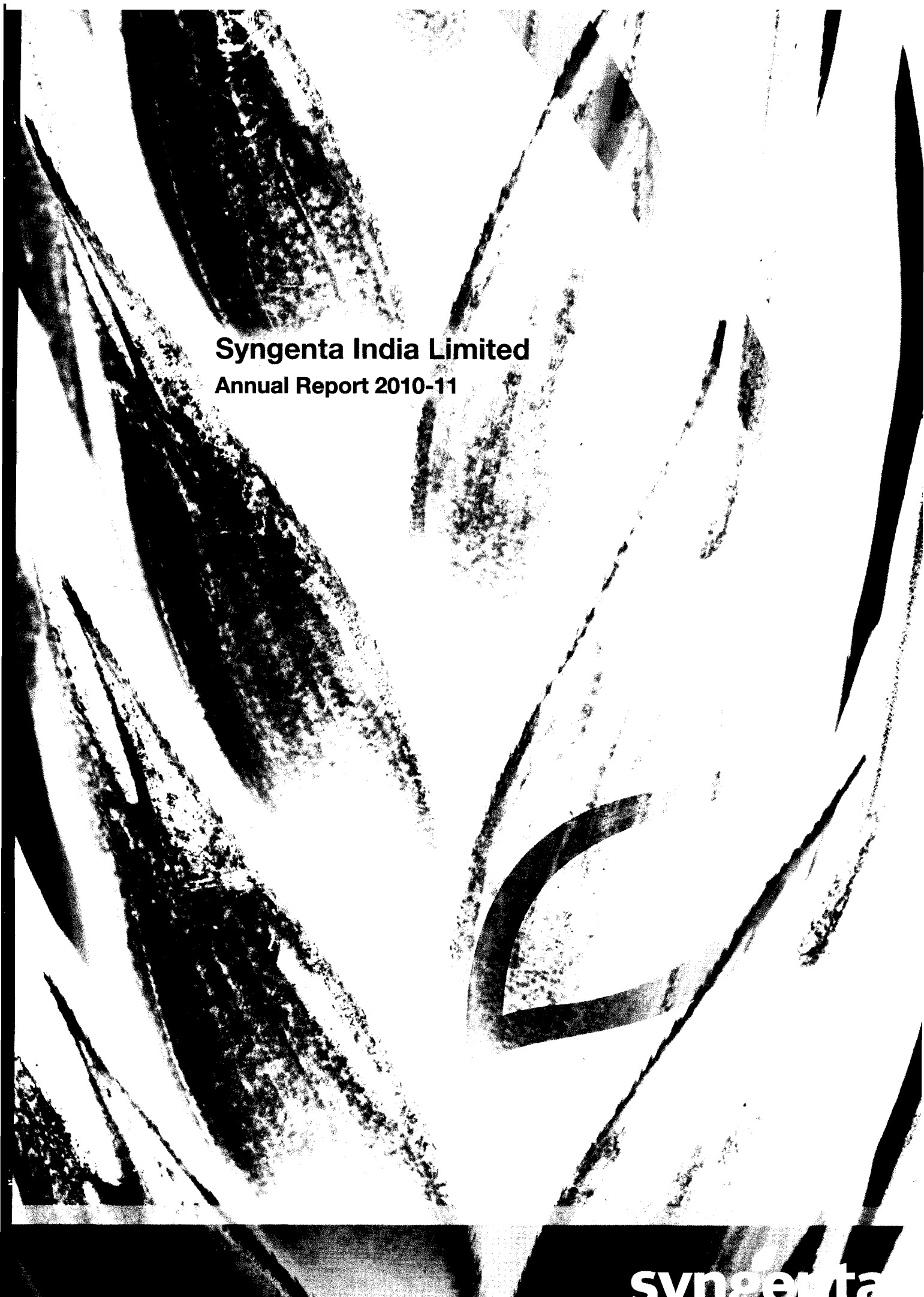
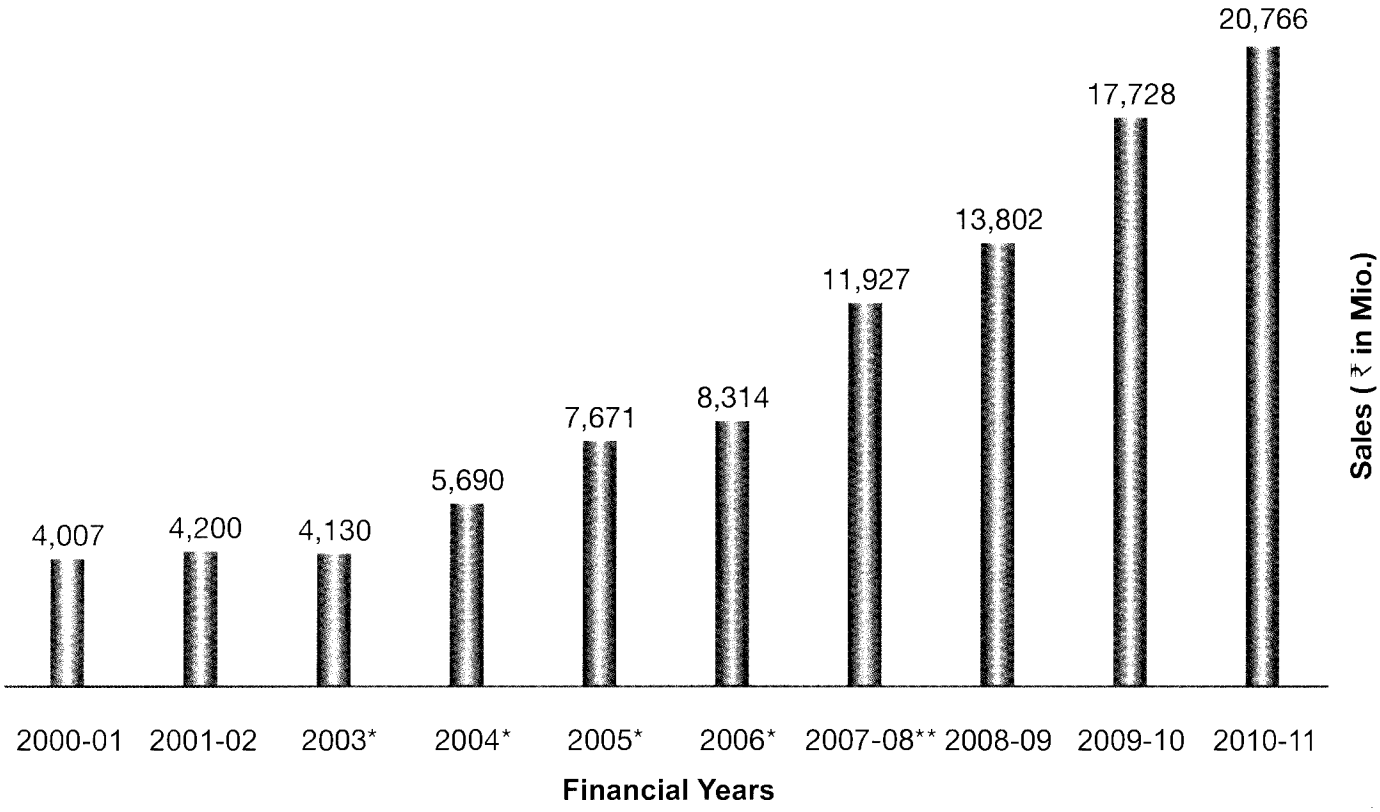
Syngenta India Limited

