We create chemistry

BASF India Limited, Mumbai - 400 051, India

November 29, 2022

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,

Sub: Postal Ballot – Commencement of e-Voting from Thursday, 1st December, 2022 (9 a.m.) to Friday, 30th December 2022 (5 p.m.)

We wish to inform you that pursuant to the provisions of Section 108, 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards as applicable to General Meetings issued by The Institute of Company Secretaries of India ("SS-2") and Ministry of Corporate Affairs (MCA) General Circulars nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 3/2022 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December 2021 and 5th May, 2022, respectively, the Company is conducting a Postal Ballot (through remote e-voting process) for obtaining the approval of the Members of the Company for the following items as mentioned in the Postal Ballot Notice dated 22nd November, 2022: -

1. Appointment of Mr. Alexander Gerding (DIN: 0009797186) as the Managing Director of the Company for a period of 5 (five) consecutive years from 1st January, 2023 to 31st December, 2027 and to fix his remuneration.

2. Appointment of Mr. Anil Kumar Choudhary (DIN: 07733817) as the Whole-time Director of the Company for a period of 5 (five) consecutive years from 1st January, 2023 to 31st December, 2027 and to fix his remuneration.

3. Payment of ex-gratia to Mr. Narayan Krishnamohan (DIN 08350849), who acts as Managing Director of the Company until 31st December, 2022

Registered Office
BASF India Limited
The Capital, 'A' Wing, 1204-C, 12th Floor,
Plot No. C-70, 'G' Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051, India

Tel +91 22 6278 5600

CIN - L33112MH1943FLC003972

www.basf.com/in

BASF
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The Postal Ballot Notice is being sent to the Members of the Company through electronic mode to those Members whose email addresses are registered with the Company / TSR Consultants Pvt Ltd / Depositories. Please find enclosed herewith the Postal Ballot Notice for your information. The Postal Ballot Notice is also available on the Company's website i.e. www.basf.com/in and on the website of National Securities Depository Ltd i.e., www.evoting.nsdl.com The results of the Postal Ballot will be communicated to you on or before **Monday, 2nd January, 2023**.

You are requested to take note of the same under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You

Yours faithfully

For BASF India Limited

Manohar Shrikant Kamath
Digitally signed by Manohar Shrikant Kamath
Date: 2022.11.29 12:30:38 +05'30'

Manohar Kamath
Director- Legal, General Counsel (India)
& Company Secretary

PANKAJ RAJKUMAR BAHL
Digitally signed by PANKAJ RAJKUMAR BAHL
Date: 2022.11.29 12:30:01 +05'30'

Pankaj Bahl
Manager- Company Secretarial

Encl: as above

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

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BASF INDIA LIMITED

Registered Office: The Capital, 'A' Wing, 1204-C, 12th Floor,
Plot No. C-70, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051
CIN: L33112MH1943FLC003972, Website: www.basf.com/in, Tel: +91 22 62785600

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 nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 3/2022 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021 and 5th May, 2022, 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.

In view of the COVID-19 pandemic, the MCA has *vide* the above referred MCA Circulars advised 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 up to 31st December, 2022.

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 Rules 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 and one Marathi daily newspaper circulating in Mumbai.

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, 22nd November, 2022 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, 2nd 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 votes casted through remote e-voting. The results of the e-voting shall be announced on or before Monday, 2nd January, 2023. 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** and on the website of NSDL.

ITEMS OF SPECIAL BUSINESS

Item No. 1: Appointment of Mr. Alexander Gerding (DIN: 0009797186) as the Managing Director of the Company for a period of 5 (five) consecutive years from 1st January, 2023 to 31st December, 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, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the applicable provisions of Articles of Association of the Company, Mr. Alexander Gerding (DIN: 0009797186) appointed as an Additional Director and designated as Managing Director of the Company by the Board of Directors at its Meeting held on 22nd November, 2022, based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Central Government and such other approvals as may be required in this regard, and who holds office as such, up to 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 Managing Director of the Company and the period of his office shall not 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 the approval of the Central Government and such other 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. Alexander Gerding (DIN: 0009797186) as the Managing Director of the Company and to his receiving remuneration, benefits and amenities as the Managing Director for a period of 5 (five) consecutive years from 1st January, 2023 to 31st December, 2027, upon the terms, conditions and stipulations contained in the draft Agreement to be entered into between the Company and Mr. Alexander Gerding (DIN: 0009797186);

