



## NOTICE

NOTICE is hereby given that the 59<sup>th</sup> Annual General Meeting of Bayer CropScience Limited will be held on Wednesday, August 23, 2017 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, 2017 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, 2017.
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. Appointment of Statutory Auditors:

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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (ICAI Firm Registration No. 117366W/W-100018) be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s. Price Waterhouse, Chartered Accountants, the retiring Auditors) for a term of five years commencing from the conclusion of 59<sup>th</sup> Annual General Meeting of the Company till the conclusion of 64<sup>th</sup> Annual General Meeting to be held in 2022 (subject to ratification of their appointment by the Members at every Annual General Meeting) on such remuneration plus taxes as applicable, out-of-pocket expenses etc. as may be mutually agreed upon by the Board of Directors and the Auditors.

**RESOLVED FURTHER THAT** the Vice Chairman & Managing Director and Chief Executive Officer or Executive Director and Chief Financial Officer or the Company Secretary of the Company be and are hereby authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

### SPECIAL BUSINESS:

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

### 5. Appointment of Dr. (Ms.) Miriam Colling-Hendelkens (DIN: 07839649) as a Director of the Company:

#### As an Ordinary Resolution:

**"RESOLVED THAT** Dr. (Ms.) Miriam Colling-Hendelkens (DIN: 07839649) who was appointed as an Additional Director of the Company with effect from June 06, 2017 by the Board of Directors and holds office up to the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 ("the Act") read with Article 153 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 candidature of Dr. (Ms.) Miriam Colling-Hendelkens for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Vice Chairman & Managing Director and Chief Executive Officer or the Executive Director and Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to sign and file the prescribed forms, returns, documents, applications and deeds with all authorities including the Registrar of Companies, Maharashtra, along with the requisite fees in respect of the said appointment."

### 6. 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, 2018, 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."

### 7. Approval of transaction with Bayer AG:

#### As an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company be and is hereby accorded to the Board of Directors (including its Committee thereof), to enter into material contract(s)/arrangement(s)/transaction(s) with Bayer AG, a Related Party as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of the SEBI Listing Regulations, for purchase of goods, sale of goods, professional and support services, recoveries and other obligations, if any, on such terms and conditions as

may be mutually agreed upon between the Company and Bayer AG and as given under the statement setting out the material facts annexed to this Notice, for Item No 7.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, and to finalize the terms and conditions as may be considered necessary, in order to give effect to this resolution.”

#### 8. Approval of transaction with Bayer Vapi Private Limited:

##### As an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company be and is hereby accorded to the Board of Directors (including its Committee thereof), to enter into material contract(s)/arrangement(s)/transaction(s) with Bayer Vapi Private Limited (“BVPL”), a Related Party as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of the SEBI Listing Regulations, for purchase of goods, sale of goods, professional and support services, recoveries, rent income/expenses and other obligations, if any, on such terms and conditions as may be mutually agreed upon between the Company and BVPL and as given under the statement setting out the material facts annexed to this Notice, for Item No. 8.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, and to finalize the terms and conditions as may be considered necessary, in order 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, 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 Companies Act, 2013, 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 (“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 09, 2017 to Wednesday, August 23, 2017 (both days inclusive).
5. The dividend of ₹ 17.00 per Equity Share, as recommended by the Board of Directors, if declared at the ensuing 59<sup>th</sup> Annual General Meeting to be held on Wednesday, August 23, 2017 will be paid on or after Monday, August 28, 2017:
  - (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 08, 2017, 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 08, 2017 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
7. Members holding shares in physical form are requested to notify / send the following to TSRDL on or before Tuesday, August 01, 2017 in order to facilitate better service:



