BASF
We create chemistry

BASF AGRICULTURAL SOLUTIONS INDIA LIMITED
Corporate Identity Number: U20219MH2025FLC440513

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Unit No. 10A, 10B & 10C (Part), 10th floor, Godrej One, Pirojsha Nagar, Eastern Express Highway, Mumbai- 400 079, Maharashtra, India.	Not applicable	Manohar Shrikant Kamath Non-Executive Director	**Email:** manohar.kamath@basf.com **Telephone:** +91 22 6834 7000	www.basf.com/in

THE PROMOTER OF OUR COMPANY IS BASF INDIA LIMITED.

DETAILS OF THE OFFER TO THE PUBLIC

TYPE	FRESH ISSUE SIZE	SIZE OF THE OFFER FOR SALE	TOTAL OFFER SIZE^	ELIGIBILITY AND RESERVATION
Not applicable as BASIL is not offering any securities/equity shares and no investment by public is being made in our Company pursuant to the Scheme.	Not applicable	Not applicable	Not applicable	Not applicable

DETAILS OF THE OFFER FOR SALE BY THE SELLING SHAREHOLDERS

NAME OF THE SELLING SHAREHOLDERS	TYPE	MAXIMUM NUMBER OF EQUITY SHARES OFFERED OF FACE VALUE OF ₹10 EACH / AMOUNT (IN ₹MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION (IN ₹ PER EQUITY SHARE)
Not applicable.			

RISKS IN RELATION TO THE FIRST OFFER

Not applicable. BASIL is an unlisted company and is not offering any securities/equity shares and no investment by public is being made in our Company pursuant to the Scheme.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Scheme. For taking any investment decision, investors must rely on their own examination of BASIL and the Scheme, including the risks involved. The allotment of equity shares of BASIL under the Scheme is limited to the shareholders of BASF. No equity shares are being issued by BASIL pursuant to the Scheme. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does, SEBI guarantee the accuracy or adequacy of the contents of this document, specific attention of the investors is invited to the section titled "*Risk Factors*" at page 5 of this Abridged Prospectus

COMPANY'S AND THE SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Not applicable. BASIL is an unlisted company and is not offering any securities/equity shares and no investment by public is being made in our Company pursuant to the Scheme.

LISTING

Pursuant to the Scheme, the Resulting Company shall apply to all the Stock Exchanges (where the shares of Demerged Company are listed) and SEBI for listing and admission of all the equity shares of the Resulting Company (New Equity Shares) for the purpose of trading in terms of SEBI Circular read with other Applicable Laws (as amended from time to time). The Resulting Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with Applicable Law for complying with the formalities of the Stock Exchanges.

The equity shares (New Equity Shares) allotted pursuant to this Scheme shall remain frozen in the depository system till listing/ trading permission is given by the designated Stock Exchange.

Further, there shall be no change in the shareholding pattern of Resulting Company between Record Date and the listing of its equity shares (New Equity Shares) which may affect the status of approval of the Stock Exchanges.

BOOK RUNNING LEAD MANAGERS

NAMES AND LOGOS OF THE BRLMS	CONTACT PERSON	E-MAIL AND TELEPHONE
Not applicable.		

REGISTRAR TO THE OFFER

NAME AND LOGO OF THE REGISTRAR	CONTACT PERSON	E-MAIL AND TELEPHONE
Not applicable.		

BID/OFFER PERIOD

ANCHOR INVESTOR BID/OFFER PERIOD	Not applicable	BID/ OFFER OPENS ON	Not applicable	BID/ OFFER CLOSES ON	Not applicable.

ABRIDGED PROSPECTUS – BASF AGRICULTURAL SOLUTIONS INDIA LIMITED

Please scan this QR code to view the Abridged Prospectus

This Abridged Prospectus (“**Disclosure Document’**”) has been prepared solely as per the requirements of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 as amended from time to time, in connection with the proposed Scheme of Arrangement amongst BASF India Limited (“**BASF**” or “**Demerged Company**”) and BASF Agricultural Solutions India Limited (“**BASIL**” or “**Resulting Company**”) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) (“**Scheme**”) filed before the Hon’ble National Company Law Tribunal, Mumbai Bench (“**NCLT**”).

This Disclosure Document discloses applicable information as prescribed in the format for abridged prospectus provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the SEBI circular no. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 4, 2022 pertaining to BASIL, being an unlisted company in the Scheme.

