

## BASF INDIA LIMITED

Registered Office: Unit No. 10A, 10B, 10C (Part), 10<sup>th</sup> Floor,  
Godrej One, Pirojsha Nagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079  
IN: L33112MH1943FLC003972, Website: www.basf.com/in, Tel: +91 22 6834 7000

### POSTAL BALLOT NOTICE

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 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standards as applicable to General Meetings issued by The Institute of Company Secretaries of India (“**SS-2**”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs (“**MCA**”) General Circular no. 14/2020 dated 8<sup>th</sup> April 2020, General Circular no. 03/2022 dated 5<sup>th</sup> May 2022, General Circular no. 11/2022 dated 28<sup>th</sup> December 2022, General Circular no. 09/2023 dated 25<sup>th</sup> September 2023 and General Circular no. 09/2024 dated 19<sup>th</sup> September 2024, respectively (collectively referred to as “**MCA Circulars**”) and subject to other applicable laws and regulations, that the Resolutions appended below are proposed for approval by the Members by way of Postal Ballot, by voting, through remote e-voting.

The MCA has *vide* the above referred MCA Circulars allowed companies to seek Members’ approval on all proposals, other than items of ordinary business or business where any person has a right to be heard, by way of postal ballot through remote e-voting mechanism in accordance with the provisions of the Act and Rules framed thereunder, without holding a general meeting requiring physical presence of the Members at a common venue. MCA has clarified that the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable *mutatis mutandis* for Companies that are required to provide e-voting facility under the Act while they are transacting any business(es) by way of Postal Ballot upto 30<sup>th</sup> September 2025.

In pursuance of and in compliance with the said MCA Circulars, Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar & Share Transfer Agent / Depositories. Physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only.

Members may note that the Notice will also be available on the Company’s website, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited, respectively and website of National Securities Depository Ltd (“**NSDL**”).

As required by Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Marathi daily newspaper circulating in Mumbai (in vernacular language, i.e., Marathi).

The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and the reasons thereof is annexed hereto.

In compliance with the provisions of Section 108, 110 of the Act read with Rules 20 and 22 of the Rules, as amended and Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, the Company is providing e-voting facility to its members to cast their vote on the resolutions proposed in this Notice of the Postal Ballot. For this purpose, the Company has engaged the services of NSDL to provide the e-voting facility to the Members.

Members are requested to carefully follow the instructions under the Section ‘**Instructions for Remote E-voting**’ for exercising their votes.

The Board of Directors of the Company at their meeting held on Tuesday, 4<sup>th</sup> February 2025 have appointed Mr. Hemant Shetye, Designated Partner, M/s HSPN & Associates LLP, Practicing Company Secretaries, (Membership No. FCS-2827 & Certificate of Practice No. 1483), having office at 206, 2<sup>nd</sup> Floor, Tantia & Jogani Industrial Estate, J.R. Boricha Marg, opposite Lodha Excelus, Lower Parel (East), Mumbai 400011, as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorised by the Chairman after the completion of the scrutiny of the remote e-voting. The results of the e-voting shall be announced on or before Tuesday, 18<sup>th</sup> March 2025. 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](http://www.basf.com/in) and on the website of NSDL.

### ITEMS OF SPECIAL BUSINESSES

**Item No. 1: Appointment of Mr. Narendranath J. Baliga (DIN: 07005484) as the Whole-time Director of the Company for a period effective from 1<sup>st</sup> January 2025 till 30<sup>th</sup> June 2027 and to fix his remuneration.**

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

**“RESOLVED THAT** in accordance with the provisions of Section 152, 161(1) read with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder, including any statutory modifications or re-enactment thereof, for the time being in force and the applicable provisions of Articles of Association of the Company, Mr. Narendranath J. Baliga (DIN: 07005484), appointed as an Additional Director and designated as Whole Time Director by the Board of Directors of the Company at its Meeting held on 12<sup>th</sup> November 2024, based on the recommendation of the Nomination & Remuneration Committee and subject to such approvals as may be required in this regard and who holds office as such, upto the date of ensuing Annual General Meeting and in respect of whom, the Company has received a Notice in writing under Section 160(1) of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as the Whole-time Director of the Company effective 1<sup>st</sup> January 2025, and the period of his office shall be liable to retire by rotation;

**RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 {including any amendment(s), statutory modification(s) or re-enactment thereof, for the time being in force} and in terms of the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company and subject to such approvals as may be required in this regard, the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Narendranath J. Baliga (DIN: 07005484) as the Whole-time Director of the Company and to his receiving remuneration, benefits and amenities as the Whole-time Director for a period effective from 1<sup>st</sup> January 2025 till 30<sup>th</sup> June 2027, upon the terms, conditions and stipulations contained in the Agreement to be entered into between the Company and Mr. Narendranath J. Baliga (DIN: 07005484);

**RESOLVED FURTHER THAT** based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company be and are hereby authorised to vary the terms and conditions of appointment, including the remuneration payable to Mr. Narendranath J. Baliga (DIN: 07005484), provided, however, that the remuneration payable to Mr. Narendranath J. Baliga (DIN: 07005484) shall be 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, during the period, between 1<sup>st</sup> January 2025 till 30<sup>th</sup> June 2027, if the Company has no profits or its profits are inadequate, the Company shall pay remuneration, benefits and amenities to Mr. Narendranath J. Baliga (DIN: 07005484) as specified in the draft Agreement referred to 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 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** the Board of Directors of the Company be and are hereby authorised to all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item No. 2 Increase in the maximum limits of Related Party Transactions entered into between the Company and BASF Hong Kong Ltd**

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 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 & such other Rules as may be applicable to the Company and in terms of Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s) or re-enactment thereof), the Company’s Related Party Transaction Policy (as amended from time to time) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to the Company for enhancing the maximum limits for entering into and/or carrying out and/or continuing with contracts, arrangements and transactions (whether individually or taken together or series of transactions or otherwise), for the financial year 2024-25 and for the next financial year 2025-2026 i.e., until the date of the Annual General Meeting of the Company to be held during the calendar year 2025 with the below mentioned Related Party of the Company as per the amended SEBI Listing Regulations, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contracts/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise, provided that such contracts, arrangements and transactions be undertaken on the terms and conditions as may be mutually agreed between the Company and the said Related Party on arm’s length basis and in the ordinary course of business:

<b>Sr. No.</b>	<b>Name and place of the Related Party</b>	<b>Relationship</b>	<b>Nature of transactions</b>	<b>Value per annum for which existing approval is in place (Rs. in crore)</b>	<b>Value per annum for which approval is being sought (Rs. in crore)</b>
1.	BASF Hong Kong Limited (Hong Kong)	Affiliate Company	(a) Sale and/or purchase of chemicals/materials.  (b) Availing or rendering of services.	4100	4500

**RESOLVED FURTHER THAT** the Audit Committee and / or the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary to give effect to this Resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members;

**RESOLVED FURTHER THAT** the Audit Committee and / or the Board of Directors of the Company be and are hereby authorised to delegate all or any of the powers conferred, to any Director or any other Officer(s)/ Authorised Representatives of the Company, to do all such acts and take appropriate steps, as may be considered necessary or expedient, after taking necessary approvals, if required to give effect to this Resolution.”

By Order of the Board of Directors  
For BASF India Limited

MANOHAR KAMATH  
*Director-Legal, General Counsel (India) &  
Company Secretary*

*Registered Office:*

Unit No. 10A, 10B, 10C (Part)  
10<sup>th</sup> Floor, Godrej One,  
Pirojsha Nagar, Eastern Express  
Highway, Vikhroli (East)  
Mumbai - 400079  
CIN: L33112MH1943FLC003972

