

Bayer CropScience Limited

60th

Annual Report

April 2017 – March 2018



60th Annual Report



PRODUCT LAUNCHES: 2017-18

CROP PROTECTION



SIVANTO[®]prime

This innovation fulfills all the demands of modern insect control. Inspired by a naturally occurring medicinal plant, it is non-hazardous to the most important beneficials, while acting tough on hard-to-control sucking pests.

Movento[®] OD

This innovation is especially formulated to cater to the needs of Fruit & Plantation growers. It is the only insecticide which offers two-way systemicity, moving both upward and downward within the plant system to provide complete shoot to root protection of the crop leaving pests nowhere to hide.



Regent[®]Ultra

A modern insecticide which is very effective for controlling stem borer and leaf folder in rice. It not only controls insects effectively but also shows plant growth enhancement effects like enhanced root growth, more number of productive tillers etc. which results in higher yields.

Emesto[®] prime

A seed treatment product to protect potato seeds against fungal pathogens in the soil, allowing the seed to germinate undisturbed. It offers quick emergence and better quality yield in terms of perfect skin finish and uniform size and shape of potatoes.



Simbola

A third-generation systemic insecticide that is used for the control of Brown Plant Hopper (BPH) in rice. Its smart dual action helps in fast action for control of pests and also gives protection for long duration, keeping paddy fields clean.

SEEDS



Arize AZ 6633

A mid-duration hybrid rice seed with short slender grains. It has high yield potential and excellent taste and also fetches a better price of produce for farmers.

ENVIRONMENTAL SCIENCE

Maxforce[®] Quantum

The first innovative ant gel launched in India for ant colony management. It works in a target specific manner, requires low dosage, works faster and is a long-term solution for ants commonly found in food handling, processing or storage areas of household and commercial premises.



SOCIAL COMMITMENT

With our core business, we have a major impact on societal development. At the same time, we depend on intact social framework conditions and an innovation-friendly business environment. For us, it is therefore important to contribute towards society's future viability and create value in diverse ways. Within the scope of our social commitment, we thus make targeted strategic investments in the areas of science and education, health, social needs and community projects. This commitment is an integral element of Bayer's corporate policy.

Bayer's Corporate Societal Engagement (CSE) initiatives focus on people embarking on new approaches to problem-solving in life sciences in the key areas of health,

education and basic social needs, with the goal of sustainably improving living conditions. We are actively moving away from the terms 'obligation' and 'responsibility' to a more inclusive term: 'Societal Engagement' - while referring to Corporate Social Responsibility (CSR) activities.

The reworked Societal Engagement model (CSE) is aligned to three of seventeen UN Sustainable Development Goals (SDGs) in the areas of health, nutrition and innovation. Bayer endeavors to be a catalyst for change by creating a 'platform for pioneers' and providing financial support, power and knowledge to people who innovate.

In India, Bayer's CSE policy focuses on four thematic areas:

Empowering Women

Fostering Education

Fostering Rural Development

Preventive Health & Sanitation

Some of our key CSE projects from 2017-18 include:



Ms. Vijaya Rahatkar, Chairperson, Maharashtra State Commission for Women formally launched 'NO' App mobile application in Pune on February 12, 2018.

Program for Primary Prevention of Sexual Violence (PPPSV) – 'NO' App launch

Sexual violence leads to a variety of psychological and psychosomatic disorders and must therefore be regarded as a public health issue affecting the entire society. In this context, the, 'NO' App is developed with the objective to prevent sexual violence in the community through deterrence. The development of 'NO' App is a vital aspect of Program for Primary Prevention of Sexual Violence (PPPSV), a collaborative initiative of King Edward Memorial Hospital Research Centre, Pune, Institute of Sexology and Sexual Medicine, Charité, University Clinic of Berlin, Bayer India and an advisory council of experts from India.

The program aims to prevent sexual violence against women and children in India. 'NO' App works with a simple functionality of a geolocation based reporting system. It reaches out to other users in the immediate vicinity with location details, who can then navigate to the spot to become supportive bystanders. This feature of 'NO' App is available for all women in India. For Pune residents, any distress call will also be reported to the police in real time with the location of the incident.

