

## NOTICE

NOTICE is hereby given that the SEVENTIETH ANNUAL GENERAL MEETING OF BASF INDIA LIMITED will be held at "Yashwantrao Chavan Pratishthan Auditorium", Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai 400021 on Wednesday, 27<sup>th</sup> August, 2014 at 3:00 p.m. to transact the following business, namely:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2014, including the audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares @ 40% i.e. Rs. 4/- per equity share for the financial year ended 31<sup>st</sup> March, 2014.
3. To appoint a Director in place of Dr. Rainer Diercks (DIN: 01725080), who retires by rotation at this Annual General Meeting, and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Andrew Postlethwaite (DIN: 03532678), who retires by rotation at this Annual General Meeting, and being eligible offers himself for re-appointment.
5. To appoint M/s. B S R & Co. LLP, Chartered Accountants (Registration No. 101248W), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held for the financial year 2016-17 (subject to ratification of their appointment by the members at every Annual General Meeting) and to authorize the Board of Directors to fix their remuneration for the financial year ending 31<sup>st</sup> March, 2015.

### SPECIAL BUSINESS

6. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Gops Pillay (DIN: 06599533), whose term of office as Director of the Company expires at this meeting under Section 161(4) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing, together with the necessary deposit under Section 160 of the Companies Act, 2013 from a member intimating his intention to propose Mr. Gops Pillay as a candidate for the office of Director, be and is hereby appointed as Director of the Company."

7. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED 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 and/or any other guidelines issued by the Central Government from time to time (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government, if and to the extent necessary, consent of the Company be and is hereby accorded to the appointment of Dr. Raman Ramachandran (DIN: 00200297) as the Managing Director of the Company and to his receiving remuneration, benefits and amenities as the Managing Director for a period from 1<sup>st</sup> October, 2013 to 31<sup>st</sup> March, 2018, upon the terms, conditions and stipulations contained in the Agreement to be entered into between the Company and Dr. Raman Ramachandran, a draft whereof is placed before the meeting and initialled by the Chairman for the purpose of identification;

RESOLVED FURTHER THAT based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors be and is hereby authorized to vary the terms and conditions of appointment, including determination of remuneration payable to Dr. Raman Ramachandran, in such manner as the Board may in its absolute discretion deem fit, provided, however, that the remuneration payable to Dr. Raman Ramachandran

shall not exceed the maximum limits for payment of managerial remuneration specified in Schedule V to the Companies Act, 2013 or any amendments thereto as may be made from time to time or the maximum limits for payment of managerial remuneration as may be prescribed in accordance with the laws, policies, rules, regulations and guidelines in force from time to time;

RESOLVED FURTHER THAT where in any financial year during the tenure of office of Dr. Raman Ramachandran, the Company has no profits or its profits are inadequate, the Company shall pay remuneration, benefits and amenities to Dr. Raman Ramachandran as specified in the draft Agreement referred to above, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Central Government, if and to the extent necessary or in the alternative, pay remuneration to Dr. Raman Ramachandran by way of salary, dearness allowance, perquisites and any other allowances within the ceiling limits prescribed in Section II of Part II of Schedule V to 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 be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

8. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 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 and/or any other guidelines for managerial remuneration issued by the Central Government from time to time (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government or any other statutory authorities, if and to the extent necessary and in partial modification of the resolution(s) passed at the Annual General Meeting of the Company held on 30<sup>th</sup> August, 2013, consent of the Company be and is hereby accorded to increase the maximum limits of perquisites, forming part of the remuneration, payable to the Managing Director of the Company from the existing Rs. 1,00,00,000/- per annum to Rs. 1,50,00,000/- per annum effective 1<sup>st</sup> April, 2014 and the Board and/or a duly constituted Committee thereof are hereby authorized to pay perquisites to the Managing Director from time to time, within the above mentioned limits;

RESOLVED FURTHER THAT subject to the above, all other terms and conditions of maximum limits of remuneration payable to the Managing Director as earlier approved shall remain unchanged;

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

9. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT in partial modification of Resolution No. 9 concerning appointment and remuneration of Mr. S. Regunathan as a Whole-time Director of the Company, passed at the Annual General Meeting of the Company held on August 12, 2010, and in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and/or any other guidelines issued by the Central Government from time to time (including any statutory modification(s) or re-enactment thereof, for

the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, consent of the Company be and is hereby accorded to extend the tenure of appointment of Mr. S. Regunathan (DIN: 01437534), Whole-time Director of the Company, for a period from 1<sup>st</sup> June, 2014 to 31<sup>st</sup> December, 2014, upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with liberty to the Board to alter and vary the terms and conditions of the said appointment in such manner as may be agreed upon between the Board of Directors and Mr. S. Regunathan;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this resolution.”

10. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and/or any other guidelines issued by the Central Government from time to time (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, consent of the Company be and is hereby accorded to the appointment of Mr. Rajesh Naik (DIN: 06935998) as a Whole-time Director of the Company and to his receiving remuneration, benefits and amenities as a Whole-time Director for a period of 5 years from 1<sup>st</sup> August, 2014 to 31<sup>st</sup> July, 2019, upon the terms, conditions and stipulations contained in the Agreement to be entered into between the Company and Mr. Rajesh Naik, a draft whereof is placed before the meeting and initialled by the Chairman for the purpose of identification;

RESOLVED FURTHER THAT based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors be and is hereby authorized to vary the terms and conditions of appointment, including determination of remuneration payable to Mr. Rajesh Naik, in such manner as the Board may, in its absolute discretion deem fit, provided, however, that the remuneration payable to Mr. Rajesh Naik shall not exceed the maximum limits for payment of managerial remuneration specified in Schedule V to the Companies Act, 2013 or any amendments thereto as may be made from time to time or the maximum limits for payment of managerial remuneration as may be prescribed in accordance with the laws, policies, rules, regulations and guidelines in force from time to time;

RESOLVED FURTHER THAT in the event of Mr. Rajesh Naik ceasing to be an Alternate Director at any time during the aforesaid period of service and being appointed as a Director of the Company, whether as an Alternate or otherwise, Mr. Rajesh Naik shall continue as a Whole-time Director of the Company on the aforesaid terms and conditions upon such re-appointment except that during the period that he ceases to be a Director of the Company, he shall continue as an employee of the Company on the same terms and conditions as aforesaid;

RESOLVED FURTHER THAT where, in any financial year, during the tenure of office of Mr. Rajesh Naik, the Company has no profits or its profits are inadequate, the Company shall pay remuneration, benefits and amenities to Mr. Rajesh Naik as specified in the draft Agreement referred to above, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Central Government, if and to the extent necessary or in the alternative, pay remuneration to Mr. Rajesh Naik by way of salary, dearness allowance, perquisites and any other allowances within the ceiling limits prescribed in Section II of Part II of Schedule V to 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 be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

11. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and the Clause 49 of the Listing Agreement, as may be amended from time to time, Shri R. A. Shah (DIN: 00009851), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing together with the necessary deposit from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019, not liable to retire by rotation."

12. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and the Clause 49 of the Listing Agreement, as may be amended from time to time, Shri R. R. Nair (DIN: 00202551), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing together with the necessary deposit from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019, not liable to retire by rotation."

13. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and the Clause 49 of the Listing Agreement, as may be amended from time to time, Shri Pradip P. Shah (DIN: 00066242), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing together with the necessary deposit from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019, not liable to retire by rotation."

14. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and the Clause 49 of the Listing Agreement, as may be amended from time to time, Shri Arun Bewoor (DIN: 00024276), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing together with the necessary deposit

from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019, not liable to retire by rotation.”

15. 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 197, 198 and all any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 111 of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the payment and distribution of a sum not exceeding 1% of the net profits of the Company for each financial year commencing from 1<sup>st</sup> April, 2014, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, by way of commission (including sitting fees, if any, for attending the meetings of the Board of Directors or Committees thereof) to and amongst the Non-executive Independent Directors of the Company, in such amounts or proportion and in such manner as may be determined by the Board of Directors from time to time;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the precise quantum of commission payable to each of such Non-executive Independent Directors of the Company on a year to year basis and to take such steps as may be necessary, desirable or expedient to give effect to this resolution.”

16. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs. 13 lacs (plus reimbursement of out of pocket expenses) payable to M/s. R. Nanabhoy & Co., Cost Accountants, for conducting the cost audit of the products of the Company for the financial year ending 31<sup>st</sup> March, 2015 be and is hereby ratified;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT in supersession of the earlier ordinary resolution passed by the members at the Annual General Meeting of the Company held on 30<sup>th</sup> August, 2013 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), of the Companies Act, 2013 and Article 144 of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow, for and on behalf of the Company, any sum or sums of monies, from time to time, upon such terms and conditions and with or without security as the Board of Directors may think fit for the purposes of the Company's business, so that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) and remaining outstanding shall not exceed the limit of Rs.2,500 Crores (Rupees Two Thousand Five Hundred Crores only) in excess of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, as per the latest annual audited financial statements;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby severally authorized to take all such steps as may be required and to do all such acts, deeds, matters and things as may in its absolute discretion deem necessary, expedient, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard to borrowing(s) as aforesaid or any other matter in this regard.”

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

“RESOLVED THAT in supersession of the earlier ordinary resolution passed by the members at the Annual General Meeting of the Company held on 26<sup>th</sup> August, 2011 and pursuant to the provisions of Section 180(1)(a) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Company be and is hereby accorded to the mortgaging and/or charging by the Board of Directors (hereinafter referred to as “the Board” which expression shall include a Committee of the Board) of all or any of the properties and assets of the Company, both movable and immovable, present and future, wheresoever situated and/or the whole or substantially the whole of the undertaking or undertakings of the Company, in such form and in such manner as the Board may deem fit, for securing the issue of redeemable non-convertible debentures by the Company, in one or more tranches of the aggregate value not exceeding Rs. 200 Crores (Rupees Two Hundred Crores only), by way of private placement, to financial institutions, banks, mutual funds, any other bodies corporate and/or person/s as may be agreed by the Board together with all interest, compound/additional interest, commitment charge, premium on pre-payment or on redemption, trustees’ remuneration, costs, charges, expenses and all other monies payable by the Company in terms of the agreements, trust deeds/other documents as may be entered into by the Company with such financial institutions/banks/mutual funds/bodies corporate/persons and/or debenture trustees;

RESOLVED FURTHER THAT subject to such approvals as may be necessary, the Board be and is hereby authorized to issue for cash, secured redeemable non-convertible debentures in one or more tranches of the aggregate value not exceeding Rs.200 Crores (Rupees Two Hundred Crores only), by way of private placement to financial institutions, banks, mutual funds, any other bodies corporate and/or person/s, as the Board may, in its absolute discretion, deem fit and on such terms and conditions as the Board may at any time hereafter decide;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize with the holders of the debentures/the debenture trustees, all agreements, deeds, documents or writings for the issue of the said debentures, creation of the aforesaid mortgage and/or charges and to do and perform all acts, deeds, matters and things and execute all such documents and writings as may be necessary, expedient, usual or proper, for the purpose of giving effect to this resolution.”

19. 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 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with Schedule V of the Act and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any statutory modification or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee but subject to the approval of the Central Government (Ministry of Corporate Affairs, New Delhi), consent of the shareholders of the Company be and is hereby accorded to the Board for payment of remuneration by way of salary, performance salary and perquisites to Dr. Raman Ramachandran, Chairman & Managing Director of the Company, and Mr. S. Regunathan & Mr. Rajesh Naik, both Whole-time Directors of the Company within the maximum limits of remuneration detailed hereunder, as minimum remuneration in case if the Company has, in any financial year, no profits or if its profits are inadequate, during the three financial years commencing from 1<sup>st</sup> April, 2014

as may be agreed mutually between the Board of Directors and the said Dr. Raman Ramachandran, Chairman & Managing Director of the Company, and Mr. S. Regunathan & Mr. Rajesh Naik, both Whole-time Directors of the Company;