This Disclosure Document dated May 20, 2026 should be read together with the Scheme, and the Notice & the Explanatory Statement sent to the shareholders of the Demerged Company.

This Disclosure Document should not be considered as an invitation or an offer of any securities by or on behalf of BASIL.

1. Summary of the primary business

a. *Business Overview - Products and Services*

BASIL is a public limited company incorporated under the laws of India on February 19, 2025, bearing CIN: U20219MH2025FLC440513 and having its registered office at Unit No. 10A, 10B & 10C (Part), 10th floor, Godrej One, Pirojsha Nagar, Eastern Express Highway, Mumbai - 400 079, Maharashtra, India. BASIL is a wholly owned subsidiary of BASF and incorporated to carry on the business of agricultural solutions, post the de-merger. Further, no product or services have been offered since incorporation of the Resulting Company. The Resulting Company is incorporated with the following main object:

“*To carry out the business as manufacturer, producer, processor, refiner, marketer distributor, importer, exporter and dealer in crop protection chemicals and chemical products including pesticides, insecticides, herbicides, fungicides, weedicides. fertilizers, rodenticides, manures, disinfectants, fumigants, public health products, vector control products, urban pest control, Biologicals, bio-stimulants, dips, sprays, vermifuges, medicines and remedies of all kinds of agricultural, plant protection, fruit growing or other purposes or as remedies for men or animals and whether produced from vegetable or animal matter or by any chemical process relating to agriculture and plant protection purposes, seeds and traits, and digital technologies, tools and products, in wholesale or retail. Further, for this purpose a) to do, perform, undertake, carry out and execute all activities, works, means, apparatus and operations connected in whatsoever manner with agriculture, agricultural produce, agricultural operations, agro-industries, plant protection, seeds and traits, and digital technologies, tools and products or directly or indirectly to promote, extend, improve, support or maintain agriculturists, farmers, growers and planters with respect agriculture, agricultural produce, agro-chemicals, plant protection, seeds and traits, and digital technologies, tools and products or which may increase or facilitate the production, distribution, marketing and selling of agricultural produce or agro-chemicals, seeds and traits, and digital technologies, tools and products and to undertake such activities, works, means and operations in connection therewith b) to also engage in the researching, breeding, transmitting, disseminating, developing. experimenting, producing, contract manufacturing, adapting, purchasing, marketing, commercializing, distributing and selling either in wholesale or retail in connection therewith of seeds and traits for insect resistant or hybrid varieties or plants with other desirable traits, subject to such approvals as may be necessary c) to engage in the provision of innovative drone-based solutions and digital platforms for enterprises and individual customers including but not limited to, the development, deployment, and maintenance of drones equipped with advanced digital capabilities such as data analytics, real-time insights, and software development d) to offer and provide a wide* *range of allied services including but not limited to crop insurance for farmers intelligent water and soil management, carbon farming, crop spraying, aerial planting, asset inspection, storm impact assessment etc, including providing a digital platform to facilitate such services, ensuring efficient use of resources and helping clients achieve their sustainability goals."*

b. Industries Served and Typical Customers

Not applicable. As on date, BASIL is yet to commence its business operations.

c. Segment Reporting and Revenue Contribution

Not applicable. As on date, BASIL is yet to commence its business operations.

d. Revenue Concentration Among Top 5 Customers

Not applicable. As on date, BASIL is yet to commence its business operations.

e. Key Facilities

Not applicable. As on date, BASIL is yet to commence its business operations.

f. Business Strengths and Strategies

Not applicable. As on date, BASIL is yet to commence its business operations.

2. Summary of the Industry

BASIL has been incorporated, inter-alia, to carry on the agricultural solutions business i.e., as manufacturer, producer, processor, refiner, marketer, distributor, importer, exporter and dealer in crop production chemicals and chemical products including pesticides, insecticides, herbicides, fungicides, seed treatment solutions, plant growth regulators, weedicides, fertilizers, rodenticides, manures, disinfectants, fumigants, public health products, vector control products, dips, sprays, vermifuges, medicines and remedies of all kinds of agricultural, plan protection, etc.

3. Promoter

The Promoter of the Company is BASF India Limited.

