



**Syngenta  
India  
Limited**

**syngenta**





Head Office, Pune



## Transformational Growth

### Our journey over the last decade

Syngenta Group is a world-leading agribusiness company committed to sustainable agriculture through innovative research and technology with more than 25,000 employees in over 90 countries dedicated to the purpose: *'Bringing plant potential to life'*. Our Crop Protection and Seeds products assist growers in increasing crop yields and productivity. For the last decade, we have made significant contribution to the agrisector in meeting the growing global demand for food, feed and fuel and we are committed to protecting the environment, promoting health and improving the quality of life of people in the process.

Additional information on the activity reported here, together with further details and data, is available online at [www.syngenta.com](http://www.syngenta.com)

Agriculture intersects the toughest challenge we face on the planet. On one hand, by 2030, the global population is projected to rise by about a third to eight billion people. This is expected to lead to a 50% increase in the global calorie demand. On the other hand, due to increasing urbanisation and economic development, availability of land for agriculture is shrinking. Not just insufficient land, scarcity of water and energy are expected to define food production in the coming decades,

and then there are environmental changes such as global warming which is leading to a warmer climate, leading to the risk of crop failure.

The world needs a massive transformation.

A recent study from the World Business Council for Sustainable Development (WBCSD) i show that it is possible for a global population of ~ 9 billion people to live well and enjoy health, food, shelter, energy, mobility and education. Over the last ten years, we are playing a key role in bringing about this transformation. We are committed to contributing to food security and sustainable agriculture by investing in new technologies to help farmers improve yields on existing land and simultaneously conserve valuable natural resources such as soil and water. Syngenta invests more than \$2 million per day globally on research. This makes us one of the world's largest investors in agriculture research for innovative solutions.

Over the last decade, we have been single minded focused on *'Bringing plant potential to life'*. We believe we can grow more using less water and land through technologies that unlock the potential of plants. These include drought-tolerant seed varieties, products that enhance plant performance and products that protect against

insects, diseases and weeds. By putting innovative technologies in the hands of growers, we have assisted them in enhancing yields, improving incomes and protecting natural resources. This in turn has transformed their lives by helping them break the cycle of poverty and hunger which inflicts rural communities worldwide.

### **Our growth journey over the last ten years**

India is growing aggressively to become one of the top four economies of the world by 2050. The Indian economic growth momentum acceleration is linked to the growth in agriculture. Agriculture is thus the bedrock of tomorrow's growth.

Indian agriculture is unique and demands a diversity of approaches, specific to crops, localities, resources and cultures. We started our journey in 2000 and over 10 years, we have used advanced breeding methods to tailor-make field crop seeds to individual geographical regions to be high yielding and reliable. The development of the high value virus hybrid seeds is a clear example of how our research efforts work in harmony with the agricultural needs of the Indian economy. Our introduction of the first single cross hybrids in the Indian corn sector is another example of how we are committed in increasing farmer productivity and income and bringing significant benefits to the economy.

Every day for the last ten years, we have helped growers meet crop challenges with a broad, innovative range of Crop Protection products. The Crop Protection plant at Goa, manufactures active ingredients and important intermediaries

that go into the production of our high quality, safe and dependable fungicides, herbicides and insecticides. For example- our non-selective herbicide enables farmers to control weeds without tilling the ground. This practice - known as conservation or minimum tillage - conserves soil structures by leaving the root intact, helping to prevent soil erosion. It also benefits farmers and their families by reducing the need for constant hand-weeding.

Syngenta is setting new industry standards in innovation and speed to market. Our search for newer, better ways of raising the quality and yield of crops continues. With a rich and vibrant pipeline in crop protection and seeds, we will continue to grow and provide growers with targeted solutions that transform their lives.

Over the past ten years, we have built a successful Company that contributes to society by helping agriculture address important global challenges.

As we look ahead, we know we have an important role to play in delivering a worldwide step-change in farm productivity and increased food security for the planet's growing population.