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. Alexander Gerding (DIN: 0009797186), provided, however, that the remuneration payable to Mr. Alexander Gerding (DIN: 0009797186) 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 of 3 years i.e., between 1st January, 2023 to 31st December, 2025, if the Company has no profits or its profits are inadequate, the Company shall pay remuneration, benefits and amenities to Mr. Alexander Gerding (DIN: 0009797186) 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;

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: Appointment of Mr. Anil Kumar Choudhary (DIN: 07733817) as the Whole-time Director of the Company for a period of 5 (five) consecutive years from 1st January, 2023 to 31st December, 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, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the applicable provisions of Articles of Association of the Company, Mr. Anil Kumar Choudhary (DIN: 07733817) appointed as an Additional Director and designated as Whole Time Director by the Board of Directors at its Meeting held on 22nd November, 2022, 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, up to 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 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. Anil Kumar Choudhary (DIN: 07733817) as the Whole-time Director of the Company and to his receiving remuneration, benefits and amenities as the Whole-time Director for a period of 5 (five) consecutive years from 1st January, 2023 to 31st December, 2027, upon the terms, conditions and stipulations contained in the draft Agreement to be entered into between the Company and Mr. Anil Kumar Choudhary (DIN: 07733817);

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. Anil Kumar Choudhary (DIN: 07733817), provided, however, that the remuneration payable to Mr. Anil Kumar Choudhary (DIN: 07733817) 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 of 3 (three) years i.e., between 1st January, 2023 to 31st December, 2025, if the Company has no profits or its profits are inadequate, the Company shall pay remuneration, benefits and amenities to Mr. Anil Kumar Choudhary (DIN: 07733817) 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. 3: Payment of ex-gratia to Mr. Narayan Krishnamohan (DIN: 08350849), Managing Director of the Company until 31st December, 2022

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, Schedule V of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Articles of Association of the Company, and based on the recommendation of the Nomination & Remuneration Committee and approval of Board of Directors of the Company, consent of the Members be and is hereby accorded for payment of ex-gratia amount of Rs. 4.32 crore (Rupees Four Crore Thirty Two Lakhs Only) subject to tax as applicable, to Mr. Narayan Krishnamohan (DIN: 08350849), who shall be the Managing Director of the Company until 31st December, 2022;

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."

By Order of the Board of Directors
For BASF India Limited

Manohar Kamath
Director-Legal, General Counsel (India) &
Company Secretary

Registered Office:
The Capital, 'A' Wing, 1204-C,
12th Floor, Plot No. C-70, 'G' Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051
CIN: L33112MH1943FLC003972

Dated: 22nd November, 2022

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, 25th November, 2022.

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, 25th November, 2022 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, 25th November, 2022.

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 desirous of taking part in the Green Initiative of the Company, are requested to register their e-mail addresses with their Depository Participant in case they hold shares in demat form and with the Company/ their RTA in case they hold shares in physical form by submitting the Investor Service Request Form - Form ISR1, ISR2 and Nomination form duly filed and signed, as per the specimen signatures registered against the folio, along with the supporting documents and instructions stated thereon. On registration, the communications will be sent to the e-mail address of the member registered with the Company.

8. 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, TSR Consultants Private Limited (hereinafter referred as "**TSR**") at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai – 400 083, in case of shares held in physical form.

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. As per Regulation 40 of the SEBI Listing Regulations, securities of the listed companies can only be transferred in demat form with effect from 1st April, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or TSR for assistance in this regard.

11. In order to increase the efficiency of the e-voting process, SEBI vide its circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, had decided to enable e-voting to all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

12. 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 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 3rd November, 2021, it is mandatory for Members holding shares in physical form to register their PAN, KYC details, Bank Particulars and Nomination against their folio no. PAN is also required to be linked to Aadhar No. by the Members to be considered as valid PAN.

Members are requested to provide Form ISR1, ISR2, Nomination Form duly filled and signed alongwith the hard copy of the following self-attested documents to TSR 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., email ID
- **Nomination:** Please provide Form SH13 duly filled and signed to TSR.

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 as per the direction under the aforesaid Circular.

