

NOTICE

NOTICE is hereby given that the SIXTY NINTH 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 Friday, 30th August, 2013 at 3.00 p.m. to transact the following business, namely:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at and the Profit and Loss Account for the year ended 31st March, 2013 and the Reports of the Directors' and Auditors' thereon.
2. To declare Dividend on Equity Shares for the financial year ended 31st March, 2013.
3. To appoint a Director in place of Mr. Arun Bewoor who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. R. A. Shah who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint M/s. B S R & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

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. Andrew Postlethwaite whose term of office as Director of the Company expires at this meeting under Section 262 of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956 along with a deposit of Rs. 500/- from a shareholder intimating his intention to propose Mr. Andrew Postlethwaite 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 supersession to the earlier resolution passed by the shareholders at the Annual General Meeting of the Company held on 24th August, 2012 and pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), of the Companies Act, 1956 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. 2,000 Crores (Rupees Two Thousand 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 authorised 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."

8. 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 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 (“Act”) read with Schedule XIII of the said Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approval of the Central Government or any statutory authorities, as may be required and in partial modification of the resolution(s) passed at the Annual General Meetings held on 26th August, 2011 and 24th August, 2012, respectively, consent be and is hereby accorded to increase the maximum limits of salary, additional/ adhoc salary, special allowance and other allowances and performance salary (hereinafter referred to as “remuneration”) payable to the Managing Director of the Company from the existing Rs. 3,50,00,000/- per annum to Rs. 4,00,00,000/- per annum and to each Wholetime Director of the Company from the existing Rs. 2,50,00,000/- per annum to Rs. 3,25,00,000/- per annum, effective 1st April, 2013 and the Board and/ or a duly constituted Committee thereof are hereby authorised to pay remuneration to Managing Director/ Wholetime Director(s) from time to time, within the above mentioned limits;

Provided however, that:

- (a) In addition to the above remuneration, the Managing Director/each Wholetime Director, shall also be entitled to 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. The monetary value of such perquisites being restricted to a maximum limit of Rs. 1,00,00,000/- per annum for Managing Director and Rs. 1,50,00,000/- per annum for each Wholetime Director of the Company;
- (b) Subject to the above, all other terms and conditions of maximum limits of remuneration payable to Managing Director/Wholetime Director(s), as earlier approved shall remain unchanged;

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

By Order of the Board of Directors

PRADEEP CHANDAN
Company Secretary

Registered Office:

VIBGYOR Towers, 1st Floor,
Plot No. C-62, ‘G’ Block,
Bandra Kurla Complex,
Mumbai 400 051.

Dated: 30th April, 2013.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF 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 NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. An Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of the special businesses proposed to be transacted at the meeting is annexed hereto.

3. The Register of Members and the Share Transfer Books of the Company will be closed from 24th August, 2013 to 30th August, 2013 (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).
4. Dividend as recommended by the Directors, if approved at the Annual General Meeting, will be paid on or after 4th September, 2013 in respect of shares held in physical form, to those members whose names appear in the Company's Register of Members as on 30th August, 2013 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 23rd August, 2013.
5. The members are requested to intimate their queries/requirements for clarification on the Annual Report so as to reach the Company on or before 23rd August, 2013 which will enable the Company to furnish the replies at the Annual General Meeting.
6. 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, M/s. Sharepro Services (India) Private Limited (Sharepro), 13AB, Samhita Warehousing Complex, 2nd 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.
7. Members holding shares under multiple folios are requested to submit their applications for consolidation of folios into single folio to Sharepro.
8. Pursuant to the provisions of sub-section (5) of Section 205A of the Companies Act, 1956 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 of the Central Government.

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, pursuant to Section 205C of the Companies Act, 1956, on the respective dates mentioned there against. Kindly note that the refund of the unclaimed/unpaid dividend amount cannot be claimed by the members after the same is transferred to the Investor Education and Protection Fund.

| Financial Year ended | Dates by which unpaid dividend amount will be credited/transferred to the Investor Education and Protection Fund |
|-----------------------------|---|
| 31.03.2006 | 08.09.2013 |
| 31.03.2006 | 19.09.2013* |
| 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 |

