



We create chemistry

BASF India Limited, Mumbai - 400 072, India

January 11, 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 31.12.2016 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),  
Mumbai - 400 072, India.

Tel +91 22 2858 0200

Fax +91 22 2858 0299

CIN - L33112MH1943FLC003972

www.india.basf.com



We create chemistry

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity: **BASF India Limited**  
 Quarter ending: **December, 2016**

<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
Mr.	Narendranath J. Baliga	<b>PAN:</b> (ABD PB48 63C) <b>DIN:</b> (070 0548 4)	Alternate Director to Dr. Andrea Frenzel	1 <sup>st</sup> January, 2015	-	1	Stakeholder Committee: 1  Permanent Invitee in Audit Committee of BASF India Limited	NIL
Mr.	Rajesh Naik	<b>PAN:</b> (ABA PN69 69L) <b>DIN:</b> (069 3599 8)	Alternate Director to Dr. Rainer Diercks	1 <sup>st</sup> August, 2014	-	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 *	15 Years	1	Audit Committee: 2  Stakeholder Committee: 1	Audit Committee: 1 out of 2  Stakeholder Committee: 1 out of 1
Mr.	R. A. Shah *	<b>PAN:</b> (ABI PS18 39C) <b>DIN:</b> (000 0985 1)	Independent Director	1 <sup>st</sup> April, 2014 *	48 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 *	16 Years	7	Audit Committee: 8	Audit Committee: 1 out of 8



We create chemistry

Mr.	Arun Bewoor *	<b>PAN:</b> (AAA PB91 70E) <b>DIN:</b> (000 2427 6)	Independent Director	1 <sup>st</sup> April, 2014 *	6 Years	2	Audit Committee: 2  Stakeholder Committee: 1	Audit Committee: 1 out of 2
Dr.	Rainer Diercks	<b>PAN:</b> (N.A. ) <b>DIN:</b> (017 2508 0)	Non - Independent / Non - Executive	23 <sup>rd</sup> January, 2006	-	1	NIL	NIL
Mr.	Gops Pillay	<b>PAN:</b> (N.A. ) <b>DIN:</b> (065 9953 3)	Non - Independent / Non - Executive	30 <sup>th</sup> April, 2013	-	1	NIL	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

\*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, 2016 and any intimation of change thereafter.

\*\*\* Based on the declaration/disclosure of interest received from the Directors as on 31<sup>st</sup> March, 2016 and any intimation of change 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.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
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 <sup>1</sup>	Mr. R. R. Nair Mr. Arun Bewoor Dr. Raman Ramachandran Mr. Narendranath J. Baliga	Chairman - Independent Independent Executive Executive

## 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)
August 4, 2016  August 11, 2016	November 10, 2016	August 11, 2016 to November 10, 2016: 90 Days.

IV. Meeting of Committees			
<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>
November 10, 2016	YES (Chairman & all the members were present)	August 4, 2016	97 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>
NIL	N.A.	NIL	N.A.
<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>
November 10, 2016	YES (Chairman & all the members were present)	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 into pursuant to omnibus approval have been reviewed by Audit Committee	YES

**VI. Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- 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



We create chemistry

**DETAILS OF MATERIAL TRANSACTIONS WITH RELATED PARTIES FOR THE  
QUARTER ENDED 31<sup>ST</sup> DECEMBER, 2016**

Name of the Company: BASF India Limited  
Quarter ending on: December 31, 2016

Name of the Related Party	Nature of Services	Consideration
BASF South East Asia Pte. Ltd., Singapore *	Sales and/or purchase of Chemicals	As the unaudited financial results of the Company for the quarter ended 31 <sup>st</sup> December, 2016 are being audited by the Statutory Auditors, the figures are not provided
	Support services availed / 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	

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