Samagra Krishi

Livelihood Support Program focuses on helping small and marginal farmers move away from sustenance farming to smarter, commercial agriculture through the use of technology. The program is working towards enhancing information flow, providing key linkages between Government-sponsored services, markets and farmers. The project has been successfully implemented in 3 blocks covering more than 10,000 direct and indirect beneficiaries in East Champaran district in Bihar. The main objectives of the program are improving productivity of small and marginal farmers to sustain their livelihoods and to improve their levels of food security.

Additionally, there is also a call-center that will work 24/7 to support distress calls swiftly and efficiently. This is a free application backed by "Maharashtra Police".

The 'NO' App is available in Play Store.

Type "No KEMHRC" or follow the link:
www.notosexualviolence.org



Agriculture Fellowship

Agriculture requires innovation and sustainable mechanism to cater to ever increasing vast and diverse population. To encourage research in agriculture and to develop technology in our country that will be adapted by farmers to increase their profitability, scholarships are being given with an objective to support young and talented minds. Bayer is supporting Masters in Science and PhD students with Fellowships in leading AgroScience Universities in Gujarat, Karnataka, Punjab, Tamil Nadu, Telangana, Uttarakhand and West Bengal. Till date 197 Fellowships have been awarded.

Discovering Hands

Pioneering spirit is the central aspect of Bayer's Corporate Societal Engagement initiatives keeping in tune with its mission statement - Science for a Better Life. As an inspired extension, Bayer Group in India has endeavored an innovative CSE project - Discovering Hands - that aims to make a positive difference to the area of breast cancer as well as to lend a helping hand for the visually impaired. These women are trained to deliver physical breast examinations at



doctors' clinics for which they undergo a nine-month training period on how to use a standardized diagnostic method for examining the female breast. After undergoing this training, they are certified as 'Medical Tactile Examiners (MTEs)' and are also trained in communication skills and administrative tasks typically carried out by a doctor's assistant.

In India, the program has entered the second phase of implementation. We are working closely with our NGO partner – National Association for the Blind. Training of the first batch of MTEs comprising 8 students has been completed. The MTEs are now doing internship at one of the reputed cancer specialty hospital Medanta – The Medicity in Gurgaon, India.



Village Training Program

Village Training Program (VTP) is being implemented with an aim of providing a comprehensive training to the youth on scientific best practices in both agricultural and non-agricultural vocations. In order to build a strong relationship with the rural community, Bayer has taken up activities that are focused on improving livelihood and enhancing income generation opportunities for villagers that would help them lead a life of dignity.

The main focus of Village Training Program (VTP) is providing intensive training to rural youth on best practices and newer technologies in areas such as goat rearing, low cost poultry, animal husbandry, tailoring, plumbing and crop production. Since its inception 96 students have completed the six month village training program. The curriculum for training is developed in consultation with regional university and academia. Seen in the picture is a VTP field demonstration session on apiculture (beekeeping) in a model farm near Mangalgudda village in Karnataka.

RVJ School

The Bayer-Ramanaidu Vignana Jyothi School of Agriculture aims to provide vocational training to underprivileged rural youth to prepare them for entry level jobs in agriculture. The school is a long running program of Bayer in India and is operational since 2007. The school conducts two 6-month courses every year with an intake of 30 students per course. This makes it more relevant for the students and improves their employment prospects. Infrastructure like farm technology lab, plant protection and extension, soil and water management, seed technology and soil science lab has been upgraded for the students. Since inception 554 students have graduated from the school and many are proudly working in various agro companies.