Particulars	Managing Director	Whole-time Directors	
		Mr. S. Regunathan (till 31 <sup>st</sup> December, 2014)	Mr. Rajesh Naik (from 1 <sup>st</sup> August, 2014)
Salary, additional/adhoc salary, special allowances and other allowances as may be determined by the Directors from time to time.	Rs. 2,50,00,000/- p.a. (Present monthly basic salary being Rs. 9,87,500)	Rs. 2,25,00,000/- p.a. (Present monthly basic salary being Rs. 6,71,250)	Rs. 2,25,00,000/- p.a. (Present monthly basic salary being Rs. 4,31,800)
Performance salary as may be determined by the Board of Directors from time to time.	Rs. 1,50,00,000/- p.a.	Rs. 1,00,00,000/- p.a.	Rs. 1,00,00,000/- p.a.
Perquisites including furnished/unfurnished accommodation, house rent allowance in lieu thereof, utilities, gas, electricity, water, furnishings, medical reimbursement for self and family, leave travel concession for self and family, club fees, personal accident insurance, medical insurance, group insurance and other benefits and amenities payable in accordance with the rules of the Company from time to time.	Rs. 1,50,00,000/- p.a.	Rs. 1,50,00,000/- p.a.	Rs. 1,50,00,000/- p.a.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company."

By Order of the Board of Directors

PRADEEP CHANDAN  
Company Secretary

*Registered Office:*

VIBGYOR Towers, 1<sup>st</sup> Floor,  
Plot No. C-62, 'G' Block,  
Bandra Kurla Complex,  
Mumbai 400 051.

CIN: L33112MH1943FLC003972

Dated: 31<sup>st</sup> July, 2014

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF ON A POLL ONLY AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING.
2. A PERSON CAN ACT AS A PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT ONE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.
3. Proxies submitted on behalf of Companies, Societies etc., must be supported by an appropriate resolution/ authorization, as applicable.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business proposed to be transacted at the Meeting is annexed hereto.
5. The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, 19<sup>th</sup> August, 2014 to Wednesday, 27<sup>th</sup> August, 2014 (both days inclusive) for the purpose of determining the eligibility of the members entitled to dividend (subject to the approval of the members at the Annual General Meeting).
6. Dividend as recommended by the Directors, if approved at the Annual General Meeting, will be paid on or after 1<sup>st</sup> September, 2014 in respect of shares held in physical form, to those members whose names appear in the Company's Register of Members as on Wednesday, 27<sup>th</sup> August, 2014 and in respect of shares held in the electronic form, to those "Deemed Members" whose names appear in the statement of Beneficial Ownership furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) at the close of business hours on Monday, 18<sup>th</sup> August, 2014.
7. Members are requested to intimate their queries/requirements for clarification on the Annual Report so as to reach the Company by Monday, 18<sup>th</sup> August, 2014 which will enable the Company to furnish the replies at the Annual General Meeting.
8. The members are requested to notify (a) the Depository Participants in case of shares held in electronic form; or (b) the Company's Registrar & Share Transfer Agent, Sharepro Services (India) Private Limited ("Sharepro"), 13AB, Samhita Warehousing Complex, 2<sup>nd</sup> Floor, Sakinaka Telephone Exchange Lane, Off. Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai 400 072, in case of shares held in physical form, of any change in their address. Members holding shares in electronic form are hereby informed that the Bank particulars against their respective depository accounts will be used by the Company for payment of dividend. The Company or Sharepro cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates.
9. Members holding shares under multiple folios are requested to submit their applications to Sharepro for consolidation of folios into a single folio.
10. Pursuant to the provisions of sub section (5) of Section 205A of the Companies Act, 1956 or the applicable provisions of the Companies Act, 2013 and the rules framed thereunder as and when notified, any money transferred to the unpaid dividend account of the Company, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the unpaid dividend account, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF) of the Central Government. Accordingly, the Company has transferred Rs. 4,60,908/- and Rs. 3,60,843/-, being the unclaimed dividend amounts for the financial year ended 31<sup>st</sup> March, 2006 pertaining to the Company and erstwhile Ciba India Limited respectively, to the IEPF of the Central Government on 10<sup>th</sup> September, 2013 & 24<sup>th</sup> September, 2013, respectively.



The Company has sent separate reminders to all those shareholders of the Company and erstwhile Ciba India Limited on 29<sup>th</sup> January, 2014 & 15<sup>th</sup> July, 2014 respectively, requesting them to claim their dividend for the financial year ended 31<sup>st</sup> March, 2007. Those members who have so far not encashed their dividend warrants for the following years, may claim or approach the Company for the payment thereof as the same will be transferred to the Investor Education and Protection Fund of the Central Government, on the respective dates mentioned there against.

