 2021, will be Rs. 16.45 lakhs (Rupees Sixteen Lakhs Forty-Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses.

Accordingly, the consent of the Shareholders of the Company is sought to ratify the remuneration payable to the Cost Auditors for the financial year ending 31st March 2022.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Shareholders of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

Item No. 5

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

Considering the contribution of Mr. Narayan Krishnamohan and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at its Meeting held on 11th May 2021 approved the revision in the existing limits of maximum remuneration payable to Mr. Narayan Krishnamohan for the consecutive period of 3 years, effective 1st April 2021, subject to the approval of Shareholders.

The revised limits of maximum remuneration payable to Mr. Narayan Krishnamohan, as determined by the Board of Directors, based on the recommendation/approval of the Nomination & Remuneration Committee is as under: -

- a) Basic Salary, not exceeding Rs. 3.5 crore per annum, as may be determined by the Board of Directors from time to time, based on the recommendations of Nomination & Remuneration Committee. The present basic salary being Rs. 2.53 crore per annum.
- b) In addition to remuneration payable under (a) above, Mr. Narayan Krishnamohan is entitled to perquisites including furnished / unfurnished accommodation, house rent allowance in lieu thereof, housing subsidy, as may be applicable, superannuation allowance, contribution to National Pension Scheme, medical insurance for self and family, leave travel concession for self & family members (as may be applicable), club fees, personal accident insurance, group term insurance and other benefits and amenities payable in accordance with the rules of the Company from time to time.

The monetary value of the aforesaid perquisites not exceeding Rs. 2 crore per annum.

- c) Performance linked incentive, as may be determined, from time to time, not exceeding Rs. 3 crore per annum.

The performance linked incentive comprises of short-term incentive and long-term incentive. The short-term incentive is based on the Company's performance, BASF Group's Return on Capital Employed and Mr. Narayan Krishnamohan's performance against pre-agreed targets for the respective calendar year. The Short Term Incentive is paid at actuals in April every year proportionately apportioned for 9 months (April - December) & the provisions created in the books of accounts proportionately for 3 months (January – March) based on the Target Short Term Incentive for the respective calendar year.

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

Long Term Incentive has a fixed four-year performance period and the amount shall be payable to Mr. Narayan Krishnamohan by BASF SE, Germany at the end of 4 years. However, as the Company receives the services of Mr. Narayan Krishnamohan, the Company recognizes the same as equity settled share-based payment transaction in accordance with the requirements of paragraph 43A and 43B of IND AS 102 i.e. Share based payments.

- d) Company's contribution to provident fund, superannuation fund / allowance, as may be applicable, and benefit under the Company's pension scheme, gratuity and encashment of leave at the end of the tenure will be permitted, in accordance with the rules of the Company.

The Company's contribution to provident fund and superannuation fund / allowance, as may be applicable, benefits under the Company's pension scheme, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961, gratuity and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites stated in (b) above.

The Company shall provide a car with driver to the Managing Director and telephone facilities at the residence of Managing Director and the expenses connected therewith will be borne by the Company. These perquisites will also not be included in the computation of the ceiling on perquisites.

For the purpose of computing the ceiling on perquisites, the same would be valued as per the Income Tax Rules, 1962, wherever applicable.

- e) Where in any financial year i.e. during the period between 1st April 2021 and 31st March 2024, the Company has no profits or its profits are inadequate, the Company shall pay remuneration, benefits and amenities to Mr. Narayan Krishnamohan within the limits of maximum remuneration as specified above, based on the approval of the Nomination & Remuneration Committee and the Board of Directors of the Company and subject to obtaining necessary approvals, as may be required in accordance with the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments thereto as may be made from time to time.

In that event the following perquisites shall, however, not be included in the computation of the ceiling on remuneration specified hereinabove;

- Contribution to provident fund, superannuation fund / allowance or annuity fund and benefits under the Company's Pension Scheme, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961;
- Gratuity payable at a rate not exceeding half month's salary for each completed year of service; and
- Encashment of leave at the end of the tenure.

- f) The total remuneration payable to Mr. Narayan Krishnamohan by way of salary, performance linked incentive, perquisites and any other allowances, contribution to provident fund, superannuation fund / allowance and benefits shall be within the overall limits of maximum remuneration as approved by the Shareholders of the Company and shall as per the limits prescribed under Sections 197, 198 and Schedule V of the Companies Act, 2013.

The other terms and conditions of appointment of Mr. Narayan Krishnamohan as Managing Director of the Company, as approved by the Shareholders of the Company on 27th March 2019, shall remain unchanged.

Pursuant to the provisions of the Companies (Amendment) Act, 2017, the approval of the Central Government is not required in the event of:

- payment of managerial remuneration exceeding 11% of the net profits;
- payment of remuneration to managerial person in the event of losses or inadequacy of profits

In compliance with the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, the Special Resolution in terms as set out at Item No. 5 of this Notice is now being placed before the Shareholders for their approval, as an enabling resolution.