13. The Form ISR1, ISR2, Nomination forms are available on the website of the Company i.e., **www.basf.com/in** and on the website TSR Consultants Private Limited, our Registrar and Transfer Agent at **https://www.tcplindia.co.in** ➜ Investor Services ➜ Downloads ➜ Forms ➜ Formats for KYC. The Postal Ballot Notice is uploaded on the website of the Company, i.e., **www.basf.com/in** and on the website of NSDL, i.e., **www.evoting.nsdl.com**.

14. 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.

15. The e-voting period commences on Thursday, 1st December, 2022 (9.00 a.m. IST) and ends on Friday, 30th December, 2022 (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, 25th November, 2022, may cast their vote electronically. A person who is not a Member as on Friday, 25th November, 2022 should treat this Notice for information purposes only.

16. The resolutions under this Notice of Postal Ballot, if approved by the requisite majority shall be deemed to have been passed on Friday, 30th December, 2022 i.e., the last date specified for receipt of votes through the remote e-voting process.

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 December 9, 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.	**I.** Existing **IDeAS** user can visit the e-Services website of NSDL Viz. **https://eservices.nsdl.com** either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** 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 **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e., NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. **II.** If you are not registered for IDeAS e-Services, option to register is available at **https://eservices.nsdl.com**. Select **"Register Online for IDeAS Portal"** or click at **https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp** **III.** 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. 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 **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. **IV.** Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of Members	Login Method
Individual Members holding securities in demat mode with CDSL	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 **www.cdslindia.com** and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website **www.cdslindia.com** and click on login & New System Myeasi Tab and then click on registration option. 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 **www.cdslindia.com** home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
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 site 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.

Login type	Helpdesk details
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 **evoting@nsdl.co.in** or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 **helpdesk.evoting@cdslindia.com** 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:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	**Your User ID is:**
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 user 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.co.in** 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 **investor-grievance-india@basf.com.**
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **investor-grievance-india@basf.com**. If you are an Individual 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.co.in** 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.co.in**.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on **www.evoting.nsdl.com** to reset the password.

3. In case of any queries, you may refer 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.co.in**, or contact Ms. Pallavi Mhatre, Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 at the designated e-mail address: **evoting@nsdl.co.in** or on toll free no.: 1800 1020 990 /1800 224 430 who will also address grievances connected with voting by electronic means.

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 22nd November, 2022 have approved the appointment of Mr. Alexander Gerding (DIN: 0009797186) as the Additional Director of the Company and designated him as the Managing Director of the Company for a period of 5 (five) consecutive years with effect from 1st January, 2023 to 31st December, 2027, based on the recommendation of the Nomination & Remuneration and subject to the approval of the Members of the Company and such other approvals as may be required in this regard.

Pursuant to the provisions of Schedule V of the Companies Act, 2013, a person shall not be eligible to be appointed as a Managing Director of the Company if he is not a resident of India i.e., staying in India for a continuous period of less than 12 months prior to the date of his appointment as a managerial person, unless the approval of the Central Government is obtained. As Mr. Alexander Gerding (DIN: 0009797186) has not been staying in India for a continuous period of 12 months prior to the date of his appointment, his appointment will be subject to the approval of the Central Government.

A brief profile of Mr. Alexander Gerding (DIN: 0009797186) 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. Alexander Gerding (DIN: 0009797186), aged 43 years, was born in Bremen, Germany in 1979. He joined BASF in 2000 in a dual study program and obtained his Master of Business Administration at UNCG, North Carolina, United States, in 2005. He has been with BASF for more than 22 years, having handled various leadership responsibilities in Germany, United States and Argentina, among other countries. Presently, Mr. Alexander Gerding (DIN: 0009797186) is the Vice President Business Management Agricultural Solutions EMEA East, since 2019.

Mr. Alexander Gerding (DIN: 0009797186) has valuable experience of 20 years in Agricultural Solutions business. He does not hold any other Directorship / Committee positions / Chairmanships in Committees in any other Company in India and is not related to any other Director & Key Managerial Personnel of the Company. Further, he does not hold any equity shares in the Company. He was not a Director on the Board of any Listed Entity during the past 3 years.

The Company has received from Mr. Alexander Gerding (DIN: 0009797186) (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. Alexander Gerding (DIN: 0009797186) for appointment.