*i The World Business Council for Sustainable Development (WBCSD) launched "Vision 2050: The new agenda for business," a study that lays out a pathway leading to a global population of some 9 billion people living well, within the resource limits of the planet by 2050. The report, compiled by 29 leading global companies representing 14 industries, including Syngenta, was released at the World CEO Forum in New Delhi, India.*



<b>Board of Directors</b>	S. D. Kulkarni Andrew Guthrie P. K. Apte Timon Sartorius Akshaya Kamath Piyush Mehta	Chairman Vice Chairman President & Managing Director Director (From May 21, 2009) Executive Director (From September 1, 2009) Whole Time Director (From May 4, 2010)
<b>Company Secretary</b>	Bhaskar Chandran	
<b>Statutory Auditors</b>	M/s. S. R. Batliboi & Co.	
<b>Internal Auditors</b>	M/s. Mahajan Aibara and Co.	
<b>Bankers</b>	Citibank NA Deutsche Bank HSBC Bank	
<b>Registered Office</b>	Amar Paradigm, S.N. 110/11/3 Baner Road, Pune 411 045	
<b>Works/Plants</b>	Santa Monica Works Corlim, Ilhas, Goa 403 110  Ranebennur Plant Survey no. 39-1A/1B/2B, Kajjari-Asundi Road, Ranebennur – 581 115  Nutankal Plant Survey no. 660, Nutankal Village – 501 401 Medchal Mandal, Rangareddy District, Andhra Pradesh	
<b>Registrar &amp; Transfer Agents</b>	M/s. Sharepro Services (India) Private Limited 13 AB Samhita Warehousing Complex, 2 <sup>nd</sup> Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai 400 072 Tel: 022- 67720330, 67720400 Fax: 022- 28591568 Email: <a href="mailto:sharepro@shareproservices.com">sharepro@shareproservices.com</a>	

**Annual General Meeting**  
**Thursday, September 30, 2010 at 11.00 a.m.**  
**Yashwantrao Chavan Academy of Development**  
**Administration (YASHADA), Rajbhavan Complex,**  
**Baner Road, Pune 411 007**

Members are requested to bring their copy of the Annual Report to the meeting. Members are also requested to direct all correspondence relating to shares to the Company's Registrar and Transfer agents, M/s. Sharepro Services (India) Private Limited, at the address above, quoting their folio numbers and in case their shares are held in dematerialized form, quoting the Client ID Number and the DP ID Number

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## NOTICE

NOTICE is hereby given that the Eleventh Annual General Meeting of the Members of Syngenta India Limited will be held at the Yashwantrao Chavan Academy of Development Administration (YASHADA), Rajbhavan Complex, Baner Road, Pune 411 007 on Thursday, September 30, 2010 at 11. 00 a.m. to transact the following business:

1. To receive, consider, approve and adopt the audited Profit and Loss Account for the year ended March 31, 2010, the Balance Sheet as at that date and the reports of the Directors and the auditors thereon.
2. To declare dividend for the year ended March 31, 2010.
3. To elect a Director in place of Mr. S. D. Kulkarni, who retires by rotation and being eligible, offers himself for reappointment.
4. To elect a Director in place of Mr. Andrew Wallace Guthrie, who retires by rotation and being eligible, offers himself for reappointment.
5. To re-appoint M/s. S. R. Batliboi and Co., Chartered Accountants, as the statutory auditors of the Company, to hold office from the conclusion of the ensuing Annual General Meeting until conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

### SPECIAL BUSINESS

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

“RESOLVED THAT Mr. Timon Karl Sartorius be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

“RESOLVED THAT in accordance with the provisions of section 257 and other applicable provisions, if any, of the Companies Act, 1956 read with the Articles of Association of the Company, Mr. Akshaya Manjunath Kamath, who was appointed as an Additional Director of the Company with effect from September 1, 2009 and who holds the office until the date of Annual General Meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

“RESOLVED THAT in accordance with the provisions of section 257 and other applicable provisions, if any, of the Companies Act, 1956 read with the Articles of Association of the Company Mr. Piyush Chatursinha Mehta, who was appointed as an Additional Director with effect from May 4, 2010 and who holds the office until the date of Annual General Meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

“RESOLVED THAT subject to Section 198, 269, 309 and other applicable provisions, if any read with the Schedule XIII of the Companies Act, 1956 and provisions of the Article of Association of the Company, the consent of the members be and is hereby accorded to the appointment of Mr. Akshaya Manjunath Kamath as an Executive Director of the Company for a period of five years with effect from September 1, 2009, on terms and conditions (including remuneration to be paid to him) as set out in the Agreement entered into between the Company and Mr. Akshaya Manjunath Kamath, with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or Agreement, in such manner as may be agreed to between the Board of Directors and Mr. Akshaya Manjunath Kamath within and in accordance with the limit prescribed in Schedule XIII of the Companies Act, 1956 or any amendment thereto.

FURTHER RESOLVED THAT subject to the approval of Central Government, if necessary, in the event of any absence or inadequacy of net profit in any financial year, the remuneration as decided by the Board shall be paid as minimum remuneration.

