

BAYER
CROPSCIENCE
LIMITED

58TH

ANNUAL
REPORT APRIL 2015 -
MARCH 2016



PRODUCT LAUNCHES : 2015 - 16

Crop Protection



Profiler[®]

A low risk fungicide for control over Downy Mildew in Grapes.



Belt[®] Expert

A new generation insecticide with long duration control over chewing and sucking pests.



Laudis[®]

A one-shot cross spectrum herbicide for corn weeds.

Seeds

Arize[®] Diamond

A Rice hybrid in mid-duration segment with Bacterial Leaf Blight resistance and highest yield potential. Tolerant to moisture stress conditions with medium slender grains and good cooking quality.



Arize[®] Bold

A mid-early duration Rice hybrid with medium bold grain. Very high test weight and high grain filling. Suitable for making best in class beaten rice (Poha).



Arize[®] Xpress

An ultra-early duration Rice hybrid with long grains and high test weight. Wider adaptability with less water requirement. Suitable for upland rice ecosystems.



Arize[®] Nano

A short slender grain Rice hybrid with excellent cooking and eating quality. Hybrid in mid-early duration.

PRODUCT LAUNCHES : 2015 - 16



Arize® Idea

A short slender grain Rice hybrid with excellent cooking and eating quality. Hybrid in mid-early duration.



Arize® Tej Gold

A Bacterial Leaf Blight (BLB) resistant Rice hybrid in mid-early duration with wider adaptability having high yield potential. Performs well in moisture stress conditions. Long slender grain having good cooking quality with high milling percentage and head rice recovery.

Surpass® Superb BGII (SP 7517 BGII)

A resilient Cotton hybrid with better yield stability, good boll size and high lint recovery. Enables easy picking and provides field tolerance to sucking pests particularly jassids.



Proagro® Marutej

A Pearl Millet hybrid, maturing in 65-70 days, drought-tolerant and suitable for arid areas with low rainfall.



Proagro® 9001

A non-lodging Pearl Millet hybrid with high grain and fodder yield, tolerance to Downy Mildew and blast. Suitable for North West India during rainy season.



Proagro® Kesari Gold

A high yielding Mustard Hybrid offering early maturity, bold grain, high oil content and better disease tolerance.

Environmental Science

Solfac® EW 50

Controls cockroaches, houseflies and mosquitoes in houses. Can also be used for mosquito net impregnation for prevention of mosquito bites and malaria.



Solfac® WP 10

Effective for control of mosquitoes under public health programmes. Also used for controlling house flies, cockroaches and mosquitoes in homes.



SOCIAL COMMITMENT

Sustainable business practices are essential to our Company's future viability. At Bayer, our goal in developing, manufacturing and marketing our products is to balance commercial success with societal and ecological requirements while increasing business value. Bayer's Corporate Social Responsibility (CSR) initiatives are based on the principle of "helping people to help themselves." To achieve this, Bayer supports long-term projects with key deliverables that can make a visible impact in the lives of people and communities. Bayer collaborates with a number of stakeholders such as the Government, society, multilateral organizations etc. to devise ways to bring about systemic change. From improving living conditions to providing timely disaster relief, your Company is committed to Sustainable Development.

Bayer CropScience Limited (BCSL) has rolled out its Corporate Social Responsibility (CSR) policy in accordance with the requirement of India's legislation. The policy focuses on four thematic areas: Rural Development, Education, Preventive Health & Sanitation and Empowering Women. The intent is to make a measurable impact on the conditions of the targeted communities with long-term programmes in partnership with NGOs. The programmes are planned in geographies where Bayer has long term relationships with neighboring communities.

In line with Bayer's corporate mission – Science For A Better Life, Bayer aims to create value in diverse ways. Within the scope of our social commitment, we will continue to make strategic investments in the areas of science and education, health, social needs and community projects. This commitment is an integral element of our corporate policy.