Having regard to his qualifications, experience and association with BASF, the Board of Directors of the Company considers that it will be in the interest of the Company to appoint Mr. Alexander Gerding (DIN: 0009797186) as the Managing Director of the Company for a term of 5 (five) consecutive years from 1st January, 2023 to 31st December, 2027.

The essential terms and conditions of appointment of Mr. Alexander Gerding (DIN: 0009797186) are as under:

i. Mr. Alexander Gerding (DIN: 0009797186) shall exercise and perform all such powers and duties as the Board of Directors of the Company shall, from time to time, determine, and subject to the superintendence, control, direction, and restriction from time to time given and imposed by the Board and/or the Articles of Association of the Company. He shall have control of and full executive responsibility for the general conduct and management of the business and affairs of the Company. He shall have the power to enter into contracts on behalf of the Company in the ordinary course of the business and to do and perform all other acts and things, which in the ordinary course of business, he may consider necessary and proper or in the interest 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: 5 (five) consecutive years from 1st January, 2023 to 31st December, 2027.

iii. Remuneration: The remuneration payable to Mr. Alexander Gerding (DIN: 0009797186) by way of basic salary, perquisites and allowances, performance linked incentives (short-term and long-term incentives), contribution to social security of Germany and to performance pension and fund-based company pension of BASF SE, Germany, as applicable, 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. Alexander Gerding (DIN: 0009797186) 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. 4 crore per annum. The basic salary with effect from 1st January, 2023 for FY 2022-23, being Rs. 2.26 crore per annum.

b) In addition to remuneration payable under (a) above, Mr. Alexander Gerding (DIN: 0009797186) is entitled to perquisites including furnished/unfurnished accommodation/house rent allowance in lieu thereof, health insurance, club fees, car perquisites, home leave allowance, mobility premium, schooling expenses, and other benefits and amenities payable in accordance with the rules of the Company from time to time. The monetary value of the perquisites shall not exceed Rs. 9 crore per annum. The monetary value of the perquisites and allowances with effect from 1st January, 2023 for FY 2022-23 being Rs. 6.57 crore per annum.

c) The performance linked incentives (short-term and long-term incentives) payable to Mr. Alexander Gerding (DIN: 0009797186) as the Managing 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. 6 crore per annum. The target short-term and long-term incentives payable to Mr. Alexander Gerding, with effect from 1st January, 2023 for FY 2022-23 being Rs. 3 crore per annum.

The Short-term Incentive, part of the Performance Linked Incentive, is based on the Company's performance, BASF Group's Return on Capital Employed and Mr. Alexander Gerding's (DIN: 0009797186) performance against pre-agreed targets 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. Alexander Gerding (DIN: 0009797186) 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. Alexander Gerding (DIN: 0009797186) by BASF SE, Germany at the end of 4 years from the date of accrual.

d) Mr. Alexander Gerding (DIN: 0009797186) will continue to be registered under the social security of Germany and also entitled to performance pension and fund-based company pension of BASF SE, Germany, which will be charged to the Company.

The Company shall provide a car with driver to the Managing Director and the expenses connected therewith will be borne by the Company. This perquisite 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 of 3 years i.e., between 1st January, 2023 to 31st December, 2025, if the Company has no profits or its profits are inadequate, the Company shall pay remuneration, benefits and amenities to Mr. Alexander Gerding (DIN: 0009797186) as specified in the draft 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.

f) The total remuneration payable to Mr. Alexander Gerding by way of basic salary, performance linked incentive (short-term and long-term incentives), perquisites and allowances, contribution to social security of Germany and to performance pension and fund-based company pension of BASF SE, Germany, as applicable, 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. Alexander Gerding (DIN: 0009797186) shall be entitled to reimbursement of all actual expenses including on entertainment and travelling incurred in the course of Company's business.

b) Mr. Alexander Gerding (DIN: 0009797186) 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. Alexander Gerding (DIN: 0009797186) shall be entitled to fully paid leave as per the rules of the Company.

d) Mr. Alexander Gerding (DIN: 0009797186) would be entitled to any other benefits or privileges as may be available to the other senior executives of the Company.

e) Mr. Alexander Gerding (DIN: 0009797186) shall not directly or indirectly engage himself in any business or occupation other than BASF's.

f) Mr. Alexander Gerding (DIN: 0009797186) 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 in terms of the employment contract.