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

9. 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 1st April 2005, the Depositories will collect the custody charges from the Issuers on per folio (ISIN position) basis and the same will not to 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 2013-2014.
10. The Company's Equity Shares are listed on the BSE Ltd., P. J. Towers, Dalal Street, Mumbai 400 001 and The National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051 and the Company has paid the annual listing fees for the financial year 2013-2014 to both the Stock Exchanges.
11. 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, Bhubhaneshwar, 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 authorise the Company with their ECS/NECS mandate in the prescribed form, which can be obtained from the Company's Registrar & Share Transfer Agent, M/s. Sharepro Services (India) Private Limited (Sharepro), 13AB, Samhita Warehousing Complex, 2nd 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 2012-2013 should be lodged with Sharepro on or before 23rd August, 2013.
12. In terms of Section 109A of the Companies Act, 1956, every holder of shares of the Company, may at any time nominate in the prescribed manner, a person to whom his/her shares in the Company shall vest, in the event of his/her death. Members who wish to avail of this facility, may fill the prescribed Form No. 2B and forward the same to Sharepro.
13. As required under Clause 49 of the Listing Agreement with the Stock Exchanges, the details of Directors retiring by rotation and seeking re-appointment at the ensuing Annual General Meeting are provided in the Notice/Corporate Governance Report, forming part of the Annual Report.
14. 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. 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.
15. Members are requested to bring their Annual Report alongwith them to the meeting.

Explanatory Statement

Pursuant to Section 173 of the Companies Act, 1956.

Item No. 6

Mr. Andrew Postlethwaite was appointed as a Director of the Company on 28th April, 2011 in the casual vacancy caused by the resignation of Mr. Hermann Althoff.

Mr. Andrew Postlethwaite has graduated from the University of New England, Australia with a Masters in Business Administration. He joined BASF New Zealand Limited as a Management Trainee in 1986 and then in 1993 worked as Industry Manager in Paper Chemicals Division. He took up assignments in Sales & Material Management and Regional Information Systems of BASF South East Asia Pte. Ltd., Singapore in 1997 and 2000 before being appointed as Director, Life Science & Functional Polymers, Corporate Strategy, BASF (Malaysia) Sdn. Bhd. In 2005, Mr. Postlethwaite was part of Fine Chemicals Division for BASF (China) Company Ltd. In 2008, Mr. Andrew Postlethwaite became Vice President, Nutrition & Health, Asia Pacific, BASF East Asia Regional Headquarters Ltd., Hong Kong. Presently, Mr. Postlethwaite is the Senior Vice President, Engineering Plastics, Asia Pacific.

In terms of Section 262 of the Companies Act, 1956 and Article 122 of the Articles of Association of the Company, Mr. Andrew Postlethwaite holds office upto the date of the forthcoming Annual General Meeting, being the date on which Mr. Hermann Althoff would have retired by rotation, had he continued to be a Director of the Company. The Company has received a notice in writing alongwith a deposit of Rs. 500/- from a shareholder under Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Mr. Andrew Postlethwaite for the office of Director liable to retire by rotation.

The Board recommends his appointment as a Director.

None of the Directors of the Company, other than Mr. Andrew Postlethwaite may be considered to be concerned or interested or deemed to be interested in the passing of this resolution.

Item No. 7

The Members/Shareholders of the Company, at the meeting held on 24th August, 2012, had accorded their consent to the Board for borrowing up to Rs. 1,500 Crores from Banks/Financial Institutions, etc. notwithstanding that the money or monies to be borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

However, to facilitate future business expansions, your Company would be requiring additional funds, either in the form of equity or debt from Financial Institutions, Banks or others. It is, therefore, proposed to enhance the borrowing limits, in excess of the earlier approved limits, from the existing Rs. 1,500 Crores to Rs. 2,000 Crores by seeking appropriate approval from the Members of the Company under the provisions of Section 293(1)(d) of the Companies Act, 1956 and to authorize the Board to borrow monies to the extent of Rs. 2,000 Crores.

The Board of Directors recommends the passing of the resolution set out in Item No. 7 of the accompanying Notice as an Ordinary Resolution.

None of the Directors of the Company is in any way concerned or interested in the proposed Resolution.

Item No. 8

At the Sixty Seventh and Sixty Eighth Annual General Meetings held on 26th August, 2011 and 24th August, 2012, the shareholders had, inter alia, approved the maximum limits for payment of remuneration to the Managing Director and Wholetime Director(s) of the Company and empowered the Board of Directors to vary the terms of remuneration in such manner as the Board in their absolute discretion deems fit, provided that the remuneration payable to the Managing Director and Wholetime Director(s) are within the limits of payment of managerial remuneration specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto, as may be made from time to time or the Companies Act, 1956 as may be recodified.