BASF India Limited ("BASF")

BASF is engaged in the business of manufacturing and trading of chemicals. The products manufactured by BASF are used in agriculture, automotive, pharmaceuticals, construction, consumer durables, consumer care, paints and various other end industries. BASF operates in six business segments i.e., agricultural solutions, industrial solutions, materials, surface technologies, nutrition and care and chemicals.

4. Objects of the Offer

Please see below brief particulars of the Scheme:

4.1 The Scheme is pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act and provides for the following:

4.1.1 demerger, transfer and vesting of the Demerged Undertaking from the Company into the Resulting Company on a going concern basis and issue of equity shares by the Resulting Company to the shareholders of the Company in consideration thereof; and

4.1.2 various other matters consequent and incidental thereto.

4.2 Appointed Date as defined in the Scheme shall mean the Effective Date.

4.3 As a consideration for the demerger, the Resulting Company shall, upon the Scheme coming into effect, issue and allot, on a proportionate basis to the shareholders of the Demerged Company whose name is recorded in the register of members

and records of the depository as shareholders of the Demerged Company as on the Record Date (*as defined in the Scheme*), as under:
"1 (One) fully paid-up equity share of the Resulting Company having face value of Rs. 10 (Rupees Ten) each for every 1 (One) fully paid-up equity share of Rs. 10 (Rupees Ten) each of the Demerged Company."

4.4 As set out in Clause 8.13 of the Scheme, in respect of the 6 (six) nominee shares in the Resulting Company where the beneficial ownership is held by the Demerged Company and legal ownership is held by individual nominee shareholders in view of the requirements of minimum number of shareholders in a public company under the Act, the nominee shareholders shall transfer the legal ownership in such 6 (six) equity shares to the Demerged Company within 30 days of the date of allotment of shares by the Resulting Company in Clause 8.1.

4.5 The equity shares of the Resulting Company will subsequently be listed on BSE and NSE (collectively "**Stock Exchanges**").

4.6 The Scheme is subject to the approvals of relevant regulatory authorities such as amongst others, SEBI/ Stock Exchanges and NCLT. The Demerged Company has received Observation Letters dated January 30, 2026 and February 2, 2026 from BSE and NSE respectively, including SEBI comments on the Scheme.

5. Pre-Scheme and Post-Scheme shareholding of our Promoters members of the Promoter Group and top 10 Shareholders

Not applicable as no transfer of the securities/equity shares of BASIL, as BASIL is not offering any securities/equity shares and no investment by public is being made in BASIL, pursuant to the Scheme. The shareholding pattern as on the date of the Abridged Prospectus is as follows:

Sr. No.	Particulars	Pre- Scheme number of shares	% Holding Pre-Scheme
1.	Promoter and Promoter Group	7	100
2.	Public	Nil	Nil
Total		**7**	**100**

The aggregate shareholding, of each of the (i) Promoter(s) and members of the Promoter Group and (iii) top 10 Shareholders (other than the Promoter and Promoter Group) is as follows:

S. No.	Pre-Scheme shareholding			Post-Scheme shareholding as at the date of Allotment	
				At Floor Price and At Cap Price	
	Name of the shareholder	Number of Equity Shares	Shareholding (in %)	Number of Equity Shares	Shareholding (in %)
Promoter and members of the Promoter Group					
1.	BASF	1	14.29%	Nil	Not Applicable
2.	Narendranath J. Baliga (nominee shareholder of BASF)	1	14.29%	Nil	Not Applicable
3.	Anil Choudhary (nominee shareholder of BASF)	1	14.29%	Nil	Not Applicable
4.	Manohar Shrikant Kamath (nominee shareholder of BASF)	1	14.29%	Nil	Not Applicable
5.	Giridhar Ranuva (nominee shareholder of BASF)	1	14.29%	Nil	Not Applicable
6.	Mohit Maheshwari (nominee shareholder of BASF)	1	14.29%	Nil	Not Applicable
7.	Prashant Joshi (nominee shareholder of BASF)	1	14.29%	Nil	Not Applicable
Public Shareholders (top 10 Shareholders)					
	--	Nil	Not Applicable	Nil	Not Applicable
Other Public Shareholders					
	--	Nil	Not Applicable	Nil	Not Applicable
Total (aggregate)		**7**	**100%**	Nil	Not Applicable

As a consideration for the demerger, the Resulting Company shall, upon the Scheme coming into effect, issue and allot, on a proportionate basis to the shareholders of the Demerged Company whose name is recorded in the register of members and records of the depository as shareholders of the Demerged Company as on the Record Date (as defined in the Scheme), as under: "1 (One) fully paid-up equity share of the Resulting Company having face value of Rs. 10 (Rupees Ten) each for every 1 (One) fully paid-up equity share of Rs. 10 (Rupees Ten) each of the Demerged Company."