Dated: 4<sup>th</sup> February 2025

**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 (CDSL) as on the close of business hours on Friday, 7<sup>th</sup> February 2025.
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, 7<sup>th</sup> February 2025 will be considered for the purpose of e-voting. The voting rights of Members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the close of business hours on Friday, 7<sup>th</sup> February 2025.
3. Corporate Members are entitled to appoint their authorised representatives to vote through e-voting on their behalf, pursuant to the provisions of Section 113 of the Companies Act, 2013.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses to be transacted is annexed hereto and forms part of this Notice.
5. The documents referred to in the Notice are available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of completion of the postal ballot. Members seeking to inspect such documents can send an email to **investor-grievance-india@basf.com** or **pankaj.bahl@basf.com**.
6. Every client ID no./folio no. will have one vote, irrespective of number of joint holders.
7. Members are requested to notify any change in their communication address or bank mandate to: (a) their respective Depository Participants in case of shares held in electronic form; or (b) the Company's Registrar & Share Transfer Agent, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (hereinafter referred as "**MUFG Intime**") at C-101, 1<sup>st</sup> Floor, Embassy 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai – 400 083, in case of shares held in physical form.
8. Members holding shares under multiple folios are requested to submit their applications to MUFG Intime for consolidation of folios into a single folio.
9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members 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.
10. 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. Members, who wish to avail of this facility, may fill in the prescribed Form No. SH-13 and forward the same to MUFG Intime.
11. As per Regulation 40 of the SEBI Listing Regulations, securities of the listed companies can only be transferred in demat form with effect from 1<sup>st</sup> 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, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or MUFG Intime for assistance in this regard.
12. Members who desire to take part in the Green Initiative of the Company, are requested to register their e-mail addresses with their Depository Participant(s) in case they hold shares in demat form and with the Company/ their RTA for the shares held in physical form by submitting the Investor Service Request Form ISR-1, ISR-2 and Nomination form (optional) duly filed and signed, as per the specimen signatures registered against the folio, along with the supporting documents stated thereon. On registration, all the communications will be sent to the e-mail address of the Member registered with the Company.
13. In order to increase the efficiency of the e-voting process, SEBI vide its circular SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9<sup>th</sup> 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.

14. Members 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. SEBI has also made it mandatory for submission of PAN, Bank details and Nomination(optional) in the following cases: (i) Deletion of name of the deceased Member(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

Further, the Members are requested to kindly note that as per SEBI circular bearing no SEBI/HO/MIRSSD\_RTAMB/PCIR/2021/655 dated 3<sup>rd</sup> November 2021, it is mandatory for Members holding shares in physical form to register their PAN, KYC details, Bank particulars and Nomination (optional) against their folio no. PAN is also required to be linked to Aadhar No. by the Members to be considered as valid PAN.

Members holding shares in physical form are requested to provide Form ISR-1, ISR-2 and Nomination Form duly filled and signed along with the hard copy of the following self-attested documents to MUFG Intime for registration against their respective folio(s):

- Identity Proof: Copy of PAN card/ Aadhar Card
- Address Proof: Copy of Aadhar Card/ Passport/ client Master List/ Utility Bill not over 3 months old
- Bank Details: Copy of the original cancelled cheque stating the name of the Member as account holder
- Contact Details: Mobile no., e-mail ID
- Nomination (optional): Please provide Form SH-13 duly filled and signed.

In the absence of any of the above information registered against your folio no., your folio no. will be frozen for any updation/ dividend payment in accordance with the aforesaid Circular.

Form ISR-1, ISR-2 and Nomination forms are available on the website of Company [www.basf.com/in](http://www.basf.com/in) and on the website of our Registrar and Transfer Agent at [https://in.mpms.mufg.com/==> Resources →Download→ KYC](https://in.mpms.mufg.com/==>Resources->Download->KYC) The Postal Ballot Notice is uploaded on the website of the Company, i.e., [www.basf.com/in](http://www.basf.com/in) and on the website of NSDL, i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