Annual Report 2010-11



syngenta

In its present form, Syngenta is a young company. But it stems from an industrial tradition going back almost 250 years. We are proud of that heritage and of the many milestones en route to today's leading position worldwide.



Creating value for our customers

Integrate

We are bringing together our world leading Crop Protection portfolio and our broad Seeds platform to develop a fully integrated offer on a global crop basis.

Innovate

We will harness our knowledge of agriculture and our understanding of growers to deliver game-changing technologies which will drive land productivity.

Outperform

Our aim is to gain market share across our combined businesses and to create value for our shareholders by first creating value for our customers.

Contributing to food securities

Scarcity of water, energy and land is expected to define food production in the coming decades. This will increase the existing pressure on farmers, who are working to meet the world's needs for food, fuel and fiber. Demand for food has long exceeded

supply in some regions. Every day, almost 1 billion people go to bed hungry. With the global population expected to reach 9 billion by 2050, this figure could rise if action is not taken.

Integrated solutions for today's farmer

Through our world-class science, leading portfolio of crop solutions and strong presence in all agricultural markets, we are uniquely positioned to help growers

around the world to grow more from less.

Engagement

We aim to create shared value for all our stakeholders through fostering partnerships and open dialogue.

Business ethics

Our code of conduct commits us to maintain high ethical standards in ali business practices, and we promote a culture of transparency.

Health, safety and environment

We are committed to the highest safety and environmental standards for the production, handling and disposal of our products, and we support our business partners in adopting comparable standards.