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 Statement containing additional information as per Category B(iv) of Part II of Section II of Schedule V of the Companies Act, 2013 has been given under Item No. 3 of this Notice.

A copy of the draft Agreement to be executed between the Company and Mr. Alexander Gerding (DIN: 0009797186) in respect of the appointment including remuneration payable to Mr. Alexander Gerding (DIN: 0009797186) 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 the agreement can send an email to **investor-grievance-india@basf.com** or **pankaj.bahl@basf.com**.

Mr. Alexander Gerding (DIN: 0009797186) 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.

The Nomination & Remuneration Committee and the Board of Directors of the Company recommend the Special Resolution set out at Item No. 1 of the Notice of Postal Ballot for the approval of the Members of the Company.

Except Mr. Alexander Gerding (DIN: 0009797186) 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 Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings, in respect of the Directors seeking appointment/re-appointment.

Item No. 2

The Board of Directors of the Company at their meeting held on 22nd November, 2022 have approved the appointment of Mr. Anil Kumar Choudhary (DIN: 07733817) as the Additional Director of the Company and designated him as the Whole-time Director of the Company for a period of 5 (five) consecutive years with effect from 1st January, 2023 to 31st December, 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. Anil Kumar Choudhary (DIN: 07733817) 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. Anil Kumar Choudhary (DIN: 07733817), aged 48 years, has completed his Bachelors' in Mechanical Engineering and Post-Graduation in Marketing Management. He has been with BASF since 2004 and has held various leadership positions in BASF. He was earlier the Managing Director of BASF Catalysts India Private Limited. Presently Mr. Anil Kumar Choudhary (DIN: 07733817) is the Business Director – Performance Materials business of the Company and will be assuming the role of Vice President – Materials, Industrial Solutions & Surface Technologies of the Company, effective 1st January, 2023. He will also be responsible for all the manufacturing sites of the Company and will act as Occupier under the Factories Act effective 1st January, 2023 in place of Mr. Rajesh Naik, who will pursue a regional role in BASF. He does not hold any other Directorship / Committee Positions / Chairmanship in Committees in any other Company in India and is not related to any other Director & Key Managerial Personnel of the Company. Further, he does not hold any equity shares in the Company. He was not a Director on the Board of any Listed Entity during the past 3 years.

The Company has received from Mr. Anil Kumar Choudhary (DIN: 07733817) (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. Anil Kumar Choudhary (DIN: 07733817) for appointment.

Having regard to his qualifications, experience and association with BASF, the Board of Directors of the Company considers that it will be in the interest of the Company to appoint Mr. Anil Kumar Choudhary (DIN: 07733817) as the Whole-time Director of the Company for a term of 5 (five) consecutive years from 1st January, 2023 to 31st December, 2027.

The essential terms and conditions of appointment of Mr. Anil Kumar Choudhary (DIN: 07733817) are as under:

i. Mr. Anil Kumar Choudhary (DIN: 07733817) 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: 5 (five) consecutive years from 1st January, 2023 to 31st December, 2027.

iii. Remuneration: The remuneration payable to Mr. Anil Kumar Choudhary (DIN: 07733817) 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. Anil Kumar Choudhary (DIN: 07733817) 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. 3 crore per annum. The basic salary with effect from 1st January, 2023 for FY 2022-23, being Rs. 1.36 crore per annum.

(b) In addition to remuneration payable under (a) above, Mr. Anil Kumar Choudhary (DIN: 07733817) 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 1st January, 2023 for FY 2022-23 being Rs. 62.78 lakhs per annum.

c) The performance linked incentives (short-term and long-term incentives) payable to Mr. Anil Kumar Choudhary (DIN: 07733817) 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. 3 crore per annum. The target short term and long-term incentives payable to Mr. Anil Kumar Choudhary (DIN: 07733817) with effect from 1st January, 2023 for FY 2022-23 would be Rs. 72 lakhs per annum.

The Short-term Incentive, part of the Performance Linked Incentive, is based on the Company's performance, BASF Group's Return on Capital Employed and Mr. Anil Kumar Choudhary's (DIN: 07733817) performance against pre-agreed targets 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. Anil Kumar Choudhary (DIN: 07733817) 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. Anil Kumar Choudhary (DIN: 07733817) by BASF SE, Germany at the end of 4 years from the date of accrual.