6. Summary of Audited Financial Information

The following details are derived from the Audited Financial Information for the period ended on March 31, 2026:

(₹in lakhs, unless otherwise specified)

Particulars	For the period ended on March 31, 2026[$]
Equity Share capital (A)	-[#]
Other equity (B)	-
Equity attributable to owners of the Company (C=A+B)	-[#]
Total Income[(1)]	-
Revenue from operations	-
Profit for the period/year[(2)@]	-
Earnings per equity share - basic (₹)	-
Earnings per equity share - diluted (₹)	-
Total borrowings [(3)]	-
Net asset value per share (₹)[(4)]	10.00
Net Worth[(5)]	-[#]
Cash flow from operating activities	-
Cash flow from investing activities	-
Cash flow from financing activities	-[#]

 # Below rounding off – ₹70 (7 equity shares having face value of ₹10 each)
@ The Entity has not started commercial operations.
[$]BASIL was incorporated on February 19, 2025. Hence, the first financial year of BASIL is February 19, 2025 to March 31, 2026, in accordance with Section 2(41) of the Companies Ac, 2013.
Notes:

1. *Total Income includes revenue from operations and other income as per restated consolidated statement of Profit and Loss.*
2. *Profit for the period/ year does not include adjustments in other comprehensive income as per restated consolidated statement of Profit and Loss.*
3. *Total borrowings include non-current borrowings and current borrowings as per restated consolidated statement of assets and liabilities.*
4. *Net asset value per share has been calculated by adding the balances of Equity Share Capital and Reserve and Surplus / Other Equity and dividing the same by the number of share outstanding.*
5. *Net Worth has been calculated by adding the balance of Equity Share Capital and Reserve and Surplus.*

7. Summary of Key Performance Indicators

Details of the key performance indicators for the period ended March 31, 2026 is as follows:

KPI	Unit	For the period ended on March 31, 2026[(1)]
Revenue from Operations	₹ in lakhs	-
Profit for the period/ year [@]	₹ in lakhs	-

@ The Entity has not started commercial operations, above figure represent statutory audit fees provision.
[(1)]BASIL was incorporated on February 19, 2025. Hence, the first financial year of BASIL is February 19, 2025, to March 31, 2026, in accordance with Section 2(41) of the Companies Act, 2013.

8. Risk Factors

This section describes the risks that we currently believe may materially affect our business, financial condition and results of operations, including but not limited to:

1. **Implementation of the Scheme: The Resulting Company has been incorporated to carry on the business of** manufacturing and trading of chemicals, upon the Scheme becoming effective. The Scheme is subject to the conditions/ approvals as envisaged under the Scheme and any failure to receive such approvals will result in non-implementation of the Scheme and may adversely affect the shareholders.
2. **The Resulting Company is using its Promoter's name "BASF":** The Promoter has issued a no-objection certificate dated January 15, 2025 to us for the use of its name and trademark "BASF", The use of the name and trademark is subject to the Promoter's discretion and can be withdrawn by the Promoter, at any time.