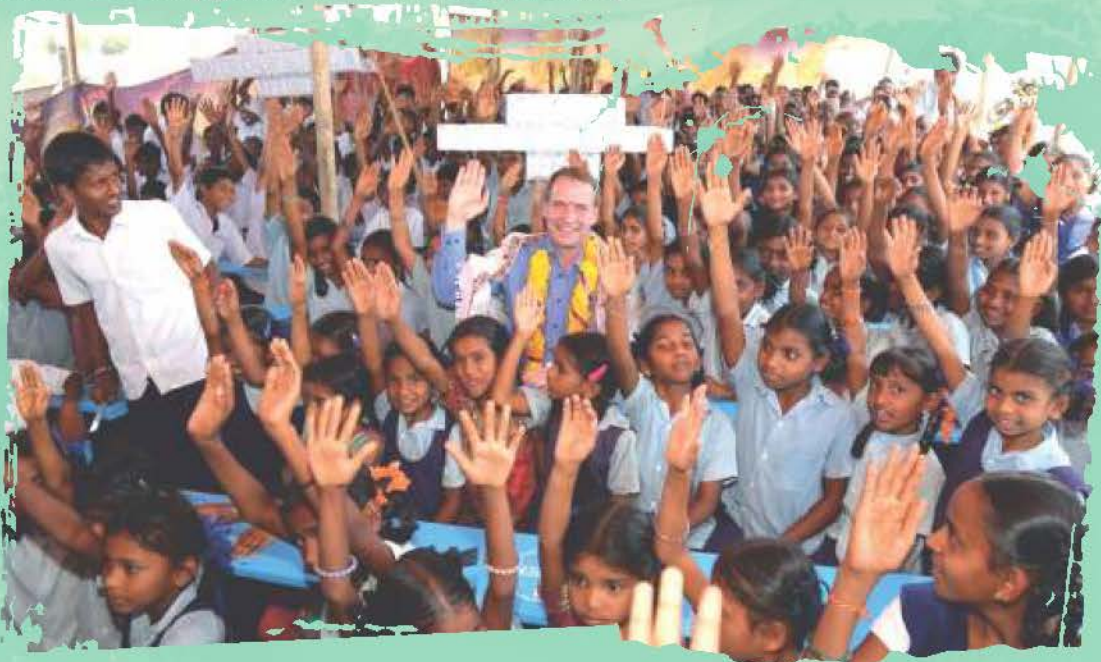
Some of our key CSR projects from 2015 – 2016 include:

Making Science Make Sense (MSMS)



Making Science Make Sense activities are designed for students of Class V and VI as it is in these years that science is introduced in schools as a full-fledged subject. The programme includes live demonstrations, experiments, audio-visual tools and interactive sessions to enhance the learning experience and make sure that science is taught in a way that is enjoyable and fun. In 2015, MSMS was organized in Mumbai, Vapi and Himatnagar covering 35 schools and 13,717 students.

Sanitation and Hygiene in Schools (SAHY)



The SAHY School Project supports efforts to realize Bayer's vision where all children go to schools that provide a safe, healthy and comfortable environment for children. Sanitation and hygiene in schools improves attendance, health and cognitive development, increases girls' participation, establishes positive hygiene behaviour, offers the opportunity to introduce better practices to families and communities, and addresses issues of inequity and exclusion. In 2015, five high schools and two elementary schools in Guntur, Andhra Pradesh, were identified as beneficiaries under this project. Under the project, separate toilets were constructed for male and female students. Existing toilets which did not have running water facilities were upgraded and a proper maintenance system was established. RO (Reverse Osmosis) water plants were provided to all the identified schools to provide safe drinking water to students, which was previously not present.

Vidya Prayas



The introduction of Vidya Prayas scholarships for young, underprivileged students and establishment of Information and Communication Technology (ICT) is helping to enhance school attendance in Kadivala and Mangalagudda, North Karnataka.

Bayer-RVJ School of Agriculture (Vocational Training)



Teenagers coming from rural areas often do not see job opportunities and move away to the big cities, thus adding to urbanization. To provide them with a professional alternative to earning their living in their rural home regions, the Bayer Ramanaidu Vignana Jyothi School of Agriculture was established in November 2007 in Medak district of Andhra Pradesh. The school conducts two 6-months vocational training courses every year with approximately 30 students registered per course. In 2015, an additional funding has been made to upgrade the facilities and keep in pace with the new technological developments in the agriculture sector.

Child Care Program



An estimated 158 million children aged 5-14 are engaged in child labor worldwide, according to the United Nations Children's Fund (UNICEF). This is one in six children in the world. Bayer has worked effectively to implement a comprehensive multi-level Child Care Program (CCP), an initiative that has transformed the way the seed supply chain is organized, making it sustainable and compliant with its policy of saying no to child labor. It aims at getting children off the fields of contract farmers and in to the school.

Model Village



The Model Village project being implemented in Kadivala and Mangalagudda, North Karnataka has been envisaged to foster rural development to benefit village population. Collective saving habits are being inculcated through conceptualization of Self Help Groups (SHGs) for women to support livelihood activities such as goat, sheep rearing and purchase of essential agricultural equipment. Both the villages – Kadivala and Mangalagudda, North Karnataka collectively have formed 23 SHGs. More than 250 women have enrolled as SHG members.