Grow more from less

Syngenta believes that farmers can produce enough to meet the world's needs for food, fuel and fiber and safeguard the only planet we have for future generations – if we take a system-wide approach that links technology, land and people. These three elements build the foundation for a sustainable production system in which technology enables better solutions for farmers to increase productivity and profitability, to increase resource efficiency, and help reach food security.

Addressing growers' needs

Syngenta uses its expertise in plant breeding, crop protection and seed care to deliver solutions designed to bring plant potential to life. Whether they grow corn or rice, vegetables or flowers, farmers around the world trust Syngenta to help them produce healthy, premium crops and minimize the use of precious natural resources.

P. K. Apte	Non-Executive Chairman
Akshaya M. Kamath	Managing Director
Peter Pickering	Additional Director
Bhaskar Chandran	Whole-time Director
Govind Bene	Whole-time Director
Piyush Mehta	Whole-time Director

Tapan K. Parida

M/s. S. R. Batliboi & Co.

M/s. S. K. Parekh & Co.

Citibank NA
Deutsche Bank
HSBC Bank

Amar Paradigm, S.N. 110/11/3
Baner Road, Pune - 411 045
Maharashtra

Santa Monica Works
Corlim - 403 110
Ilhas, Goa

Ranebennur Plant
Survey no. 39-1A/1B/2B,
Kajjari-Asundi Road,
Ranebennur – 581 115
Karnataka

Nuthankal Plant
Survey No. 660,
Nuthankal Village - 501 401
Medchal Mandal, Rangareddy District,
Andhra Pradesh

M/s Sharepro Services (India) Private Limited
13 AB Samhita Warehousing Complex, 2nd Floor
Near Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road,
Sakinaka, Andheri (E) Mumbai 400 072
Tel: 022- 67720330, 67720400
Fax: 022- 28591568
Email: sharepro@shareproservices.com

Twelfth Annual General Meeting

Wednesday, September 28, 2011 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 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 is hereby given that the Twelfth Annual General Meeting of the Members of Syngenta India Limited will be held at Yashwantrao Chavan Academy of Development Administration (YASHADA), Rajbhavan Complex, Baner Road, Pune 411 007 on Wednesday, September 28, 2011 at 11.00 a.m. to transact the following business:

1. To receive and adopt the audited Profit and Loss Account for the year ended March 31, 2011 and the Balance Sheet as at that date together with the reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend for the year ended March 31, 2011.
3. To appoint a Director in place of Mr. Piyush Mehta, who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr. P. K. Apte, who retires by rotation and is eligible for re-appointment.
5. To re-appoint M/s. S. R. Batliboi and Co., Chartered Accountants, as the Statutory Auditors of the Company and fix their remuneration.
6. 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 provisions of Articles of Association of the Company, Mr. Peter Pickering, who was appointed as an Additional Director of the Company with effect from April 1, 2011 and holds the office until the date of the ensuing Annual General Meeting, 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 provisions of Articles of Association of the Company, Mr. Bhaskar Chandran, who was appointed as an Additional Director of the Company with effect from April 1, 2011 and holds the office until the date of the ensuing 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 provisions of Articles of Association of the Company, Mr. Govind Bene, who was appointed as an Additional Director of the Company with effect from April 1, 2011 and holds the office until the date of the ensuing 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 pursuant to the provisions of Section 198, 269, 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 ("the Act") and any statutory modification thereto or re-enactment thereof, and subject to the provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the appointment and terms of remuneration payable to Mr. Bhaskar Chandran as Whole - Time Director of the Company for the period from April 1, 2011 to March 31, 2014, upon the terms and conditions including remuneration to be paid in the event of inadequacy of profits in any financial year, as set out in the Agreement entered into between the Company and Mr. Chandran, with authority to the Board of Directors ("the Board", which term shall include any committee of the Board) and 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 and Mr. Chandran."

   "FURTHER RESOLVED THAT for the purpose of giving effect to this resolution and to comply with the applicable laws in relation to the same, any one of the Directors 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 pursuant to the provisions of Section 198, 269, 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 ("the Act"), and any statutory modification thereto or re-enactment thereof, and subject to the provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the appointment and terms of remuneration payable to Mr. Govind Bene as Whole - Time Director of the Company for the period from April 1, 2011 to March 31, 2014, upon the terms and conditions including remuneration to be paid in the event of inadequacy of profits in any financial year, as set out in the Agreement entered into between the Company and Mr. Bene, with

authority to the Board of Directors ("the Board", which term shall include any committee of the Board) and 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 and Mr. Bene."

"FURTHER RESOLVED THAT for the purpose of giving effect to this resolution and to comply with the applicable laws in relation to the same, any one of the Directors 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."