3. **Sourcing: The Resulting Company depends on imports for sourcing its raw materials.** Increased geopolitical tensions, trade restrictions, sanctions, tariff and non-tariff barriers, and shifts in global alliances may disrupt access to overseas suppliers, lengthen procurement cycles and increase input costs. Any sustained inability to secure critical inputs on competitive terms, or to diversify sourcing in a timely manner, could adversely affect production continuity, cost competitiveness, margins and market share.
4. **Supply chain:** We are subject to supply chain restrictions as a result of which it can incur increased costs. Constraints on the timely availability of containers and carrier capacity, together with port congestion and inland logistics bottlenecks, may lead to shipment delays and extended lead time, which may lead to an adverse impact on our business and results of operations.
5. **Market Growth:** We are subject to certain market growth headwinds. Increase in inflation and interest costs impact the demand from customers, which in turn affects our cash flows, and results of operations.
6. **Seasonality of business:** Our business is sensitive to weather patterns, seasonal factors and climate change, which can impact the availability of key raw materials that may adversely affect our business, results of operations and financial condition.
7. **Margin pressure:** Inaccurate demand forecasting or disruptions in our supply chain may lead to inventory imbalances or loss of business, which could adversely affect our operations and financial performance. A broader slowdown in the chemical market may lead to lower capacity utilization and idle costs, negatively affecting fixed-cost absorption and operating leverage. Volatility in input prices, including energy, feedstocks and key intermediates, can compress contribution margins if pricing pass-through is delayed or constrained by competitive dynamics. In periods of rapid price declines, we may face high-cost inventory exposure, necessitating write-downs or margin concessions to sustain volumes, thereby impacting profitability and returns.
8. **Competition:** Global overcapacity can cause dumping of products in the local market, causing the prices to drop and the demand for exports to reduce that will adversely affect our cash flows and results of operations.
9. **Finance:** Deterioration in customer credit quality or broader liquidity stress in the market can elevate counterparty default risk, increase receivables aging and necessitate higher provisions. Tight liquidity conditions may also raise our cost of working capital, limit access to financing on acceptable terms and constrain growth investments will adversely affect our cash flows and results of operations.
10. **Information technology:** Failure or disruption of our information and technology ("IT") and/ or enterprise resources planning systems may adversely affect our business, financial condition, results of operations and future prospects.
11. **Changing regulatory landscape:** Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, prospects and results of operations.

9. Weighted average cost of acquisition at which the specified securities were acquired by our Promoters and Selling Shareholders as on date of this Draft Red Herring Prospectus, one year preceding the date of this Draft Red Herring Prospectus and three years preceding the date of this Draft Red Herring Prospectus

Not applicable

S. No.	Name	Number of Equity Shares of face value of ₹10 each held	Weighted average cost of acquisition of Equity Shares of face value of ₹10 each* (in ₹)	Number of Equity Shares of face value of ₹10 each acquired in last one year	Weighted average cost of acquisition of Equity Shares of face value of ₹10 each (in ₹) acquired in last one year*	Number of Equity Shares of face value of ₹10 each acquired in last three years	Weighted average cost of acquisition of Equity Shares of face value of ₹10 each (in ₹) acquired in last three years*
Not applicable							

10. Board of Directors and Key Managerial Personnel

The names and designations of members of the Board of Directors and Key Managerial Personnel are set forth below:

S. No.	Name	Designation
Board of Directors #		
1.	Alexander Gerding	Non-Executive Director
2.	Narendranath J. Baliga	Non-Executive Director
3.	Manohar Shrikant Kamath	Non-Executive Director
4.	Giridhar Ranuva	Non-Executive Director
Key Managerial Personnel		

S. No.	Name	Designation
There are no key managerial personnels appointed as on the date of the Disclosure Document, as the Resulting Company has not yet commenced operations.		

[#] *As on the date of the Disclosure Document.*

11. Auditor Qualifications

There are no qualifications / reservations placed by the statutory auditors in their audit report for the financial year ended March 31, 2026.

12. Summary table of outstanding litigations

A summary of outstanding litigation proceedings involving the Resulting Company, Directors, Promoters, Subsidiaries, Key Managerial Personnel and Senior Management as on the date of the Disclosure Document, is provided below:

Name of entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions including penalty imposed by SEBI or Stock Exchanges against our Promoters in the last five fiscals, including outstanding action	Material civil litigations	Aggregate amount involved (in ₹ million)*
Resulting Company						
By our Resulting Company	Ni	Nil	NA	NA	Nil	Ni
Against our Resulting Company	Ni	Ni	Ni	NA	Nil	Ni
Directors						
By our Directors	Ni	Nil	NA	NA	Nil	Ni
Against our Directors	Ni	Ni	Ni	NA	Nil	Ni
Promoters						
By our Promoters	Nil	Nil	NA	NA	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	Nil	NA
Subsidiaries						
By our Subsidiaries	Ni	Nil	NA	NA	Nil	Ni
Against our Subsidiaries	Ni	Ni	Ni	NA	Nil	Ni
Key Managerial Personnel and Senior Management						
By our Key Managerial Personnel and Senior Management	The key managerial personnels and members of the senior management have not been appointed as BASIL is yet to commence its operations.					
Against our Key Managerial Personnel and Senior Management						