FURTHER RESOLVED THAT Mr. Akshaya Manjunath Kamath shall have substantial powers of management over the Seeds Division of the Company, and such other powers as may be vested in him by the Board from time to time, except in the matters which may be specifically required to be exercised by the Board either by the Companies Act, 1956 or by the Articles of Association of the Company and that Mr. Akshaya Manjunath Kamath shall also do and perform all other acts and things which, in the ordinary course of business, he may consider necessary and proper in the interest of the Company.

FURTHER RESOLVED THAT for the purposes of giving effect to this resolution and to comply with the applicable laws in relation to the same, any one of the Directors of the Company and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary."

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

"RESOLVED THAT subject to Section 198, 269, 309 and other applicable provisions, if any read with the Schedule XIII of the Companies Act, 1956 and provisions of the Article of Association of the Company, the consent of the members be and is hereby accorded to the appointment of Mr. Piyush Chatursinha Mehta as the Whole Time Director of the Company for a period of three years with effect from May 4, 2010, on terms and conditions (including remuneration to be paid to him) as set out in the Agreement entered into between the Company and Mr. Piyush Chatursinha Mehta, with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or Agreement, in such manner as may be agreed to between the Board of Directors and Mr. Piyush Chatursinha Mehta within and in accordance with the limit prescribed in Schedule XIII of the Companies Act, 1956 or any amendment thereto.

FURTHER RESOLVED THAT subject to the approval of Central Government, if necessary, in the event of any absence or inadequacy of net profit in any financial year, the remuneration as decided by the Board shall be paid as minimum remuneration.

FURTHER RESOLVED THAT Mr. Piyush Chatursinha Mehta shall have substantial powers of management over the Santa Monica Plant of the Company, and such other powers as may be vested in him by the Board from time to time, except in the matters which may be specifically required to be done by the Board either by the Companies Act, 1956 or by the Articles of Association of the Company and that Mr. Piyush Chatursinha Mehta shall also do and perform all other acts and things which, in the ordinary course of business, he may consider necessary and proper in the interest of the Company.

FURTHER RESOLVED THAT for the purposes of giving effect to this resolution and to comply with the applicable laws in relation to the same, any one of the Directors of the Company and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary."

By order of the Board of Directors  
**SYNGENTA INDIA LIMITED**

Date: July 30, 2010  
Place: Pune

**Bhaskar Chandran**  
Vice President -Legal and Company Secretary

**Registered Office:**  
Amar Paradigm, S. No. 110/11/3,  
Baner Road, Pune-411045



## NOTES :

- 1) An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 pertaining to the Special Business is annexed herewith.
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FOURTY –EIGHT HOURS BEFORE THE COMMENCEMENT OF MEETING.
- 3) Members/Proxies should fill in the Attendance Slip for attending the Meeting.
- 4) The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 23, 2010 to Thursday, September 30, 2010 (both days inclusive).
- 5) Dividend, on Equity Shares for the year ended March 31, 2010, if declared at the Meeting will be paid on and from October 6, 2010.
  - (i) In respect of Shares held in physical form, to those Members, whose names appear on the Register of Members of the Company at the close of the business hours on September 30, 2010, after giving effect to all the valid transfers in physical form lodged with the Company or its Registrars and Transfer Agents on or before September 22, 2010; and
  - (ii) In respect of shares held in electronic form, on the basis of beneficial ownership as per the details furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the close of the business hours on September 22, 2010.
- 6) With a view to providing protection against fraudulent encashment of Dividend Warrants, Members holding shares in physical form are requested to furnish to the Company's Registrar and Transfer Agents, M/s. Sharepro Services (India) Private Limited, at 13 AB, Samhita Warehousing Complex, 2<sup>nd</sup> Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai- 400072, under the signature of the Sole/First joint holder, the name and address of their Bank, Branch, Pin code number and particulars of Bank account quoting their folio number to enable the Company to incorporate the said details in the Dividend Warrant. Members holding shares in electronic form are advised that address/bank details as furnished to the Company by the respective Depositories viz. NSDL and CDSL, will be printed on the Dividend Warrant. Members will appreciate that the Company will not be responsible for any loss arising out of fraudulent encashment of Dividend Warrants.
- 7) Members holding shares in physical form are requested to notify immediately any change in their address/Bank mandate/Bank Account particulars to the Company's Registrar and Transfer Agents, M/s. Sharepro Services (India) Private Limited, at 13 AB, Samhita Warehousing Complex, 2<sup>nd</sup> Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai- 400072, and in case their shares are held in electronic form, this information should be sent to the Depository Participant with whom they have their account.
- 8) Pursuant to section 205 A (5) of the Companies Act, 1956, the unpaid dividend for the year ended December 31, 2002, declared on May 30, 2003, is due for transfer to the Investor and Education and Protection Fund on August 4, 2010.
- 9) Members are entitled to make nomination in respect of shares held by them. Members desirous of making nominations are requested to send Form No. 2B duly filled in and signed by them, to the Company's Registrars and Share Transfer Agents in case the shares are held in physical form and to the concerned Depository Participant in case the shares are held in electronic form.
- 10) Members desirous of obtaining any information on the accounts and operations of the Company are requested to address their queries in writing to the Company Secretary at least seven days before the date of the meeting so that the information may be made available at the Meeting.