Bayer's WASH Program (Water, Agriculture, Sanitation & Hygiene)



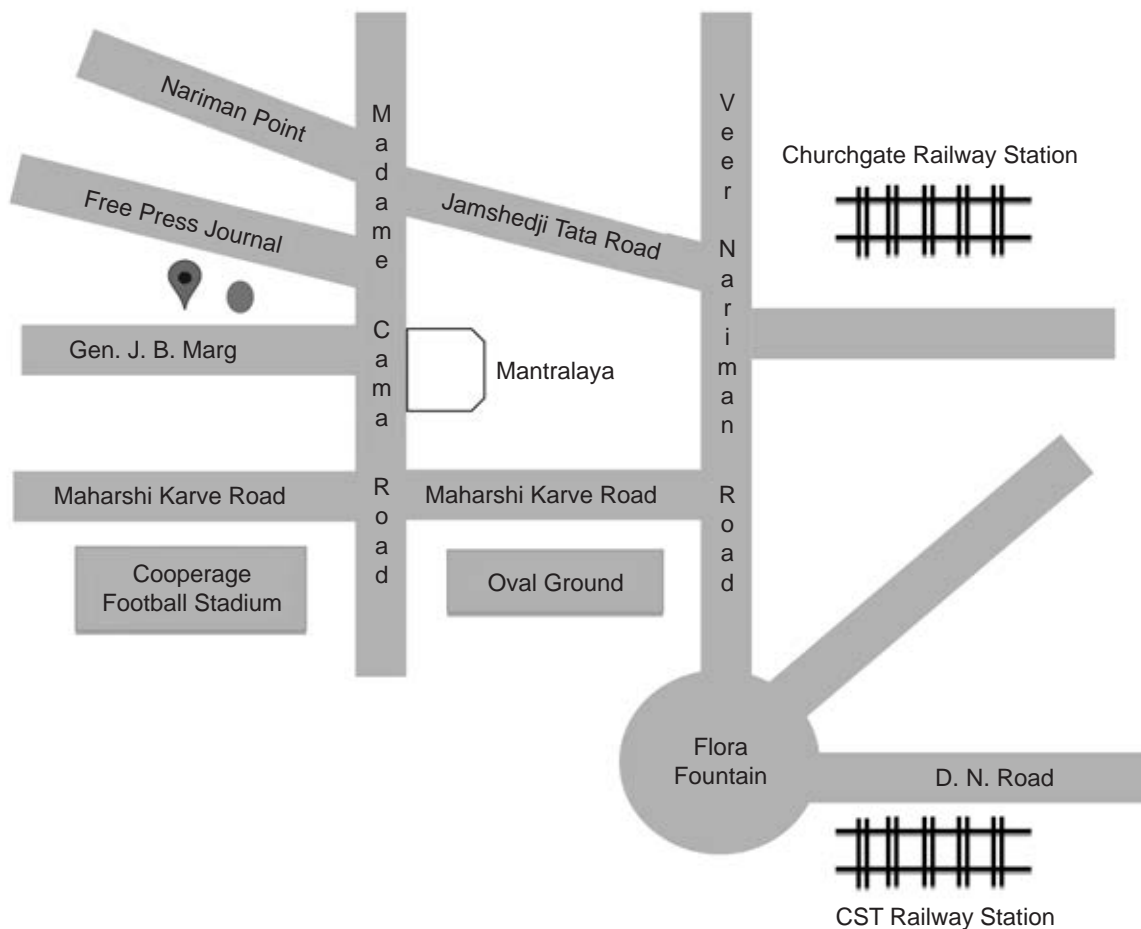
Bayer's WASH program is aimed at improving public health through education on sanitation, hygiene and conservation of water in domestic and agricultural usage. The methodology involves intense training for rural communities in order to change mindsets and habits. The training activities include promoting the use of toilets in schools and households, raising awareness about curbing the spread of water-borne diseases by incorporating simple habits like washing hands and making water potable by boiling it and storing it in clean containers. The objective of the WASH project is to reach out and sensitize around 60,000 farmers in 60 villages in Kumool district of Andhra Pradesh within a three year period starting 2015.

ROUTE MAP TO THE VENUE OF THE 58TH ANNUAL GENERAL MEETING OF BAYER CROPSCIENCE LIMITED

Day & Date : Monday, September 12, 2016

Time : 11:00 A.M.

Venue : Yashwantrao Chavan Pratishthan Auditorium, Y. B. Chavan
Near Mantralaya, Gen. J. Bhonsale Marg, Mumbai - 400021



Legends:

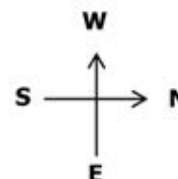


Y. B. Chavan Auditorium,
Yashwantrao Chavan Pratishthan, Gen. J. Bhonsale Marg, Mumbai - 400021



Sachivalaya Gymkhana

Please note that this map is not to actual scale



Bayer CropScience Limited Annual Report 2015 - 16

Directors	Pankaj Patel	(DIN 00131852)	– Chairman
[As on July 05, 2016]	Richard van der Merwe	(DIN 06768305)	– Vice Chairman & Managing Director and CEO
	Sharad M. Kulkarni	(DIN 00003640)	
	A. K. R. Nedungadi	(DIN 00103214)	
	Vimal Bhandari	(DIN 00001318)	
	Peter Mueller	(DIN 03582162)	
	Ulrich Stefer	(DIN 07447177)	– Executive Director & CFO
	Dr. Regine Juergens	(DIN 07076269)	