15. Resolutions passed by the Members through postal ballot i.e., through remote e-voting process are deemed to have been passed as if they have been passed at a General Meeting of the Members.
16. The e-voting period commences on Friday, 14<sup>th</sup> February 2025 (9.00 a.m. IST) and ends on Saturday, 15<sup>th</sup> March 2025 (5.00 p.m. IST). During this period, Members of the Company holding shares either in physical or dematerialized form as on the cut-off date i.e., Friday, 7<sup>th</sup> February 2025, may cast their vote electronically. A person who is not a Member as on Friday, 7<sup>th</sup> February 2025 should treat this Notice for information purposes only.
17. The resolutions under this Notice of Postal Ballot, if approved by the requisite majority shall be deemed to have been passed on Saturday, 15<sup>th</sup> March 2025 i.e., the last date specified for receipt of votes through the remote e-voting process.
18. Members may kindly note that effective 15<sup>th</sup> November 2024, the Company has shifted its Registered Office to Unit No. 10A, 10B, 10C (Part), 10<sup>th</sup> Floor, Godrej One, Pirojsha Nagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400 079, Maharashtra, India.

## 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 for Individual Members holding securities in demat mode**

In terms of SEBI circular dated 9<sup>th</sup> December 2020, upon e-Voting facility being provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

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

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	<p>I. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <b>https://eservices.nsd.com</b> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on Company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>II. If you are not registered for IDeAS e-Services, option to register is available at <b>https://eservices.nsd.com</b>. Select “<b>Register Online for IDeAS Portal</b>” or click at <b>https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</b></p> <p>III. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <b>https://www.evoting.nsd.com/</b> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold 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 Company name or <b>e-Voting service provider i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>IV. Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>

<b>Type of Members</b>	<b>Login Method</b>
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Members (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. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e., 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:** Members 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 Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 48867000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



**(B) Login Method for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **<https://www.evoting.nsdl.com/>** either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Member’ section.
3. 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:

<b>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members 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 Members 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 Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 122951 then user ID is 1122951001***

5. Password details for Members other than Individual Members 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. Trace the email sent to you from NSDL from your mailbox. 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 Members 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.com** mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members 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 on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

- I. 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.
- II. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period.
- III. Now you are ready for e-Voting as the Voting page opens.
- IV. 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.
- V. Upon confirmation, the message “Vote cast successfully” will be displayed.
- VI. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- VII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **Process for those Members 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 Member, 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 **evoting@nsdl.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 **evoting@nsdl.com**. If you are an Individual Members 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](#).
3. Alternatively, Members may send a request to **evoting@nsdl.com** for procuring user id and password for e-voting by providing above mentioned documents.

**General Guidelines for Members**

1. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab on this screen or 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@hspnassociates.in** with a copy marked to **evoting@nsdl.com**.
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 the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members 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.com**, or contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, T301, 3<sup>rd</sup> Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051 at the designated e-mail address: **evoting@nsdl.com** or call at 022 - 48867000 who will also address grievances connected with voting by electronic means.

### **EXPLANATORY STATEMENT**

Pursuant to Section 102 of the Companies Act, 2013.

The following explanatory statement sets out all material facts relating to the special businesses mentioned in this Notice:

#### **Item No. 1**

The Board of Directors of the Company at their meeting held on 12<sup>th</sup> November 2024 had approved the appointment of Mr. Narendranath J. Baliga (DIN 07005484) as the Additional Director of the Company and designated as the Whole-time Director of the Company for a period effective from 1<sup>st</sup> January 2025 till 30<sup>th</sup> June 2027, based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members of the Company.

A brief profile of Mr. Narendranath J. Baliga (DIN 07005484) in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards - 2 issued by The Institute of Company Secretaries of India is detailed as under: -

Mr. Narendranath J. Baliga (DIN 07005484), aged 57 years, is a Chartered Accountant and a graduate in Business Management, and joined BASF in 1994. Over the past three decades, he has held various leadership positions, managing regional and global responsibilities in India, Singapore, China, and Germany in the areas of Finance, Regional Controlling, Global Supply Chain, and Global Process and Enterprise Architecture.