### **Explanatory Statement as required under section 173 (2) of the Companies Act, 1956**

In conformity with the provision of section 173 (2) of the Companies Act, 1956 the following explanatory statement sets out all the material facts relating to the special business mentioned in the Notice and should be taken as forming part of the Notice.

#### **Item No. 6**

Mr. Max Riggenschach, Director of the Company resigned from the office on May 21, 2009. Mr. Max Riggenschach was liable to retire at ensuing Annual General Meeting. Mr. Timon Karl Sartorius was appointed to fill in casual vacancy caused by resignation of Mr. Max Riggenschach under section 262 of the Companies Act, 1956 and accordingly was liable to retire by rotation at the ensuing Annual General Meeting.

The Company has received a notice in writing along with deposit of Rs. 500.00 pursuant to the provisions of section 257 (1) the Companies Act, 1956 from a Member signifying its intention to propose Mr. Timon Karl Sartorius as a candidate for the office of Director.

Mr. Timon Karl Sartorius is Regional Counsel for Syngenta Asia Pacific Pte. Ltd. based in Singapore responsible for all Legal, Intellectual Property, Tax and Security & Compliance services across the Asia Pacific (APAC) region. His previous assignments with Company were in the corporate roles for the Seeds and Crop Protection businesses. He is a Swiss citizen and studied Law at the Universities of Basel and Geneva and is admitted to the Bar in Switzerland.

The Board of Directors recommends the resolution for favourable consideration by the Members.

No other Directors except Mr. Timon Karl Sartorius are concerned or interested in the passing of the resolution.

#### **Item No. 7**

Mr. Akshaya Manjunath Kamath was appointed as an Additional Director on the Board of Directors of the Company in the meeting held on September 1, 2009 in accordance with the provisions of section 260 of the Companies Act 1956 to hold the office up to the ensuing Annual General Meeting.

The Company has received a notice in writing along with deposit of Rs. 500.00 pursuant to the provisions of Section 257 (1) the Companies Act, 1956 from a Member signifying its intention to propose Mr. Akshaya Manjunath Kamath as a candidate for the office of Director.

Mr. Akshaya Manjunath Kamath holds Bachelor's degree in Electrical Engineering and has a Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad. He also holds an MBA degree from INSEAD. He has 9 years of work experience and managed strategic projects in Syngenta Crop Protection, Asia Pacific (APAC) for 2 years before taking charge as Executive Director of Syngenta India Limited. Prior to joining Syngenta, he worked for the TATA Group in Mumbai, India as a Management Consultant. He has provided consultancy services to blue chip companies on strategy and operations assignments across various industry verticals such as automotive, chemicals, agriculture, retail and media.

The Board of Directors recommends the resolution for favourable consideration by the Members.

No other Directors except Mr. Akshaya Manjunath Kamath are concerned or interested in the passing of the resolution.

#### **Item No. 8**

Mr. Piyush Chatursinha Mehta was appointed as an Additional Director on the Board of Directors of the Company in the meeting held on May 4, 2010 in accordance with the provisions of section 260 of the Companies Act, 1956 to hold the office up to the ensuing Annual General Meeting.

The Company has received a notice in writing along with deposit of Rs. 500.00 pursuant to the provisions of Section 257 (1) the Companies Act, 1956 from a Member signifying its intention to propose Mr. Piyush Chatursinha Mehta as a candidate for the office of Director.

He holds Bachelor's degree in Chemical Engineering from UDCT, Mumbai. He is the Vice President- Manufacturing- Operations in our Santa Monica plant at Goa. His vast experience includes hi-tech chemical companies like Hindustan Level, Gharda Chemicals, Catapharma Chemicals, and Gulbrandsen Chemicals. His major strengths include leading all business processes technical and operational, innovation and improvement and adaption of modern techniques in all spheres of manufacturing operations.

The Board of Directors recommends the resolution for favourable consideration by the Members.

No other Directors except Mr. Piyush Chatursinha Mehta are concerned or interested in the passing of the resolution.