- (i) any change in their address / mandate / bank details;
  - (ii) particulars of their core bank account number in case the same have not been sent earlier; and
  - (iii) share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.
8. Members holding shares in the dematerialised form are requested to intimate all changes pertaining to their bank details including their Core Banking Account No. MICR and IFS Code, nominations, power of attorney, change of address / name etc. to their Depository Participant only and not to the Company / TSRDL. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and TSRDL to provide efficient and better service to the members.
9. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or TSRDL for assistance in this regard.
10. The Ministry of Corporate Affairs has vide notification dated September 05, 2016 brought into force certain provisions of Sections 124 and 125 of the Companies Act, 2013 ("the Act") and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") with effect from September 07, 2016 including amendments thereof. Pursuant to the provisions of Section 124 of the Act the dividend which remains unclaimed / unpaid for a period of seven years from the date of the transfer to the unpaid dividend account of the Company is required to be transferred to the IEPF Account of the Central Government.
- Further, pursuant to the provisions of Section 124 of the Act and the IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF Account within thirty days of such shares becoming due for transfer to IEPF.
- The members/claimants whose shares, unclaimed dividend, sale proceeds of fractional shares etc. have been transferred to IEPF may claim their shares or apply for refund by making an application to the IEPF Authority in Form IEPF-5.
- Members are requested to claim all the unpaid/unclaimed dividend to avoid transfer of dividend or shares as the case may be to the IEPF Account and are requested to contact TSRDL, the Registrar and Share Transfer Agent of the Company for claiming the dividend. The details of the unclaimed dividends are available on the Company's website at [www.bayer.in](http://www.bayer.in) and Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).
- 11. Members are requested to note that the dividend declared in September, 2010 is due to be transferred to IEPF in November, 2017.**
12. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to TSRDL.
13. Members can avail the facility of nomination in respect of physical shares held by them by sending their nomination in the prescribed form duly filled in to TSRDL, quoting their respective Folio Nos., Certificate Nos. and Distinctive Nos.
14. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days during normal business hours up to and including the date of the Annual General Meeting.
15. **To receive shareholders' communications through electronic means, including Annual Reports and notices, members are requested to register their e-mail address(es) and changes therein from time to time, by directly sending the relevant e-mail address alongwith details of name, address, Folio No. and number of shares held:**
- (i) **to TSRDL, for shares held in physical form; and**
  - (ii) **in respect of shares held in dematerialised form, also provide DP ID / Client ID with the above details and register the same with their respective Depository Participants.**
16. In compliance with the provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- The facility for electronic voting shall be made available at the AGM venue and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
- The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- The remote e-voting period commences on Saturday, August 19, 2017 (IST 9:00 a.m.) and ends on Tuesday, August 22, 2017 (IST 5:00 p.m.). During this period, members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, August 16, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The instructions for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- i. Open email and open PDF file viz; "Bayer remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.  
(NOTE: Shareholders already registered with NSDL for e-voting will not receive the pdf file "Bayer remote e-voting.pdf".)
  - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
  - iii. Click on Shareholder - Login
  - iv. Put user ID and password as initial password noted in step (i) above. Click Login.
  - v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - vii. Select "EVEN" (E-voting Event Number) of Bayer CropScience Limited which is 106465. Now you are ready for remote e-voting as Cast Vote page opens.
  - viii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - ix. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - x. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xi. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [navnitlb@nlba.in](mailto:navnitlb@nlba.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participants(s)) :
- i. Initial password is provided in the enclosed attendance slip: EVEN (Remote e-voting Event Number), User ID and password
  - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above, to cast vote.
- C. Other Instructions:
- i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990.
  - ii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.
  - iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - iv. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Wednesday, August 16, 2017.
  - v. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, August 16, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - vi. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) or contact NSDL at the following toll free no.: 1800-222-990.
  - vii. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
  - viii. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
  - ix. Mr. N. L. Bhatia, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting conducted at the AGM venue in a fair and transparent manner.
  - x. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting electronically for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  - xi. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the



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Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- xii. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at [www.bayer.in](http://www.bayer.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By Order of the Board of Directors

**Rajiv Wani**  
Head - Law, Patents & Compliance  
& Company Secretary

Thane, June 06, 2017

Registered Office:  
Bayer House, Central Avenue,  
Hiranandani Estate,  
Thane (West) - 400 607  
CIN: L24210MH1958PLC011173

**ANNEXURE TO NOTICE:****INFORMATION ON DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI LISTING REGULATIONS:****Mr. Peter Mueller (DIN: 03582162)**

Mr. Peter Mueller (Age: 57 years) who retires by rotation being eligible has offered himself for re-appointment.

**Brief Profile:**

Mr. Mueller joined Bayer AG as a commercial trainee in 1979 and spent two years in Corporate Auditing thereafter. He then moved to Japan where he worked for seven years with three Bayer subsidiaries in the field of Finance & Accounting. After a further period of three years at the German Bayer headquarters in Central Controlling, Mr. Mueller became the Deputy General Manager of Bayer's newly founded holding company in Beijing, China. In the following five years, he established the administrative country platform and helped to negotiate and finance twelve joint venture companies. Mr. Mueller joined the Finance Division at Bayer AG as Head of Corporate Financial Controlling in 1999 before being appointed the Head of Corporate Finance in 2002 and Head of Finance in 2011.