Vice President - Law, Patents & Compliance & Company Secretary

Rajiv Wani

Bankers	Bank of America
	BNP Paribas
	Citibank N.A.
	Deutsche Bank
	HDFC Bank Limited
	State Bank of India
Auditors	Price Waterhouse
Solicitors	Crawford Bayley & Co.
CIN	L24210MH1958PLC011173
Registered & Corporate Office	Bayer House, Central Avenue, Hiranandani Estate Thane (W) - 400 607. Tel. No.: + 91 22 2531 1234 Fax No.: + 91 22 2545 5063 Email: ir_bcs@bayer.com
Registrar & Share Transfer Agent	TSR Darashaw Limited (TSRDL) 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Near Famous Studio, Mahalaxmi, Mumbai - 400 011. Tel. No.: + 91 22 6656 8484 Fax No.: + 91 22 6656 8494 Email: csg-unit@tsrdarashaw.com
Factory	Plot Nos. 66/1 to 75/2 G.I.D.C. Industrial Estate, Himatnagar - 383 001, Gujarat.

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Members are requested to:

- a) direct all shares related correspondence to TSRDL
- b) bring their copy of the Annual Report to the Annual General Meeting
- c) send their queries, if any, relating to the accounts of the Company, at least 10 days before the Annual General Meeting, so that the necessary information can be made available at the Meeting

NOTICE

NOTICE is hereby given that the 58th Annual General Meeting of Bayer CropScience Limited will be held on Monday, September 12, 2016 at 11.00 a.m. at "Yashwantrao Chavan Pratishthan Auditorium", Y. B. Chavan Centre, Near Mantralaya, Gen. J. Bhonsale Marg, Mumbai - 400 021 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited Statement of Profit and Loss for the financial year ended March 31, 2016 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended March 31, 2016.
3. To appoint a Director in place of Mr. Peter Mueller (DIN : 03582162), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint auditors and fix their remuneration.

SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following Resolutions, with or without modification(s):

5. Appointment of Mr. Ulrich Stefer as the Wholtime Director (DIN: 07447177) & Chief Financial Officer of the Company:

As an Ordinary Resolution:

"RESOLVED THAT Mr. Ulrich Stefer (DIN: 07447177) who was appointed as an Additional Director of the Company with effect from March 04, 2016 by the Board of Directors and holds office upto the date of this Annual General Meeting under the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and Article 117(2) of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the name of Mr. Ulrich Stefer as a candidate for the office of director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board and subject to the provisions of Sections 2(51), 2(94), 196, 197, 200, 201, 203 and Schedule V and other applicable provisions, if any, of the Act and relevant rules made thereof and subject to approval of the Central Government and such other approvals as may be necessary, Mr. Ulrich Stefer, be and is hereby appointed as the Wholtime Director & Chief Financial Officer of the Company for a period of five (5) years commencing from April 01, 2016 on the following terms and conditions:

(a)	Salary	₹ 745,087/- (Rupees Seven Lakhs Forty Five Thousand Eighty Seven only) per month or such amount as may be approved by the Nomination and Remuneration Committee / Board of Directors.
		Euro 12,936/- (Euro Twelve Thousand Nine Hundred Thirty Six only) per month in Indian Rupees at the prevailing exchange rate or such amount as may be approved by the Nomination and Remuneration Committee /Board of Directors.
(b)	Special Allowance	₹ 1,49,017/- (Rupees One Lakh Forty Nine Thousand Seventeen Only) per month or such amount as may be approved by the Nomination and Remuneration Committee /Board of Directors.
(c)	Annual Increments	An amount as may be decided by the Nomination and Remuneration Committee / Board of Directors from time to time.
(d)	Performance Award / Bonus / Incentive / Ex-gratia	An amount as may be decided by the Nomination and Remuneration Committee / Board of Directors from time to time.
(e)	Long Term Incentive	An amount decided as per the Global Policy of Bayer AG, Germany for Senior Management.
(f)	Global Aspire Award	An amount decided as per the Global Policy of Bayer AG, Germany for Senior Management.
(g)	Perquisites	As per the provisions of Section 196 and 197 of the Companies Act, 2013 and Schedule V to the said Act for the time being in force or any statutory modification or re-enactment thereof. The perquisites (including allowances) payable are as follows:
	Housing	The Company shall provide free furnished accommodation, including periodic maintenance.
	Home Travel Allowance	An amount as may be decided by the Nomination and Remuneration Committee / Board of Directors from time to time in accordance with the Bayer's International Mobility Directive.
	Club fees	Entrance and annual fees of one club.