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 of 3 years i.e., between 1st January, 2023 to 31st December, 2025, if the Company has no profits or its profits are inadequate, the Company shall pay remuneration, benefits and amenities to Mr. Anil Kumar Choudhary (DIN: 07733817) as specified in the draft 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. Anil Kumar Choudhary (DIN: 07733817) 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. Anil Kumar Choudhary (DIN: 07733817) shall be entitled to reimbursement of all actual expenses including on entertainment and travelling incurred in the course of Company's business.

b) Mr. Anil Kumar Choudhary (DIN: 07733817) 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. Anil Kumar Choudhary (DIN: 07733817) shall be entitled to fully paid leave as per the rules of the Company.

d) Mr. Anil Kumar Choudhary (DIN: 07733817) would be entitled to any other benefits or privileges as may be available to the other senior executives of the Company.

e) Mr. Anil Kumar Choudhary (DIN: 07733817) shall not directly or indirectly engage himself in any business or occupation other than BASF's.

f) Mr. Anil Kumar Choudhary (DIN: 07733817) 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.

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

The Statement containing additional information as per Category B(iv) of Part II of Section II of Schedule V of the Companies Act, 2013 has been given under Item No. 3 of this Postal Ballot Notice.

A copy of the draft Agreement to be executed between the Company and Mr. Anil Kumar Choudhary (DIN: 07733817) in respect of the appointment including remuneration payable to Mr. Anil Kumar Choudhary (DIN: 07733817) 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 the agreement can send an email to **investor-grievance-india@basf.com** or **pankaj.bahl@basf.com**.

Mr. Anil Kumar Choudhary (DIN: 07733817) 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.

The Nomination & Remuneration Committee and the Board of Directors of the Company recommend the passing of the resolution set out at Item No. 2 of this Notice as a Special Resolution.

Except Mr. Anil Kumar Choudhary (DIN: 07733817) 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. 2 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 Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings, in respect of the Directors seeking appointment/re-appointment.

Item No. 3

Mr. Narayan Krishnamohan (DIN: 08350849) was appointed as the Managing Director of the Company for a period of 5 (five) years from 1st April, 2019 to 31st March, 2024 by the Board of Directors of the Company at their meeting held on 23rd January, 2019. The said appointment was subsequently approved by the Members of the Company by way of Postal Ballot on 27th March, 2019 and by the Central Government on 23rd August, 2019, as Mr. Narayan Krishnamohan (DIN: 08350849) was not staying in India for a continuous period of 12 months prior to the date of the appointment.

Mr. Narayan Krishnamohan (DIN: 08350849) tendered his resignation as the Managing Director of the Company on 22nd November, 2022, with effect from the close of business hours on 31st December, 2022. Mr. Narayan Krishnamohan (DIN: 08350849) will also cease to be employee of the Company effective 31st December, 2022. Mr. Narayan Krishnamohan (DIN: 08350849) has decided to step down as Managing Director of the Company to pursue his interest & opportunity outside BASF. Mr. Narayan Krishnamohan (DIN: 08350849) will support Mr. Alexander Gerding's transition to the role of Managing Director until 31st December, 2022.

Mr. Narayan Krishnamohan has been instrumental in the growth and development of BASF's business in India, since he took over the role as Managing Director of the Company in April 2019. Accordingly, in view of the valuable contribution rendered by Mr. Narayan Krishnamohan (DIN: 08350849) during his tenure as the Managing Director of the Company, the Board of Directors of the Company at its meeting held on 22nd November, 2022 approved the payment of ex-gratia amount of Rs. 4.32 crore (subject to tax as applicable) to Mr. Narayan Krishnamohan (DIN: 08350849), based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members of the Company.

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. 3 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. 3 of this Notice as a Special Resolution.