<b>Financial Year ended</b>	<b>Dates by which unpaid dividend amount will be credited/transferred to the Investor Education and Protection Fund</b>
31.03.2007	06.09.2014
31.03.2007	03.10.2014*
31.03.2008	15.09.2015
31.03.2008	29.09.2015*
31.03.2009	15.09.2016*
31.03.2009	23.09.2016
31.03.2010	15.09.2017
31.03.2011	28.09.2018
31.03.2012	29.09.2019
31.03.2013	05.10.2020

\* Refers to dividend declared by the erstwhile Ciba India Limited, now merged with the Company.

11. The Securities and Exchange Board of India (SEBI) vide its Circular No. MRD/DoP/SE/Dep/Cir-4/2005 dated January 28, 2005 has reviewed the dematerialization charges being levied to investors. Pursuant to the said Circular, with effect from 1<sup>st</sup> April 2005, the Depositories will collect the custody charges from the Issuers on per folio (ISIN position) basis and the same will not be levied on investors. Accordingly, the Company has paid the custody charges levied by the Central Depository Services (India) Limited and the National Securities Depository Limited for the financial year 2014-15.
12. SEBI has mandated the submission of Permanent Account Number (PAN) by each participant of securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
13. The Company's Equity Shares are listed on the BSE Limited, P.J. Towers, Dalal Street, Mumbai 400001 and The National Stock Exchange of India Limited, Exchange Plaza, 5<sup>th</sup> Floor, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051 and the Company has paid the annual listing fees for the financial year 2014-2015 to both the Stock Exchanges.
14. With respect to payment of dividend, the Company provides the facility of Electronic Clearing Services (ECS) to all shareholders holding shares in electronic and physical forms, residing in the following cities:  
Ahmedabad, Bangalore, Bhubaneshwar, Chandigarh, Chennai, Hyderabad, Jaipur, Kolkata, Mumbai, New Delhi, Patna, Pune and Trivandrum.

The Company also provides the facility of National Electronic Clearing Services (NECS) to all shareholders holding shares in electronic and physical forms. Shareholders holding shares in physical form who wish to avail ECS/NECS facility, may authorize the Company with their ECS/NECS mandate in the prescribed form, which can be obtained from the Company's Registrar & Share Transfer Agent, Sharepro Services (India) Private Limited (Sharepro), 13AB, Samhita Warehousing Complex, 2<sup>nd</sup> Floor, Sakinaka Telephone Exchange Lane, Off. Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai 400 072. Requests for payment of dividend through ECS/NECS for the year 2013-2014 should be lodged with Sharepro on or before 18<sup>th</sup> August, 2014.

15. In terms of Section 72 of the Companies Act, 2013, and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, every holder of securities of the Company, may at any time nominate, in the prescribed manner, a person to whom his/her securities in the Company shall vest in the event of his/her death. Members who wish to avail of this facility, may fill in the prescribed Form No. SH-13 and forward the same to Sharepro.
16. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, form an integral part of this Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
17. Electronic copy of the Annual Report 2013-2014 along with the Notice shall be sent to all those members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Annual Report 2013-2014 are being sent in the permitted mode. Members may also note that the Notice of the 70<sup>th</sup> Annual General Meeting, Attendance Slip and the Annual Report will also be available on the Company's website [www.india.basf.com](http://www.india.basf.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days.
18. Members who desire to take part in the Green Initiative of the Company, are requested to register their e-mail addresses with the Company by filling up the 'E-communication Registration' Form, which is available on the website of the Company [www.india.basf.com](http://www.india.basf.com). Members are requested to send the duly filled in Form to M/s. Sharepro Services (India) Private Limited, Registrar & Share Transfer Agent of the Company for registration. On registration, all the communication will be sent to the e-mail address of the member registered with the Company. Members holding shares in electronic form are requested to register their e-mail addresses with their Depository Participants. Even after registering for e-communication, Members are entitled to receive such communication in physical form by post, free of cost, upon making a request for the same.
19. Members are requested to bring their copy of the Annual Report along with them to the meeting.

20. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and the revised Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to the Members to cast votes electronically on all resolutions set forth in the Notice convening the 70<sup>th</sup> Annual General Meeting. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facilities.

The Instructions for e-Voting are provided in the Attendance Slip which is enclosed along with the Annual Report. Members are advised to read the instructions carefully before exercising their vote.