Mr. Mueller is a Director on the Board of Bayer Nordic SE. He is member of the Supervisory Board of Bayer Pensionkasse, Pallas Versicherung AG, Bayer CropScience AG, Bayer Pharma AG and member of the Shareholders Committee of Bayer Real Estate.

He does not hold any shares in the company in which he is a Director.

**Dr. (Ms.) Miriam Colling-Hendelkens (DIN: 07839649)**

Dr. (Ms.) Miriam Colling-Hendelkens (Age: 45 years) had been appointed as an Additional Director of the Company with effect from June 06, 2017. She holds office till the ensuing Annual General Meeting and being eligible, offers herself for appointment.

**Brief Profile:**

Dr. (Ms.) Miriam Colling-Hendelkens started her professional career in the year 2002 and joined Bayer as a trainee in the Patent Department of Bayer Chemistry AG which later on had been carved-out as Lanxess GmbH. In 2005, she moved back to Bayer and joined the IP team of the Bayer affiliated company H.C. Starck GmbH where she was responsible for the conductive polymer IP portfolio.

In 2006, she took over a Senior Patent Counsel position within the IP team of Bayer MaterialScience AG supporting the business unit polyurethanes and polycarbonates and later on working as the strategic IP key account for the functional films organization. After restructuring of the Germany based IP Community and foundation of the Bayer IP GmbH in 2012 she took over the role as Head of Patents Disease Control within the CropScience group. Since May 2016 she is heading department - Patents CropScience with global responsibility for Bayer's CropScience IP organization. She is qualified as a German and European Patent Attorney.

She does not hold any shares in the company in which she is a Director.

**THE FOLLOWING EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT") SETS OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS MENTIONED IN ITEM NO. 4 TO 8 IN THE ACCOMPANYING NOTICE DATED JUNE 06, 2017:****Item No. 4: This Explanatory Statement is provided as additional information though not mandatory as per Section 102 of the Act.**

Pursuant to the provisions of Section 139 of the Act read with the applicable rules framed thereunder, M/s. Price Waterhouse, the present Statutory Auditors of the Company complete their term as the Statutory Auditors of the Company at the ensuing 59<sup>th</sup> Annual General Meeting of the Company.

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, having ICAI Firm Registration No. 117366W/W-100018, has been appointed as the Statutory Auditors of the Company for a term of five years commencing from the conclusion of the 59<sup>th</sup> Annual General Meeting till the conclusion of the 64<sup>th</sup> Annual General Meeting, subject to ratification by the members at every Annual General Meeting till the period as mentioned above on a remuneration plus applicable taxes, out of pocket expenses, etc. incurred in connection with the Audit as may be decided by the Board of Directors. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

The Board recommends the resolution at Item No. 4 for the approval of the members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of this resolution.

**Item No. 5:**

The Board of Directors based on the recommendation of the Nomination & Remuneration Committee of the Company had appointed Dr. (Ms.) Miriam Colling-Hendelkens (DIN: 07839649) as an Additional Director of the Company with effect from June 06, 2017. Pursuant to Section 161 of the Companies Act, 2013 ("the Act") read with Article 153 of the Articles of Association of the Company, Dr. Colling-Hendelkens holds office of Director upto the date of this Annual General Meeting and is eligible for appointment as a Director. The Company has received a notice in writing under Section 160 of the Act from a member signifying the intention to propose the name of Dr. Colling-Hendelkens as a candidate for the office of director.

Except Dr. Colling-Hendelkens, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing of this resolution.

The Board of Directors recommends the appointment of Dr. Colling-Hendelkens as a Director of the Company and passing of the Ordinary Resolution set out at Item No.5 of the Notice for approval by the members.



**Item No. 6:**

The Board, on the recommendation of the Audit Committee, had approved the appointment of M/s. D.C. Dave & Co., Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for "Insecticides" for the financial year ending March 31, 2018 for a remuneration of ₹ 0.55 (Rupees point five five Millions only) plus taxes as applicable and out of pocket expenses incurred by them for the purpose of audit for the Financial Year 2017-18. A Certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the Registered Office of the Company during business hours on all working days till the date of the Annual General Meeting and shall also be available at the Meeting.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of this resolution.

The Board recommends the ratification of the remuneration payable to M/s. D.C. Dave & Co., Cost Accountants, for the Cost Audit and passing of the Ordinary Resolution as set out at Item No. 6.

**Item No.7:**

Bayer AG is the ultimate holding company of Bayer CropScience Limited. Bayer AG is focusing entirely on its Life Sciences Business, with the three divisions Pharmaceuticals, Consumer Health and Crop Science. In this context, the existing Bayer structure of strategic management holding company Bayer AG with operational subgroups such as Bayer CropScience AG ("BCS AG") is currently replaced by an integrated organisation, in which Bayer AG will directly control the operating business of all the three divisions.