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

"RESOLVED THAT subject to the approval of Central Government and in accordance with the provisions of Section 198, 269, 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 ("the Act"), and any statutory modification thereto or re-enactment thereof, the consent of the Members be and is hereby accorded to the appointment and terms of remuneration payable to Mr. Akshaya M. Kamath as Managing Director of the Company for the period commencing from May 1, 2011 to March 31, 2014, upon the terms and conditions including remuneration to be paid in the event of inadequacy of profits in any financial year, as set out in the Agreement entered into between the Company and Mr. Kamath, with authority to the Board of Directors ("the Board", which term shall include any committee of the Board) and 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 and Mr. Kamath."

"FURTHER RESOLVED THAT for the purpose of giving effect to this resolution and to comply with the applicable laws in relation to the same, any one of the Directors 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."

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

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 ("the Act"), and any statutory modification thereto or re-enactment thereof, and subject to the provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the appointment and terms of remuneration payable to Mr. P. K. Apte as Managing Director of the Company for the period from November 10, 2010 to April 30, 2011, upon the terms and conditions including remuneration to be paid in the event of inadequacy of profits in any financial year, as set out in the Agreement entered into between the Company and Mr. Apte, with authority to the Board of Directors ("the Board", which term shall include any committee of the Board) and 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 and Mr. Apte."

"FURTHER RESOLVED THAT for the purpose of giving effect to this resolution and to comply with the applicable laws in relation to the same, any one of the Directors 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."

13. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of section 309 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the members of the Company at the ensuing Annual General Meeting, the Non - Executive Director(s) of the Company (other than the Managing Director and Whole Time Directors) be paid, remuneration, not exceeding 1% (one percent) of the net profit of the Company computed in the manner referred to in section 309 (5) of the Companies Act, 1956 for a period of 5 (five) financial years commencing from the financial year 2010 subject to a ceiling of Rs. 10,00,000/- (Rupees Ten Lakhs) per financial year as the Board of Directors of the Company may determine from time to time."

By order of the Board of Directors
SYNGENTA INDIA LIMITED

Date: August 10, 2011
Place: Pune

Tapan K. Parida
Head - Compliance and Company Secretary

Registered Office:
Amar Paradigm, S. No. 110/11/3,
Baner Road, Pune-411 045

NOTES :

1) An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 pertaining to the business at item no. 6 to 13, as set out in the Notice above are annexed hereto.

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 48 (FOURTY–EIGHT HOURS) BEFORE THE COMMENCEMENT OF THE 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 22, 2011 to Wednesday, September 28, 2011 (both days inclusive).

5) Dividend, if declared at the Annual General Meeting will be paid on and from October 4, 2011 to those members whose names appear on the Register of Members of the Company, after giving effect to valid transfers in respect of the Shares lodged with the Company on or before the close of business hours on September 21, 2011 or to their mandates. The dividend in respect of Shares held in electronic form would be payable to the beneficial owners of Shares recorded with the Depositories as of the end of September 21, 2011 as per details furnished by the Depositories for the purpose.

6) With a view to provide 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 13AB, Samhita Warehousing Complex, 2nd 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 numbers 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 13AB, Samhita Warehousing Complex, 2nd 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) Members are entitled to make nomination in respect of shares held by them. Members desirous of making nominations are requested to write 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.

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. Peter Pickering was appointed as an Additional Director on the Board of the Company with effect from April 1, 2011 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) of the Companies Act, 1956 from a Member signifying its intention to propose Mr. Pickering as a candidate for the office of Director.

Mr. Pickering holds a Bachelor of Science degree in Agriculture and holds professional degree in Business Management as well. He has more than 30 years experience in business, sales and strategy development, most of which has been closely centered on agriculture and in particular, seeds and agronomy. He has occupied senior management roles with responsibilities across Africa, Europe, the Middle East and Asia.

Prior to joining Syngenta in early 2009 as Head of Seeds for Asia Pacific, he spent 12 years with global seeds company Pioneer Hi-Bred International in a variety of roles including Regional Director for Asia Pacific, Regional Director for Africa and the Middle East, and a number of senior roles in Africa.

He has also worked in the animal feed and consumer goods industries and have commenced his career working for Africa based Fed Foods group in agricultural operations.

The Board of Directors commends the resolution of the accompanying notice for approval of members of the Company.

No other Directors except Mr. Pickering are concerned or interested in the passing of the resolution.

