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BASF India Limited, Mumbai - 400 072, India

October 04, 2017

The Market Operations Department  
BSE Limited,  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400 001.

**Name of the Company :** BASF India Limited  
**Security Code No. :** 500042

Dear Sir/Madam,

**Re: Compliance Report on Corporate Governance pursuant to Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We refer to the SEBI circular No. CIR/CFD/CMD/5/ 2015 dated 24<sup>th</sup> September, 2015 specifying the format for Compliance Report on Corporate Governance to be submitted to Stock Exchanges by listed entities.

In this connection, as desired, we enclose herewith the Compliance Report on Corporate Governance indicating the compliance status as on 30.09.2017 in the revised format as prescribed along with the details of material related party transactions for your information and record.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully  
For BASF India Limited

Pradeep Chandan  
Director- Legal, General Counsel  
& Company Secretary

Pankaj Bahl  
Manager- Company Secretarial

Encl: a.a.

cc: The Assistant Manager – Listing  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> floor  
Plot No.C/1, G Block  
Bandra – Kurla Complex  
Bandra (East), Mumbai – 400 051



**Registered Office**

**BASF India Limited**  
Plot No 37, Chandivali Farm Road,  
Chandivali, Andheri (East),  
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## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity: **BASF India Limited**

Quarter ended: **September 30, 2017**

<b>I. Composition of Board of Directors</b>								
(Mr. / Dr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity **	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity ***	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity ***
Dr.	Raman Ramachandran	<b>PAN:</b> (AAG PR42 58P) <b>DIN:</b> (002 0029 7)	Executive - Chairman & Managing Director	1 <sup>st</sup> October, 2013	-	1	Stakeholder Committee: 1	NIL
Dr.	Andrea Frenzel \$	<b>PAN:</b> (N.A.) <b>DIN:</b> (070 7069 3)	Non - Independent / Non - Executive	1 <sup>st</sup> January, 2015	-	1	NIL	NIL
Mr.	Raimar Jahn \$\$	<b>PAN:</b> (N.A.) <b>DIN:</b> (078 1951 7)	Non - Independent / Non - Executive	1 <sup>st</sup> April, 2017	-	1	NIL	NIL
Mr.	R. R. Nair *	<b>PAN:</b> (AAB PN52 12C) <b>DIN:</b> (002 0255 1)	Independent Director	1 <sup>st</sup> April, 2014 *	16 Years	1	Audit Committee: 3  Stakeholder Committee: 1	Audit Committee: 1 out of 3  Stakeholder Committee: 1 out of 1



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Mr.	R. A. Shah *	<b>PAN:</b> (ABI PS18 39C) <b>DIN:</b> (000 0985 1)	Independent Director	1 <sup>st</sup> April, 2014 *	49 Years	#7	Audit Committee: 7  Stakeholder Committee: 1	Audit Committee: 4 out of 7
Mr.	Pradip Shah *	<b>PAN:</b> (AAE PS05 92F) <b>DIN:</b> (000 6624 2)	Independent Director	1 <sup>st</sup> April, 2014 *	17 Years	7	Audit Committee: 8	Audit Committee:1 out of 8
Mr.	Arun Bewoor *	<b>PAN:</b> (AAA PB91 70E) <b>DIN:</b> (000 2427 6)	Independent Director	1 <sup>st</sup> April, 2014 *	7 Years	2	Audit Committee: 2  Stakeholder Committee: 1	Audit Committee:1 out of 2
Mr.	Rajesh Naik	<b>PAN:</b> (ABA PN69 69L) <b>DIN:</b> (069 3599 8)	Whole-time Director	1 <sup>st</sup> April, 2017	-	1	Stakeholder Committee: 1	NIL

\*Appointed as Independent Director of the Company for a term of 5 consecutive years from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019 after obtaining the approval of the shareholders at the Annual General meeting held on 27<sup>th</sup> August, 2014, pursuant to the provisions of the Companies Act, 2013 and Listing Agreement.

\*\* Based on the declaration/disclosure of interest received from the Directors as on 31<sup>st</sup> March, 2017 and any subsequent changes thereafter.

\*\*\* Based on the declaration/disclosure of interest received from the Directors as on 31<sup>st</sup> March, 2017 any subsequent changes thereafter. Also includes membership/chairmanship in all public limited companies, whether listed or not, pursuant to Regulation 26(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

# As per declaration, Mr. R. A. Shah is acting as Independent Director in 7 Listed Companies and as Non-Executive Non-Independent Director in 3 Listed Companies.