Since 1<sup>st</sup> January 2025, Mr. Narendranath J. Baliga (DIN 07005484) has served as the Chief Financial Officer (CFO) & as an Alternate Director until 31<sup>st</sup> December 2024. Effective 1<sup>st</sup> January 2025, Mr. Narendranath J. Baliga (DIN 07005484) is the CFO & Whole-time Director of the Company. He also holds the additional position of Vice President – Global Business Services and his functional responsibilities encompass Finance, HR, Supply Chain, EHS, Intellectual Property, Communications, Government Relations and Advocacy, Real Estate and Facility Management services. He is a Member of the Risk Management Committee of the Company and a Permanent Invitee to the Audit Committee Meetings of the Company.

He is a Director on the Board of BASF Chemicals India Private Limited. He does not hold any other Directorship/ Committee positions in any other Listed Company / Public Company in India and is not related to any other Director & Key Managerial Personnel of the Company. Mr. Narendranath J. Baliga (DIN 07005484) has not been a Director on the Board of any other Listed Entity during the last 3 years. Further, he does not hold any equity shares in the Company. Mr. Narendranath J. Baliga (DIN 07005484) 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. During the year 2024, Mr. Narendranath J. Baliga (DIN 07005484) has attended all the Board Meetings of the Company as an CFO & Alternate Director of the Company. He has also attended the Audit Committee Meetings as a Permanent Invitee and Risk Management Committee Meetings as a “Member” during the year 2024.

Effective 1<sup>st</sup> January 2025, Mr. Narendranath J. Baliga (DIN 07005484) has attended the Board Meeting as CFO & Whole-time Director of the Company.

The Company has received the following documents from Mr. Narendranath J. Baliga (DIN 07005484) (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act.

Further, in terms of the provisions of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a Member, proposing the candidature of Mr. Narendranath J. Baliga (DIN 07005484) for his appointment as a Director of the Company.

Having regard to his qualifications, experience and association with the Company, the Board of Directors of the Company considers that it will be in the interest of the Company to appoint Mr. Narendranath J. Baliga (DIN 07005484) as the Whole-time Director of the Company for a period effective from 1<sup>st</sup> January 2025 till 30<sup>th</sup> June 2027.

The essential terms and conditions of appointment of Mr. Narendranath J. Baliga (DIN 07005484) are as under:

- i. Mr. Narendranath J. Baliga (DIN 07005484) shall exercise and perform all such powers and duties as may be entrusted to him by the Management of the Company. He shall devote sufficient time and whole-time attention to the business of the Company for which he is made accountable and shall use his best endeavour to promote the Company's interests and welfare.
- ii. Period of Agreement: Effective from 1<sup>st</sup> January 2025 till 30<sup>th</sup> June 2027.
- iii. Remuneration: The remuneration payable to Mr. Narendranath J. Baliga (DIN 07005484) by way of basic salary, perquisites and allowances, performance linked incentives (short-term and long-term incentives), contribution to provident fund, superannuation fund and benefits under the Company's pension scheme, shall be determined by the Board from time to time based on the recommendation of the Nomination & Remuneration Committee and shall be 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.

The remuneration payable to Mr. Narendranath J. Baliga (DIN 07005484) as determined by the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members, is as under:

- (a) Basic Salary, as determined by the Board of Directors of the Company from time to time, of an amount not exceeding Rs. 2.25 crore per annum. The basic salary with effect from 1<sup>st</sup> January 2025 for FY 2024-25, being approx. Rs. 1.91 crore per annum.
- (b) In addition to remuneration payable under (a) above, Mr. Narendranath J. Baliga (DIN 07005484) is entitled to perquisites including house rent allowance, superannuation allowance, club fees, personal accident insurance, medical 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 perquisites aforesaid not exceeding Rs. 1.5 crore per annum. The monetary value of the perquisites and allowances, with effect from 1<sup>st</sup> January 2025 for FY 2024-25 being approx. Rs. 55.60 lakhs per annum.

- c) The performance linked incentives (short-term and long-term incentives) payable to Mr. Narendranath J. Baliga (DIN 07005484) as the Whole-time Director of the Company, as determined by the Board of Directors of the Company from time to time based on the recommendation of the Nomination & Remuneration Committee, shall not exceed the limits of maximum performance linked incentives (short-term and long-term incentives) of Rs. 2 crore per annum.