Item No. 7 & 9

Mr. Bhaskar Chandran was appointed as an Additional Director on the Board of the Company with effect from April 1, 2011 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) of the Companies Act, 1956 from a Member signifying its intention to propose Mr. Chandran as a candidate for the office of Director.

The Board also appointed Mr. Chandran as Whole-Time Director for a period of three years from April 1, 2011 to March 31, 2014 subject to approval of Members on the terms and conditions as set out in the agreement executed between the Company and Mr. Chandran. An abstract of the terms of appointment pursuant to Section 302 of the Companies Act, 1956 is being circulated to the Members.

Mr. Chandran is a Law Graduate and Company Secretary. He joined Syngenta from Monsanto as VP- Legal from November 2009. He has the overall responsibility for legal functions related to Crop Protection and Seeds in South Asia. He has an overall experience of 24 years in the fields of Biotechnology, Power, Telecom, Pharmaceuticals and Steel and has been responsible for legal, compliance, secretarial and project execution.

Members' approval is required for the appointment and payment of remuneration to Mr. Chandran as Whole-Time Director of the Company with effect from April 1, 2011.

The Board of Directors commends the resolutions at item nos. 7 & 9 of the accompanying notice for approval of members of the Company.

No other Directors except Mr. Chandran are concerned or interested in the passing of the resolutions.

Item No. 8 & 10

Mr. Govind Bene was appointed as an Additional Director on the Board of the Company with effect from April 1, 2011 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) of the Companies Act, 1956 from a Member signifying its intention to propose Mr. Bene as a candidate for the office of Director.

The Board also appointed Mr. Bene as Whole-Time Director for a period of three years from April 1, 2011 to March 31, 2014 subject to approval of Members on the terms and conditions as set out in the agreement executed between the Company and Mr. Bene. An abstract of the terms of appointment pursuant to Section 302 of the Companies Act, 1956 is being circulated to the Members.

Mr. Bene is a Chartered Accountant. He has an overall experience of 25 years in the areas of direct and indirect taxation, supply chain finance controlling including the driving for lean manufacturing set up, team capability projects etc. He has worked in different roles in accounting, taxation, supply chain, corporate finance and now heads the finance shared services since 2011 and is responsible for management of direct and indirect taxation, compliance, controls and accounting.

Members' approval is required for the appointment and payment of remuneration to Mr. Bene as Whole-Time Director of the Company with effect from April 1, 2011.

The Board of Directors commends the resolutions at item nos. 8 &10 of the accompanying notice for approval of members of the Company.

No other Directors except Mr. Bene are concerned or interested in the passing of the resolutions.

Item No. 11

Mr. Akshaya M. Kamath was appointed as Managing Director for the period commencing from May 1, 2011 to March 31, 2014 subject to approval of Central Government and Members of the Company on the terms and conditions as set out in the agreement executed between the Company and Mr. Kamath. An abstract of the terms of appointment pursuant to Section 302 of the Companies Act, 1956 is being circulated to the Members.

Mr. 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.

Mr. Kamath is having more than 11 years of work experience in the area of Strategic Management for Crop Protection and Seeds Business. He joined Syngenta Group in the year 2005 and managed strategic projects in Syngenta Crop Protection, Asia Pacific (APAC) for 2 years. He was heading South Asia Seeds Business since 2007 before taking charge as Executive Director of Syngenta India Limited for the period from September 2009 to October 2010 and thereafter as Director of the Company.

Prior to joining Syngenta, Mr. Kamath worked in TATA Strategic Management Group, (a TATA Group Company) in Mumbai, India as a Management Consultant. He was involved as a senior consultant in providing consultancy services to blue chip companies on strategy and operations assignments across various industry verticals such as automotive, chemicals, agriculture, retail and media.

Members' approval is required for the appointment and payment of remuneration to Mr. Kamath as Managing Director of the Company with effect from May 1, 2011.

The Board of Directors commends the resolution at item no. 11 of the accompanying notice for approval of members of the Company.

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

Item No. 12

Mr. P. K. Apte was re - appointed as Managing Director with effect from November 10, 2010 for a period of five years subject to approval of Members on the terms and conditions as set out in the agreement executed between the Company and Mr. Apte. An abstract of the terms of appointment pursuant to Section 302 of the Companies Act, 1956 was circulated to the Members. On cessation as the Managing Director with effect from April 30, 2011, Mr. Apte was appointed as Non – Executive Chairman of the Company with effect from May 1, 2011.

Members' approval is required for the appointment and payment of remuneration to Mr. Apte as Managing Director of the Company for a period from November 10, 2010 to April 30, 2011.

The Board of Directors commends the resolution at item no. 12 of the accompanying notice for approval of members of the Company.