ECHO project

In India, the problem of inadequate access to healthcare is a major challenge and needs attention. To bridge this gap and to make world-class healthcare solutions accessible to patients, Bayer is supporting programs that provide access to medicines and is also taking up programs to fight neglected diseases. Through our Corporate Societal Engagement programs such as Comprehensive Community Health Programs, we are bringing quality health care closer to the suffering population across the country. One such program - ECHO (Extension for Community Healthcare Outcomes) is reaching out to people right where they live and helps improve their lives. The Indian healthcare environment provides a one-of-a-kind opportunity for the adoption of the ECHO (Extension for Community Healthcare Outcomes) model. The need for



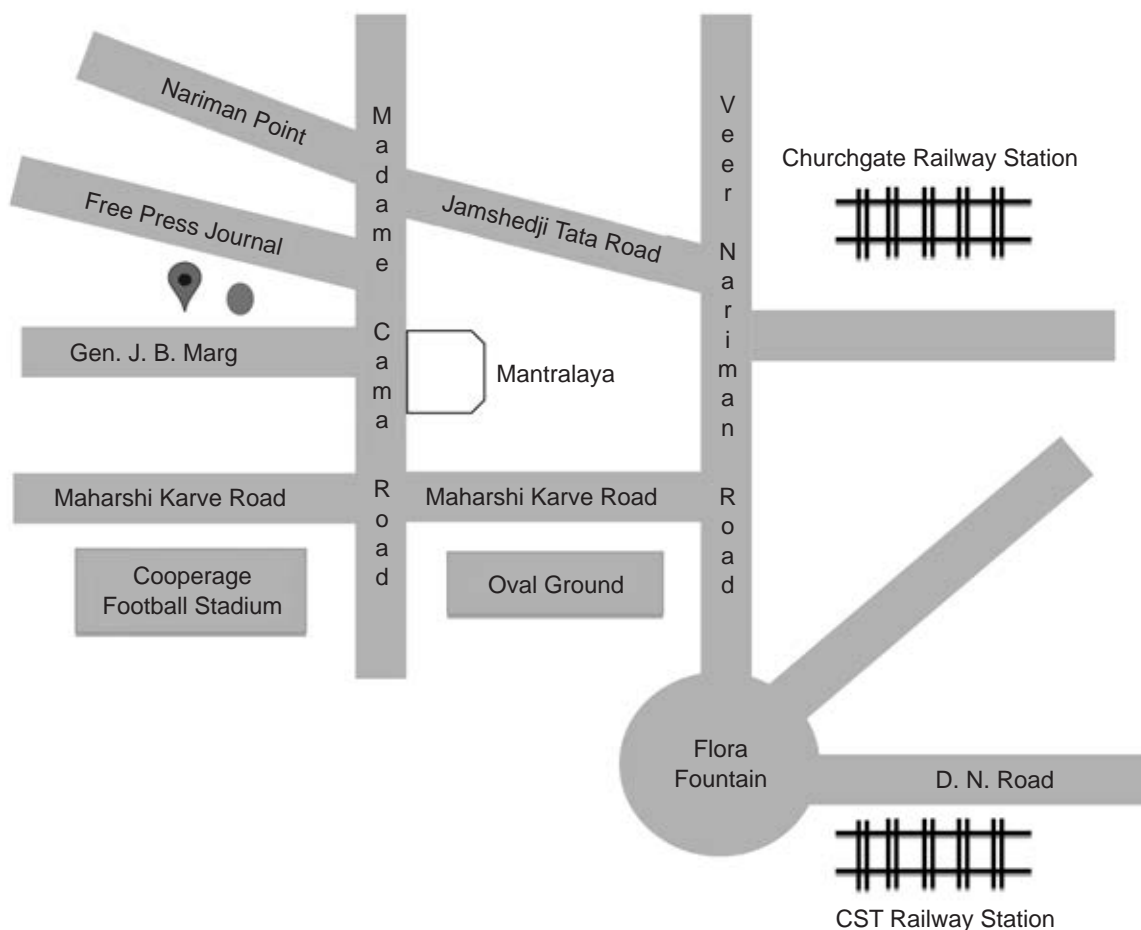
specialty care in India, especially in rural settings, is substantial and growing. System wide integration of Project ECHO offers a solution that can benefit the entire population.

ROUTE MAP TO THE VENUE OF THE 60TH ANNUAL GENERAL MEETING OF BAYER CROPSCIENCE LIMITED

Day & Date : Tuesday, August 21, 2018

Time : 11:00 A.M.