For the calendar year 2025, the target short term incentives payable to Mr. Narendranath J. Baliga (DIN 07005484) is approx. Rs. 99 lakhs and long-term incentive was Rs. 22 lakhs, respectively.

The Short-term Incentive, part of the Performance Linked Incentive, will be adjusted based on the Company's performance and BASF Group's Return on Capital Employed for the respective calendar year.

The Short-term Incentive shall be 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, part of the Performance Linked Incentive, is offered to Mr. Narendranath J. Baliga (DIN 07005484) 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 of BASF SE, Germany. Long Term Incentives are designed as a Performance Share Plan by BASF SE and enables sustainable monetary incentives. Further, 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. Narendranath J. Baliga (DIN 07005484) by the Company at the end of 4 years from the date of accrual or till his tenure, as the case may be.

- d) Company's contribution to provident fund, superannuation fund 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 benefits under the Company's pension scheme, 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 iii(b) above to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961. 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 during the period between 1<sup>st</sup> January 2025 till 30<sup>th</sup> June 2027, the Company has no profits or its profits are inadequate, the Company shall pay remuneration, benefits and amenities to Mr. Narendranath J. Baliga (DIN 07005484) as specified in the Agreement, 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 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. Narendranath J. Baliga (DIN 07005484) by way of salary, performance linked incentives (short-term and long-term incentives), perquisites and any other allowances, contribution to provident fund, superannuation fund and benefits under the Company's pension scheme shall be as per the limits prescribed under Sections 197, 198 and Schedule V of the Companies Act, 2013.

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.

iv. Other Terms:

- a) Mr. Narendranath J. Baliga (DIN 07005484) shall be entitled to reimbursement of all actual expenses including on entertainment and travelling incurred in the course of Company's business.
- b) Mr. Narendranath J. Baliga (DIN 07005484) shall be entitled to housing interest subsidy as per rules of the Company and if permitted under the Companies Act, 2013 and any other laws in India.
- c) Mr. Narendranath J. Baliga (DIN 07005484) shall be entitled to fully paid leave as per the rules of the Company.
- d) Mr. Narendranath J. Baliga (DIN 07005484) would be entitled to any other benefits or privileges as may be available to the other senior executives of the Company.
- e) Mr. Narendranath J. Baliga (DIN 07005484) shall not directly or indirectly engage himself in any business or occupation other than BASF's.
- f) Mr. Narendranath J. Baliga (DIN 07005484) shall observe the secrecy obligations with regard to the business and operations of the Company.
- g) The appointment may be terminated by either party by giving 3 months' notice in writing to the other party.

The Statement containing additional information as per Category B(iv) of Part II of Section II of Schedule V of the Companies Act, 2013 are as follows: -

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:

(Rs. in crore)

<b>Particulars</b>	<b>2023-24</b>	<b>2022-23</b>	<b>2021-22</b>
Revenues from Operations (Net of Excise Duty / GST)	13,767.5	13,644.8	13,099.7
Profit before Tax (before exceptional items)	758.9	528.1	747.4
Profit after Tax	563.4	402.9	594.9
Dividend on Equity%	150%	80%	60%

- (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.

Information about the Directors:

- (i) Background Details – The background details of Mr. Narendranath J. Baliga (DIN 07005484), being appointed as Whole-time Director effective 1<sup>st</sup> January 2025 has been mentioned in Item No. 1 of this Notice.
- (ii) Past Remuneration – The details of remuneration paid to Mr. Narendranath J. Baliga (DIN 07005484) during the last 3 financial years is mentioned herein below: -

(Rs. in crore)

<b>Particulars</b>	<b>2023-24</b>	<b>2022-23</b>	<b>2021-22</b>
Salary & Perquisites / Allowances	2.29	2.09	1.91
Performance Linked Incentive (short term incentives & long term incentives)	0.46	0.74	1.08
<b>Total</b>	<b>2.75</b>	<b>2.83</b>	<b>2.99</b>

