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BASF India Limited, Mumbai - 400 051, India

April 10, 2020

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 24th 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 31.03.2020 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 (South Asia)
& Company Secretary

Pankaj Bahl
Manager- Company Secretarial

Encl: a.a.

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

Internal



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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

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

Quarter Ended: **March 31, 2020**

I. Composition of Board of Directors								
(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 ***
Mr.	Pradip Shah*	PAN: (AAE PS05 92F) DIN: (000 6624 2)	Chairman & Independent Director	1 st April, 2019 *	20 Years	7	Audit Committee: 5	Audit Committee: 2 out of 7
Mr.	Narayan Krishnamohan	PAN: (ABM PN60 87B) DIN: (083 5084 9)	Managing Director	1 st April, 2019	-	1	Stakeholder Committee: 1	NIL
Mr.	Dirk Bremm ^{\$\$}	PAN: (N.A.) DIN: (085 1184 7)	Non - Independent / Non - Executive	21 st July, 2019	-	1	NIL	NIL
Dr.	Ramkumar Dhruva [§]	PAN: (AEM PR16 16P) DIN: (002 2323 7)	Non - Independent / Non - Executive	10 th August, 2018	-	1	NIL	NIL
Mr.	R. A. Shah *	PAN: (ABI PS18 39C) DIN: (000 0985 1)	Independent Director	1 st April, 2019 *	51 Years	7	Audit Committee: 2	Audit Committee: 3 out of 5



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Mr.	Arun Bewoor *	PAN: (AAA PB91 70E) DIN: (000 2427 6)	Independent Director	1 st April, 2019 *	10 Years	2	Audit Committee: 1 Stakeholder Committee: 1	Audit Committee:1 out of 2
Mrs.	Shyamala Gopinath ##	PAN: (ABL PG5 076E) DIN: (023 6292 1)	Independent Director	23 rd January, 2019 ##	1 Year	4	Audit Committee: 2	Audit Committee:2 out of 4 Stakeholder Committee: 2 out of 2
Mr.	Rajesh Naik	PAN: (ABA PN69 69L) DIN: (069 3599 8)	Whole-time Director	1 st April, 2019	-	1	Stakeholder Committee: 1	NIL

\$ Dr. Ramkumar Dhruva (PAN: AEMPR1616P) (DIN:00223237), is a Non-Executive Non-Independent Director. Mr. Pradeep Chandan (PAN: AAFPC0417J) (DIN: 00200067), is appointed as an Alternate Director to Dr Ramkumar Dhruva with effect from 1st April, 2019 to represent 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. Pradeep Chandan 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. Pradeep Chandan in the above table.

*Re-appointed as Independent Directors of the Company for a term of 5 consecutive years from 1st April, 2019 to 31st March, 2024 after obtaining the approval of the Shareholders of the Company by way of Postal Ballot on 26th March, 2019.

** Based on the declaration/disclosure of interest received from the Directors as on 31st March, 2019 and any subsequent changes thereafter.

*** Based on the declaration/disclosure of interest received from the Directors as on 31st March, 2019 and 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.

\$\$ Mr. Dirk Bremm (08511847) 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. Dirk Bremm 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.

Mrs. Shyamala Gopinath is appointed as an Independent Woman Director of the Company for a term of 5 years from 23rd January, 2019 to 22nd January, 2024 after obtaining the approval of the Shareholders of the Company by way of Postal Ballot on 26th March, 2019.



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II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	
1. Audit Committee	Mrs. Shyamala Gopinath Mr. R. A. Shah Mr. Pradip P. Shah Mr. Arun Bewoor	Chairperson - Independent Independent Independent Independent	
2. Nomination & Remuneration Committee	Mr. R. A. Shah Mrs. Shyamala Gopinath Mr. Pradip P. Shah	Chairman - Independent Independent Independent	
3. Stakeholders' Relationship Committee	Mrs. Shyamala Gopinath Mr. Arun Bewoor Mr. Narayan Krishnamohan Mr. Rajesh Naik	Chairperson - Independent Independent Executive Executive	
4. Risk Management Committee	Mr. Narayan Krishnamohan Mr. Pradip P. Shah Mr. Arun Bewoor Mrs. Shyamala Gopinath Mr. Narendranath J. Baliga	Chairman Independent Independent Independent CFO (Member)	
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)	
November 7, 2019	February 11, 2020	November 7, 2019 to February 11, 2020: 95 Days	
IV. Meeting of Committees			
Date(s) of meeting of the Audit committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
February 11, 2020	YES (Chairperson & all the members were present)	November 7, 2019	95 Days
Date(s) of meeting of the Nomination & Remuneration committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
February 11, 2020	YES (Chairperson & all the members were present)	NIL	N.A.
Date(s) of meeting of the Stakeholders' Relationship committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
NIL	N.A.	November 7, 2019	N.A.



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<i>Date(s) of meeting of the Risk Management 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>
NIL	N.A.	NIL	N.A.

V. Related Party Transactions

<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 pursuant to omnibus approval have been reviewed by Audit Committee	YES

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.
 - d. Risk Management 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 (South Asia)
& Company Secretary



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DETAILS OF MATERIAL TRANSACTION WITH RELATED PARTIES FOR QUARTER ENDED 31ST MARCH, 2020

Name of the Company: BASF India Limited
Quarter ended on: March 31, 2020

Name of the Related Party	Nature of services	Consideration
BASF South East Asia Pte. Ltd., Singapore	Sales and/or purchase of Chemicals Support services availed / provided	As the audited financial results of the Company for the year ended March 31, 2020 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	
BASF Company Limited	Sales and/or purchase of Chemicals/materials Availing or rendering of services.	
BASF Petronas Chemicals Sdn Bhd	Sales and/or purchase of Chemicals/materials Availing or rendering of services.	
BASF Ireland Limited	External Commercial Borrowing (ECB) Loan (including Assignment of Loan) Interest on ECB Loan Repayment of ECB Loan as per arrangement.	

Note:

The approval of the un-related shareholders of the Company have been obtained at the Annual General Meeting of the Company held on 10th August, 2018 for the above material related party transactions and the resolution was passed with requisite majority.



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COMPLIANCE REPORT ON CORPORATE GOVERNANCE
FOR THE WHOLE OF FINANCIAL YEAR

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

Financial Year: **March 31, 2020**

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status	
Details of business	YES	
Terms and conditions of appointment of Independent Directors	YES	
Composition of various committees of Board of Directors	YES	
Code of conduct of Board of Directors and senior management personnel	YES	
Details of establishment of vigil mechanism/ Whistle Blower policy	YES	
Criteria of making payments to non-executive directors	YES	
Policy on dealing with related party transactions	YES	
Policy for determining 'material' subsidiaries	N.A.	
Details of familiarization programmes imparted to independent directors	YES	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	
email address for grievance redressal and other relevant details	YES	
Financial results	YES	
Shareholding pattern	YES	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1)	YES
Meeting of Board of directors	17(2)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES



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Composition of nomination & remuneration committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
Approval for material related party transactions	23(4)	YES
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance Requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	N.A.
Maximum Directorship & Tenure	25(1) & 25(2)	YES
Meeting of Independent Directors	25(3) & 25(4)	YES
Familiarization of Independent Directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non-Executive Directors	26(4)	YES
Policy with respect to Obligations of Directors and Senior Management	26(2) and 26(5)	YES

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy: Not Applicable

Corporate Governance requirements have been complied.

For BASF India Limited

Pradeep Chandan
Director – Legal, General Counsel (South Asia)
& Company Secretary