AGM Venue : "Yashwantrao Chavan Pratishthan Auditorium", Y. B. Chavan Centre,
Near Mantralaya, Gen. J. Bhonsale Marg, Mumbai - 400 021



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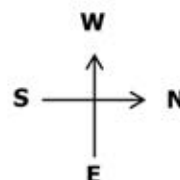


AGM Venue



Sachivalaya Gymkhana

Please note that this map is not to actual scale



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Directors	Pankaj Patel	(DIN 00131852)	– Chairman
	Richard van der Merwe	(DIN 06768305)	– Vice Chairman & Managing Director and CEO
	Sharad M. Kulkarni	(DIN 00003640)	
	Vimal Bhandari	(DIN 00001318)	
	Peter Mueller	(DIN 03582162)	
	Ulrich Stefer	(DIN 07447177)	– Executive Director & CFO
	Dr. Miriam Colling-Hendelkens	(DIN 07839649)	

**Head - 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	M/s. Deloitte Haskins & Sells LLP
Solicitors	Crawford Bayley & Co.
CIN	L24210MH1958PLC011173
Registered Office	Bayer House, Central Avenue, Hiranandani Estate, Thane (West) - 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:

- direct all shares related correspondence to TSRDL
- bring their copy of the Annual Report to the Annual General Meeting
- 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
- dematerialise their shareholding in the Company at the earliest to enable any transfer of shares, as pursuant to a SEBI amendment dated June 8, 2018, transfer of listed securities shall not be processed unless the securities are held in dematerialised form.



NOTICE

NOTICE is hereby given that the 60th Annual General Meeting of Bayer CropScience Limited will be held on Tuesday, August 21, 2018 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, 2018 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, 2018.
3. To appoint a Director in place of Dr. (Ms.) Miriam Colling-Hendelkens (DIN: 07839649), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

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

4. Ratification of Remuneration to Cost Auditor:

As an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. D. C. Dave & Co., Cost Accountants, having Firm Registration No. 000611, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company relating to "Insecticides" for the financial year ending March 31, 2019, being ₹ 0.55 Millions (Rupees point five five Millions only) plus taxes as applicable and out of pocket expenses incurred in performance of their duties be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013 ("the Act"), a person can act as proxy on behalf of not more than fifty (50) members holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The instrument appointing a proxy in order to be effective shall be duly filled, stamped, signed and deposited at the Registered Office of the Company not less than forty eight (48) hours before the commencement of the Annual General Meeting. Proxies submitted on behalf of companies, institutions, societies etc. must be supported by appropriate resolution / authority, as applicable, issued on behalf of the nominating organisation. The proxy holder shall prove his identity at the time of attending the Meeting. The proxies shall be available for inspection during the period beginning twenty-four (24) hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.
2. The Explanatory Statement pursuant to Section 102(1) of the Act, is annexed hereto and forms part of this Notice.
3. The details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or amendment(s) or re-enactments thereof, for the time being in force ("SEBI Listing Regulations"), in respect of Directors seeking approval for appointment/re-appointment at the Annual General Meeting, forms part of the annexure to this Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, August 08, 2018 to Tuesday, August 21, 2018 (both days inclusive).
5. The dividend of ₹ 18.00 per Equity Share, as recommended by the Board of Directors, if declared at the ensuing 60th Annual General Meeting to be held on Tuesday, August 21, 2018 will be paid on or after Monday, August 27, 2018:
 - (i) to those members who hold shares in physical form and whose names appear on the Company's Register of Members as holders of Equity Shares as on Tuesday, August 07, 2018, after effecting the transfers lodged on that date which are valid and found to be in order;
 - (ii) in respect of shares held in dematerialised form, to the Beneficial Owners of the shares as at the close of business hours on Tuesday, August 07, 2018 as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
6. Members are requested to direct all shares related correspondence to TSRDL at the following address:

TSR Darashaw Limited (TSRDL),
Unit : Bayer CropScience Limited,
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
E-mail id: csg-unit@tsrdarashaw.com