The maximum limits of remuneration payable to the Managing Director/each Wholetime Director earlier approved by the members at the Annual General Meetings held on 26th August, 2011 and 24th August, 2012, respectively and the proposed revision in the said limits for approval of the members are given below:

| Description | Managing Director | |
|---|---|---|
| | Existing limits as approved by the members on 26th August, 2011 | Proposed limits |
| Salary, additional/adhoc salary, special allowances and other allowances as may be determined by the Directors from time to time. | Not exceeding Rs. 2,25,00,000/- p.a. | Not exceeding Rs. 2,50,00,000/- p.a. |
| Performance salary as may be determined by the Board of Directors from time to time. | Not exceeding Rs. 1,25,00,000/- p.a. | Not exceeding Rs. 1,50,00,000/- 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 to the Managing Director from time to time. | Monetary value not exceeding Rs. 75,00,000/- p.a. | Monetary value not exceeding Rs. 1,00,00,000/- p.a. |

| Description | Wholetime Director | | |
|---|---|---|---|
| | Existing limits for each Wholetime Director as approved by the members on 26th August, 2011 | Existing limits of Mr. Thilo Bischoff, Wholetime Director as approved/revised by the members on 24th August, 2012 | Proposed limits for each Wholetime Director |
| Salary, additional/adhoc salary, special allowances and other allowances as may be determined by the Directors from time to time. | Not exceeding Rs. 1,40,00,000/- p.a. | Not exceeding Rs. 1,60,00,000/- p.a. | Not exceeding Rs. 2,25,00,000/- p.a. |
| Performance salary as may be determined by the Board of Directors from time to time. | Not exceeding Rs. 90,00,000/- p.a. | Not exceeding Rs. 90,00,000/- p.a. | Not exceeding 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 to the Wholetime Director(s) from time to time. | Monetary value not exceeding Rs. 1,20,00,000/- p.a. | Monetary value not exceeding Rs. 1,20,00,000/- p.a. | Monetary value not exceeding Rs. 1,50,00,000/- p.a. |

Subject to the above, all other terms and conditions of maximum limits of remuneration payable to Managing Director/Wholetime Director(s) of the Company, as approved by the shareholders at the Annual General Meetings held on 26th August, 2011 and 24th August, 2012, respectively, shall remain unchanged.

This is only an enabling resolution with a view to gain flexibility in the emerging environment.

This may also be treated as the abstract and memorandum of interest for variation in the contracts entered into by the Company with the Managing Director and each Wholetime Director under Section 302 of the Companies Act, 1956.

The Board of Directors recommend passing of the resolution set out in Item No. 8 of the accompanying Notice as an Ordinary Resolution.

Mr. Prasad Chandran, Mr. S. Regunathan, Dr. G. Ramaseshan and Mr. Thilo Bischoff, may be deemed to be concerned or interested in the resolution at Item No. 8 in so far as it relates to the revision in their maximum limits of remuneration.

By Order of the Board of Directors

PRADEEP CHANDAN
Company Secretary

Registered Office:

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

Dated: 30th April, 2013.

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Message from the Chairman & Managing Director

Dear Shareholders,

Steering on the road of progress is a continuous journey. At BASF, we are guided by our commitment to facilitate growth of our stakeholders, the industry and the nation, promoting 'Inclusive Growth'. Despite the continued global volatility, we have achieved growth of 12% in Financial Year 2012-13. Your Company's innovation-led business approach helped improve market access, convert market challenges into opportunities and weather the storm of uncertainty.

BASF registered sales of Rs. 39,406 million, with exports of Rs. 2,677 million in Financial Year 2012-13. Focus on new business initiatives like the Industry Team approach and the 'Base of Pyramid' project helped unleash the benefits of cross-business synergies and ensure new market entry at an early stage. Emphasis was also on improving the overall manufacturing footprint in the country. The greenfield project in Dahej, involving investments worth Rs. 1000 crores is making steady progress. Facility upgradation and expansion projects at other sites and locations have also been undertaken during the year.

Further development of our employees will continue to be our priority. Through organized feedback systems, career planning, training & development, we are fast progressing to achieve our strategic objective of *"forming the best team"*.

Safety is of utmost importance for the chemical industry. Maintaining high standards of Environment, Health and Safety at all our manufacturing sites, offices and warehouses, including transportation & distribution outlets, is therefore a major responsibility of each and every employee of your Company. To improve safety awareness, a series of training programs and initiatives were hosted during the 'Global Safety Week' celebrations in September 2012.

Last year has been one of the most visible years for BASF. Your Company connected with its customers, stakeholders and beyond, through large platform events like the 'Indo-German Urban Mela', 'We create chemistry' world tour and a highly visible brand campaign. These dynamic platforms enabled BASF demonstrate the role of chemistry in enhancing sustainability, to the masses.

Community development is the mainstay of BASF's business operations in India. Year-on-year your Company has made remarkable progress in this area, by involving itself in projects, which have helped ensure sustainable livelihood for the community members. Towards the end of this report is the BASF Corporate Social Responsibility Diary. I certainly hope you will cherish your Company's accomplishments in the area of 'Inclusive Growth'.

Overall, your Company has made good progress in yet another challenging year, and is poised to grow and expand in future. On behalf of the Board, the Management Committee and the entire BASF team in India, I would like to thank you for your valuable trust and seek your continued support for all future endeavors.

With Best Wishes,

Prasad Chandran