\$ Dr. Andrea Frenzel (DIN: 07070693), Woman Director is a Non-Executive Non-Independent Director. She is a non-resident Foreign National, and is not having any taxable income in India and hence PAN is not applicable. Dr. Lakshmi Nadkarni (PAN: AEOPN4484P) (DIN: 07076164), Alternate Director to Dr. Andrea Frenzel represents her during her absence from India and being in the whole-time employment of the Company, is deemed to be whole-time director of the Company as per provisions of Section 2(94) of the Companies Act 2013. Since Dr. Lakshmi Nadkarni is an Alternate Director, she is not counted while determining the total number/ composition of the Board of Directors of the Company. As there is no separate classification as "Alternate Director" in the category column, we have not included the name of Dr. Lakshmi Nadkarni in the above table.

\$\$ Mr. Raimar Jahn (DIN: 07819517) is a Non-Executive Non-Independent Director. He is a non-resident Foreign National, and is not having any taxable income in India and hence PAN is not applicable. Mr. Narendranath J. Baliga (PAN: ABDPB4863C) (DIN: 07005484), Alternate Director to Mr. Raimar Jahn represents him during his absence from India and being in the whole-time employment of the Company, is deemed to be whole-time director of the Company as per provisions of Section 2(94) of the Companies Act 2013. Since Mr. Narendranath J. Baliga is an Alternate Director, he is not counted while determining the total number/ composition of the Board of Directors of the Company. As, there is no separate classification as "Alternate Director" in the category column, we have not included the name of Mr. Narendranath J. Baliga in the above table.

<b>II. Composition of Committees</b>			
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</i>	
1. Audit Committee	Mr. R. R. Nair Mr. R. A. Shah Mr. Pradip P. Shah Mr. Arun Bewoor	Chairman - Independent Independent Independent Independent	
2. Nomination & Remuneration Committee	Mr. R. R. Nair Mr. R. A. Shah Mr. Pradip P. Shah Dr. Raman Ramachandran	Chairman - Independent Independent Independent Executive	
3. Stakeholders' Relationship Committee	Mr. R. R. Nair Mr. Arun Bewoor Dr. Raman Ramachandran Mr. Rajesh Naik	Chairman - Independent Independent Executive Executive	
<b>III. Meeting of Board of Directors</b>			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>	
May 04, 2017	July 31,2017  September 28,2017	May 04, 2017 to July 31, 2017: 87 Days.  July 31, 2017 to September 28, 2017: 58 Days	
<b>IV. Meeting of Committees</b>			
<i>Date(s) of meeting of the Audit committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
July 31, 2017	YES (Chairman & all the members were present)	May 04, 2017	87 Days
<i>Date(s) of meeting of the Nomination &amp; Remuneration committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
July 31, 2017	YES (Chairman & all the members were present)	May 04, 2017	87 Days
<i>Date(s) of meeting of the Stakeholders' Relationship committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
N.A.	N.A.	N.A.	N.A.
<b>V. Related Party Transactions</b>			
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>		
Whether prior approval of audit committee obtained	YES		
Whether shareholder approval obtained for material RPT	YES		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES		



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**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter shall be/has been placed before Board of Directors.

**For BASF India Limited**

**Pradeep Chandan**  
Director – Legal, General Counsel  
& Company Secretary





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<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	YES
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	YES
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	YES
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	YES

For BASF India Limited

Pradeep Chandan  
Director- Legal, General Counsel  
& Company Secretary





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**DETAILS OF MATERIAL TRANSACTIONS WITH RELATED PARTIES FOR THE  
QUARTER ENDED 30<sup>TH</sup> SEPTEMBER, 2017**

**Name of the Company: BASF India Limited**  
**Quarter ended on: September 30, 2017**

<b>Name of the Related Party</b>	<b>Nature of Services</b>	<b>Consideration</b>
BASF South East Asia Pte. Ltd., Singapore *	Sales and/or purchase of Chemicals Support services availed / provided	As the unaudited financial results of the Company for the quarter ended and half year 30 <sup>th</sup> September, 2017 are being reviewed by the Statutory Auditors, the figures are not provided.
BASF SE, Germany *	Sales and/or purchase of Chemicals Support services availed / provided Payment of Royalty for Contract Products manufactured by use of Technology / Know-how	
BASF Belgium Co-ordination Centre *	Repayment of ECB Loan and Interest on the said loan	
BASF Hong Kong Limited*	Sales and/or purchase of Chemicals/materials Support services availed / provided	

\*The approval of the un-related shareholders of the Company have been obtained at the Annual General Meetings of the Company held on 20<sup>th</sup> August, 2015/ 11<sup>th</sup> August, 2016 for the above material related party transactions and the resolution was passed with requisite majority.