- (iii) Recognition or Awards – N.A.
- (iv) Job Profile and suitability –  
Mr. Narendranath J. Baliga (DIN 07005484) shall exercise and perform such powers and duties as may be entrusted to him by the Management of the Company, from time to time.
- (v) Remuneration proposed: The details of remuneration proposed for Mr. Narendranath J. Baliga (DIN 07005484) for a period effective from 1<sup>st</sup> January 2025 till 30<sup>th</sup> June 2027 is detailed in the explanatory statement to Item No. 1 of this Notice.
- (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. Narendranath J. Baliga (DIN 07005484) and the industry benchmarks, the remuneration proposed to be paid to Mr. Narendranath J. Baliga (DIN 07005484) commensurate with the remuneration received by 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. Narendranath J. Baliga (DIN 07005484) has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of Whole-time Director of the Company, effective from 1<sup>st</sup> January 2025.

(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

A copy of the Agreement to be executed between the Company and Mr. Narendranath J. Baliga (DIN 07005484) in respect of the appointment including remuneration payable to Mr. Narendranath J. Baliga (DIN 07005484) will be available for inspection electronically, without any fee by the Members from the date of circulation of this Notice up to the date of completion of the postal ballot. Members seeking to inspect such documents can send an email to email ids should be bold throughout the Postal Ballot Notice or **pankaj.bahl@basf.com**.

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. 1 of this Notice is now being placed before the Members for their approval.

The Nomination & Remuneration Committee and the Board of Directors of the Company recommend the passing of the resolution set out at Item No. 1 of this Notice as a Special Resolution.

Except Mr. Narendranath J. Baliga (DIN 07005484) 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. 1 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.

### **Item No. 2**

The Members of the Company at the 80<sup>th</sup> Annual General Meeting held on 7<sup>th</sup> August 2024 had approved entering into Related Party Transactions (RPTs) with BASF Hong Kong Ltd, an Affiliate Company, upto an amount not exceeding Rs. 4100 crores during the financial year 2024-25 and the next financial year 2025-26 i.e., until the Annual General Meeting of the Company to be held during the calendar year 2025 (maximum validity of 15 months).

During the period 1<sup>st</sup> April 2024 to 31<sup>st</sup> December 2024, transactions of an amount aggregating Rs. 3016 crores have already been entered into between the Company and BASF Hong Kong Ltd, which are well within the maximum limits approved by the Shareholders of the Company.

Considering that the existing limits of related party transactions i.e., Rs. 4,100 crores are likely to exceed during the financial year 2024-25, the Board of Directors of the Company, based on the recommendations of the Audit Committee and subject to the approval of the Members of the Company, has approved the increase in the maximum limits of related party transactions entered into between the Company and BASF Hong Kong Ltd from Rs. 4,100 crores to Rs. 4,500 crores during the FY 2024-25 and the next FY 2025-26 i.e., until the Annual General Meeting of the Company to be held during 2025. Members may kindly note that the increase in the limits i.e., of Rs. 400 crores is mainly on account of estimated increase in the transactions related to the purchase of chemicals / materials from BASF Hong Kong Ltd, Affiliate Company, which would be at arms' length basis and in the ordinary course of business.



Type, material terms and other particulars of the proposed RPTs required pursuant to Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November 2021 issued by SEBI are mentioned below:

<b>Name of the Related Party</b>	<b>BASF Hong Kong Ltd (Hong Kong)</b>
<b>Nature of relationship with the Company</b>	Affiliate Company
<b>Nature of transactions</b>	a) Sale and/or purchase of chemicals/ materials b) Availing or rendering of services.
<b>Whether ordinary course of business and at arm's length Basis</b>	Yes
<b>Material terms and particulars of the Proposed Transactions</b>	The related party transactions are in the ordinary course of the business and at arms' length basis. Further the same would be compliant with the Inter-Company Transfer Pricing (ICTP) Guidelines.
<b>Tenure of the proposed transaction</b>	For the financial year 2024-2025 and in the next financial year 2025-2026 i.e., until the date of the Annual General Meeting of the Company to be held during the calendar year 2025.
<b>Value per annum (Rs. in crore) for which existing approval is in place</b>	Rs. 4,100 crores
<b>Value per annum (Rs. in crore) of the transaction for which approval is sought (per annum)</b>	Rs. 4,500 crores
<b>Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year ("FY") - FY 2023-24, that is represented by the value of the proposed material related party transaction</b>	33%
<b>Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed material related party transaction</b>	Not Applicable.
<b>Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</b>	Not Applicable
<b>Any other information that may be relevant</b>	All important information forms part of the statement setting out material facts of the proposed RPTs.