Bayer AG and BCS AG have signed a Business Lease Agreement (this "Agreement"). Business Lease allows Bayer AG to operate in the market under a single Bayer brand. The said Agreement authorized Bayer AG to conduct BCS AG's operational business and to receive all proceeds, in lieu of Bayer AG paying the lease fee. In view of this Agreement, all the transactions of BCS AG stand transferred to Bayer AG with effect from January 01, 2017.

The Shareholders have approved the related party transaction with BCS AG to the extent of ₹ 18,000/- Millions at the Annual General Meeting dated September 15, 2015. In view of the structural changes as mentioned above, all the transactions currently undertaken by BCS AG would now move to Bayer AG and hence the transaction with Bayer AG are likely to exceed 10% of the annual turnover of the Company as per the last audited financial statements of the Company and may exceed the materiality threshold as prescribed under Regulation 23 of the SEBI Listing Regulations. Thus, in terms of the said Regulations, these transactions would require the approval of the members by way of an Ordinary Resolution.

The particulars of the contracts/transactions/arrangements are as under:

Particulars	Information
Name of the related party	Bayer AG
Name of the Director or Key Managerial Personnel who is related, if any	None
Nature of relationship	Ultimate Holding company
Material Terms of contract/arrangements/transaction	Purchase of goods, Sale of goods (exports), recoveries, professional and support services and other obligations, if any
Monetary value of the Contract	Not exceeding ₹ 18,000 Millions in each financial year
Whether the transactions have been approved by the Audit Committee	Yes
Are the transactions in the ordinary course of business	Yes
Whether the transactions would meet the arm's length standard in the opinion of the Company's Transfer Pricing consultants	Yes
Any other Information relevant or important for the members to make a decision on the proposed transaction	None

The Board of Directors is of the opinion that the aforesaid transactions are in the interest of the Company and therefore recommends the Ordinary Resolution as set out in Item No. 7 of the Notice for approval of unrelated members of the Company in terms of Regulation 23 of the SEBI Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution.

**Item No. 8:**

Bayer Vapi Private Limited ("BVPL") is engaged in the manufacture of active ingredients and its intermediaries for use in a wide array of agriculture and environment protection products. BVPL has the state of art facility for manufacture of various active ingredients and is also the single largest Synthetic Pyrethroids production facility in the world.

BVPL has necessary good manufacturing practices to meet the requirements for quality, technology, safety and purity as per the group standards.

Currently, the Company is purchasing certain active ingredients from BVPL. Considering the expertise and technical knowledge possessed by BVPL, the Company would also be procuring formulations from BVPL, which is manufactured under its overall supervision and control.

In view of the above arrangement, the transaction with BVPL are likely to exceed 10% of the annual turnover of the Company as per the last audited financial statements of the Company and may exceed the materiality threshold as prescribed under Regulation 23 of the SEBI Listing Regulations. Thus, in terms of the said Regulations, these transactions would require the approval of the members by way of an Ordinary Resolution.

BVPL is a party related to the Company as per the definition of Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of the SEBI Listing Regulations.

The particulars of the contracts/transactions/arrangements are as under:

Particulars	Information
Name of the related party	Bayer Vapi Private Limited (BVPL)
Name of the Director or Key Managerial Personnel who is related, if any	None
Nature of relationship	Related Party as per Section 2(76) of the Companies Act, 2013
Material Terms of contract/arrangements/transaction	Purchase of goods, sale of goods, professional and support services, recoveries, rent income/expenses, services, loan and other obligations if any
Monetary value of the Contract	Not exceeding ₹ 6,000 Millions in each financial year
Whether the transactions have been approved by the Audit Committee	Yes
Are the transactions in the ordinary course of business	Yes
Whether the transactions would meet the arm's length standard in the opinion of the Company's Transfer Pricing consultants	Yes
Any other Information relevant or important for the members to make a decision on the proposed transaction	None

The Board of Directors is of the opinion that the aforesaid transactions are in the interest of the Company and therefore recommends the Ordinary Resolution as set out in Item No. 8 of the Notice for approval of unrelated members of the Company in terms of Regulation 23 of the SEBI Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution.

By Order of the Board of Directors

**Rajiv Wani**  
Head - Law, Patents & Compliance  
& Company Secretary

Thane, June 06, 2017

Registered Office:  
Bayer House, Central Avenue,  
Hiranandani Estate,  
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CIN: L24210MH1958PLC011173