ADDITIONAL INFORMATION:

Statement containing additional information as per Category B(iv) of Part II of Section II of Schedule V of the Companies Act, 2013 for Item No. 5 of this Notice: -

1. General Information:

- (i) Nature of Industry – Manufacturing and Sale of Chemicals and Chemical Products.
- (ii) Date of commencement of commercial production – Existing Company, commercial production commenced in 1943.
- (iii) Financial performance based on given indicators:

Particulars	(Rs. in million)		
	2020-21	2019-20*	2018-19
Revenues from Operations	95,583.4	75,945.6	60,256.7
Profit before Tax	8,399.6	99.0	718.6
Profit after Tax	5,526.1	228.7	817.2
Dividend on Equity%	100%	30%	50%

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

- (iv) Foreign investments or collaborations, if any: BASF SE along with its Group Companies holds 73.33% of the share capital of the Company. The Company has entered into agreements with BASF SE, its Parent Company for sourcing technical know-how and proprietary technical information and support on an ongoing basis.

2. Information about the Appointee:

(i) Background Details –

Mr. Narayan Krishnamohan, presently 49 years of age, has completed his Bachelors in Chemical Engineering from Laxminarayan Institute of Technology, Nagpur University. Mr. Krishnamohan joined BASF in January, 1995. He has been with BASF for more than 26 years, having started his journey in BASF India Limited and subsequently handled various regional and global leadership responsibilities in Singapore, Germany and Hong Kong. His leadership experience cuts across multiple operating divisions like Leather Chemicals, Specialty Chemicals, Petrochemicals, Acrylics & Dispersions, Paper Chemicals, Human Nutrition and Chemical Intermediates, amongst others.

Mr. Krishnamohan has valuable experience of over 26 years in commodity basic chemicals as well as specialty chemicals. Prior to his appointment as Managing Director of the Company, effective 1st April 2019, Mr. Krishnamohan was the Senior Vice President, RBU Intermediates, Asia Pacific. He does not hold any other Directorship/Committee positions in any other Public Company in India and is not related to any other Director of the Company. Mr. Narayan Krishnamohan holds 50 Equity Shares in the Company and is not debarred from holding the office of Director by virtue of any order of the Securities & Exchange Board of India or any other such Authority.

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

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

Particulars	2020-21	2019-20
Salary & Perquisites / Allowances	38,773,346	36,130,850
Performance Linked Incentive (Short Term Incentives)	8,694,438	9,290,178
Total	47,467,784	45,421,028

Notes: -

- Salary & Perquisites / Allowances includes Salary, Perquisites & Allowances, Provident Fund and Superannuation but excluding provision for contribution to Gratuity Fund, Group Insurance, long service awards and any benefits under Share Price based compensation Program of BASF SE, Parent Company.
- Performance Linked Incentive (Short Term Incentive) is based on Company's performance, BASF Group's Return on Capital Employed, Mr. Narayan Krishnamohan's achievements against pre-agreed targets. The Performance Linked Incentive (Short Term Incentive) are paid at actuals in April every year proportionately apportioned for 9 months (April - December) & the provisions created in the books of accounts proportionately for 3 months (January – March) based on the Target Short Term Incentive for the respective calendar year.
- The Ultimate Holding Company ('BASF SE') offers Share Price based compensation program ('Long Term Incentive') for Senior Executives of BASF Group. Mr. Narayan Krishnamohan is eligible for this program. The long-term incentive of Rs. 41,84,746/- has been accrued by the Company for the financial year 2020-21 for Mr. Narayan Krishnamohan. This does not form part of the aforesaid remuneration and there is no cash outflow by the Company for the financial year 2020-21.

(iii) Recognition or Awards – N.A.

(iv) Job Profile and suitability –

The Shareholders of the Company had by way of Postal Ballot on 23rd March 2019 appointed Mr. Narayan Krishnamohan as the Managing Director of the Company for a period of 5 years from 1st April 2019 to 31st March 2024. During the term of his office as Managing Director, Mr. Narayan Krishnamohan shall exercise and perform all such powers and duties as the Board of Directors of the Company shall determine, and subject to the superintendence, control, direction, and restriction from time to time given and imposed by the Board and/or the Articles of Association of the Company.

(v) Remuneration proposed: The remuneration proposed is detailed in the resolution as well in the explanatory statement.

(vi) Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person: Taking into consideration the size of the Company and the individual profile of Mr. Narayan Krishnamohan and the industry benchmarks, the revised limits of maximum remuneration proposed commensurate with the remuneration packages paid to similar senior level positions in other Companies in the industry.

(vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any – Mr. Narayan Krishnamohan has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of Managing Director of the Company with effect from 1st April 2019 and holding 50 equity shares of the Company.

(viii) OTHER INFORMATION:

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

The Nomination & Remuneration Committee and the Board of Directors of the Company recommend the passing of the resolution set out at Item No. 5 of this Notice as a Special Resolution, which is only an enabling resolution with a view to gaining flexibility in the emerging environment.

Except Mr. Narayan Krishnamohan and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 5 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

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

By Order of the Board of Directors
For BASF India Limited

PRADEEP CHANDAN
*Director – Legal, General Counsel (South Asia)
& Company Secretary*

Registered Office:

The Capital, 'A' Wing, 1204-C,
12th Floor, Plot No. C-70,
'G'-Block, Bandra Kurla Complex,
Bandra (East), Mumbai-400051.

CIN: L33112MH1943FLC003972

Dated: 11th May 2021