Justification / Arms' length principles for the material Related Party Transactions

Sale and/ or purchase of chemicals/ materials	Transactional Net Margin Method (TNMM) along with appropriate benchmarking analysis.
Availing or rendering of services.	For the services availed / provided, all group entities pay cost plus mark-up as per the Inter Company Transfer Pricing Policy. This is also in accordance with proposed OECD guidelines in case of low value adding intra-group services.

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("SEBI Listing Regulations"), effective 1<sup>st</sup> April 2022, mandate prior approval of the Members by means of an Ordinary Resolution for all material Related Party Transactions ("RPT"), even if such transactions are in the ordinary course of business of the concerned Company and at an arm's length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually

or taken together with previous transactions during the financial year, exceed(s) Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. Further, SEBI, vide Circular dated 8<sup>th</sup> April 2022 has clarified that the omnibus approval for material RPTs of the Company, shall be valid up to the date of the next AGM, for a period not exceeding 15 (fifteen) months (maximum validity of 15 months).

In accordance with the SEBI Listing Regulations, the approval of the Members of the Company is sought for the increase in the maximum limits of related party transactions i.e., for all such contracts/ arrangements/ transactions to be undertaken (whether individually or taken together or series of transactions or otherwise), whether by way of continuation/ extension/ renewal/ modification of earlier arrangements/ transactions or as fresh and independent transaction(s) or otherwise) with BASF Hong Kong Ltd., from an amount of Rs. 4100 crores to an amount not exceeding Rs. 4500 crores during the FY 2024-25 and the next FY 2025-26 i.e., until the Annual General Meeting of the Company to be held during the calendar year 2025.

The above transactions are in the ordinary course of business of the Company and on an arm's length basis and as such are exempt from the provisions of Section 188(1) of the Companies Act, 2013 and the Rules made thereunder.

The Audit Committee and the Board of Directors of the Company at its meeting held on 4<sup>th</sup> February, 2025 have granted their approval for increase in the maximum limit to an amount not exceeding Rs. 4500 crores for the RPTs proposed to be entered into by the Company with BASF Hong Kong Ltd during the financial year 2024-25 and next financial year 2025-26 and has also noted that the transactions with the Related Party are on arms' length basis and in the ordinary course of the Company's business.

Accordingly, your Board of Directors recommends passing of the Ordinary Resolution as set out at Item No. 2 of this Notice for the approval of the Members of the Company.

The Members may note that the proposed resolution is an enabling resolution empowering the Board of Directors / Audit Committee of the Company to evaluate and approve the material related party transactions on such terms and conditions as they may deem appropriate in the best interest of the Company.

Members may please note that in terms of the provisions of the SEBI Listing Regulations, Related Parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote on the resolution under Item No. 2 of this Notice.

None of the other Related Parties like Directors, Key Managerial Personnel and their relatives have any conflict of interest with the RPTs for which approval of Members is sought. None of these transactions has the effect of passing any direct/indirect benefit, personally to Directors, Key Managerial Personnel in any manner. 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. 2 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

By Order of the Board of Directors  
For BASF India Limited

MANOHAR KAMATH  
*Director-Legal, General Counsel (India) &  
Company Secretary*

*Registered Office:*

Unit No. 10A, 10B, 10C (Part)  
10<sup>th</sup> Floor, Godrej One,  
Pirojsha Nagar, Eastern Express  
Highway, Vikhroli (East)  
Mumbai - 400079  
CIN: L33112MH1943FLC003972

Dated: 4<sup>th</sup> February 2025