Except Mr. Narayan Krishnamohan (DIN: 08350849) 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. 3 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

ADDITIONAL INFORMATION FOR ITEM NO. 1, 2 & 3 OF THE NOTICE:

The Statement containing additional information as per Category B(iv) of Part II of Section II of Schedule V of the Companies Act, 2013 for Item No. 1, 2 & 3 of this Notice is as under:-

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)

Particulars	2021-22	2020-21	2019-20*
Revenues from Operations	13,099.7	9,558.3	7,594.5
Profit before Tax	759.9	839.9	9.9
Profit after Tax	594.8	552.6	22.8
Dividend on Equity%	60%	100%	30%

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

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

Information about the Directors:

(i) Background Details – The background details of Mr. Alexander Gerding (DIN: 0009797186), Managing Director, effective 1st January, 2023 and Mr. Anil Kumar Choudhary (DIN: 07733817), Whole-time Director, effective 1st January, 2023 has been mentioned in Item No. 1 and Item No. 2 of this Notice.

(ii) Past Remuneration – Mr. Alexander Gerding (DIN: 0009797186) and Mr. Anil Kumar Choudhary (DIN: 07733817) are being appointed as Managerial Personnel effective 1st January, 2023. Further, Mr. Alexander Gerding (DIN: 0009797186) and Mr. Anil Kumar Choudhary (DIN:07733817) were not employed with the Company during the last 3 financial years.

The details of remuneration paid to Mr. Narayan Krishnamohan (DIN: 08350849) during FY 2019-20, FY 2020-21 and FY 2021-22 is mentioned herein below:-

(Rs. in crore)

Particulars	**2021-22**	**2020-21**	**2019-20**
Salary & Perquisites / Allowances	4.15	3.87	3.61
Performance Linked Incentive (Short Term Incentives)	3.85	0.87	0.92
Total	**8.00**	**4.74**	**4.53**

Notes:-

– Performance Linked Incentive (Short Term Incentive) is based on Company's performance, BASF Group's Return on Capital Employed, Mr. Narayan Krishnamohan's (DIN: 08350849) achievements against pre-agreed targets. The Performance Linked Incentive (Short Term Incentive) is paid at actuals in April every year proportionately apportioned for 9 months (April – December) & the Performance Linked Incentive provisions created in the books of accounts proportionately for 3 months (January – March) based on the Target Short Term Incentive for the respective calendar year.

– The Ultimate Holding Company ('BASF SE') offers Share Price based compensation program ('Long Term Incentive') for Senior Executives of BASF Group. Mr. Narayan Krishnamohan (DIN: 08350849) is eligible for this program. The long-term incentive of Rs. 0.41 crore and Rs. 0.59 crore has been accrued by the Company for the financial year 2020-21 and financial year 2021-22 for Mr. Narayan Krishnamohan (DIN: 08350849). Long Term Incentive will be paid to Mr. Narayan Krishnamohan (DIN: 08350849) by BASF SE.

(iii) Recognition or Awards – N.A.

(iv) Job Profile and suitability –

– During the term of his office as Managing Director, Mr. Alexander Gerding (DIN: 0009797186) shall exercise and perform all such powers and duties as the Board of Directors of the Company shall determine, and subject to the superintendence, control, direction, and restriction from time to time given and imposed by the Board and/or the Articles of Association of the Company.

– Mr. Anil Kumar Choudhary (DIN: 07733817) 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. Alexander Gerding (DIN: 0009797186) and Mr. Anil Kumar Choudhary (DIN: 07733817) for a consecutive period of 5 (five) years from 1st January, 2023 to 31st December, 2027 is detailed in the explanatory statement to Item No. 1 and Item No. 2 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. Alexander Gerding (DIN: 0009797186) and Mr. Anil Kumar Choudhary (DIN: 07733817) and the industry benchmarks, the remuneration proposed to be paid to Mr. Alexander Gerding (DIN: 0009797186) and Mr. Anil Kumar Choudhary (DIN: 07733817) 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. Alexander Gerding (DIN: 0009797186) and Mr. Anil Kumar Choudhary (DIN: 07733817) have no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than their remuneration in the capacity of Managing Director and Whole-time Director of the Company respectively, effective from 1st January, 2023.

Mr. Narayan Krishnamohan (DIN: 08350849) has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of Managing Director until 31st December, 2022.

(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

By Order of the Board of Directors
For BASF India Limited

Manohar Kamath
Director-Legal, General Counsel (India) &
Company Secretary

Registered Office:
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12th Floor, Plot No. C-70, 'G' Block,
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Mumbai – 400051
CIN: L33112MH1943FLC003972

Dated: 22nd November, 2022