

# *Bayer CropScience Limited*

64<sup>th</sup> Annual Report  
**2021-22**

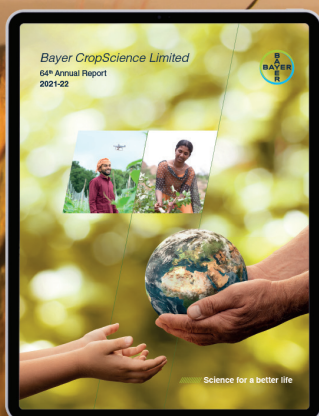


Science for a better life



### On the Annual Report cover:

Bayer is at the forefront of leading positive change in the areas of digitization, collectivization and sustainability in agriculture. Aligned with the nation's vision, the Company is focused on scaling up and introducing new interventions, with a gender-smart approach, to benefit millions of smallholders, promote women in agriculture and make Indian agriculture globally competitive.



To view the Annual Report online,  
please visit: [https://www.bayer.in/en/  
investors/annual-reports](https://www.bayer.in/en/investors/annual-reports)



# 64<sup>th</sup> Annual Report 2021-22

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# *The Future of Farming: Revolutionizing Indian Agriculture with Drones*



As of 2021, India stands 71<sup>st</sup> of 113 major countries in terms of the Food Security Index. With growing consumer demand, diminishing resources, labor shortage and disrupted life sciences and food system value chains, the agriculture sector is at a critical juncture. The industry is tasked with the responsibility to reconcile key issues in order to make strides toward farm productivity, food security and sustainability.

Fortunately, modern technology offers a multitude of potential solutions to alleviate some of the burdens faced by growers from labor shortages and low farm productivity to limited access to the know-how to mechanize agricultural processes, or to credit facilities and new technologies and thereby facilitate positive change. By augmenting investments in technological innovations and digital farming applications, food production capabilities can be enhanced. This, in turn, will increase agri productivity, leading to increased crop yields and sustainable incomes for farmers while transforming Indian agriculture and making it globally competitive.

To this end, Bayer has been working closely with the Government of India, Ministry of Agriculture and Ministry of Civil Aviation, industry bodies, regulators, policymakers and drone manufacturers over the last few years to introduce a conducive policy framework for the implementation of drone



technology in Indian agriculture. As a result of these endeavours, in 2021, Bayer became the first agrochemical company to obtain approval to conduct drone-based spraying trials at 10 R&D locations across the country.

Equipped with global insights and active collaboration with Indian academia and research institutions, Bayer has been supporting India's smallholders to drive significant value from these technological solutions. This aligns with the Company's broader commitment to spurring food security. Specifically, the organizational aim is to support 100 Million smallholder farmers in low and middle income countries by 2030 in producing enough food to feed themselves and others and enhance their incomes.

With the recent encouraging developments, Bayer has secured the first drone application labels in rice crop for two of its flagship brands Natio & Vayego in India. The recent interim approval given by the Ministry of Agriculture for agrochemical usage through drones has also created an encouraging environment for the industry. All stakeholders related to the segment are eagerly looking forward to the swift adoption of drone technology. With first labels in hand and interim approvals in place, Bayer is eyeing to commence the commercial usage of drone spraying services from Kharif 2022 for smallholders in key states.

states of Punjab, Haryana, Madhya Pradesh, Odisha, Maharashtra, Andhra Pradesh and Karnataka. This move will also benefit Farmer Producer Organizations (FPOs) and progressive farmers and provide opportunities to entrepreneurs interested in utilizing drone services for their enterprises. Bayer will support such entrepreneurs by facilitating technology access, training on technology, crop and product know-how, business support and operational training.

Based on the initial achievements of drones, its benefits have the potential to cascade across different areas of farming, with growers able to potentially explore its application capabilities in aiding multiple crops and integrated with imaging capabilities will also develop digital end-to-end solutions for smallholders.

As more growers understand and become comfortable using this technology, drones have the potential to enable sustainability in various ways, with productivity and sustainability co-existing as a result of advancing science-driven innovations. The precise, focused technique of drones ensures water use efficiency, operator safety, farm operation efficiency and addresses labor issues. Moreover, drone usage in fields is potentially a critical step in reversing the significant impact of climate change on land degradation. It can transform the vital sector, so an era of precision agriculture can take flight.

With these initiatives, Bayer moves a step closer to its digitization and sustainability goals to support smallholder farmers. The Company remains fully committed to continuing its effort to advance such technologies to help shape the future of farming in ways that benefit growers, consumers and our planet.





# Working together to create a bigger impact!



Najia Hilal, of the Sahayaka Women Producer Company Ltd.

Doubling farmers' income by 2022 is a national priority, however, a multitude of factors such as access to inputs and credit, adverse seasonal conditions, lack of credible agronomy advisory and poor market linkages continue to create hindrances in reaching this critical target. Aggregation and consolidation through Farmer Producer Organizations (FPOs) will be a critical factor in creating new growth paradigms for smallholder farmers.

FPOs have been recognized as a very effective and appropriate model that seeks to improve a farmer's own economic and social situation and that of their communities. A vibrant and strong network of FPOs not only helps to enhance farmers' income but also supports the 'ease of doing business' for the companies working in the agriculture value chain by providing a platform to reach out to a large smallholder farmers base and enhance farm produce productivity.

To further strengthen grower collectivization drive and support farmer collectives to evolve them into a profitable and self-reliant business entity, Bayer is currently collaborating with 1,000+ FPOs across India and intends to take the lead in capacity building to empower and support millions of smallholder farmers.



From upskilling farmers to training them in alternative and sustainable farming techniques, advancing digitization and improving market linkages to eliminate middlemen, Bayer is empowering smallholder farmers to improve their income and help strengthen agriculture in India. Further, special support and training for women-led FPOs and Farmer Producer Companies (FPCs) to support women farmers is also integrated into mainstream commercial farming operations at Bayer.

Najia Hilal runs one such FPO called the Sahayaka Women Producer Company Ltd. registered in 2016. It has doubled its earnings, by empowering a total of 3,944 member women farmers cultivating over 4,000 acres of agricultural land. From ₹ 82 lakh turnover in 2019-20 to ₹ 1.5 Crore in 2020-21, they have experienced substantial growth in their profits through the support of Bayer.

“Although we had a lot of experience in agriculture, we still were not able to reap the profits we deserved. We didn’t know much about the market rate or even the difference between bad and good quality seeds. But things changed after I joined the FPO supported by Bayer,” says Najia.

To explain the impact she adds, “For instance, earlier to cultivate on an acre of land we would

use around 20 kg of seeds and yield not more than 15 quintals of produce. Now with Bayer’s high-quality seeds, we can reap a yield of over 20 quintals of produce by just sowing 6 kg of seed. This means we are investing less and profiting more.”

Bayer’s ‘Grower Collectives Capacity Building Initiative’, along with value chain partners intends to support many such Najia Hilals by boosting farming revenue aggregation by aiding FPOs across rural India.

Source: The Better India - <https://www.facebook.com/thebetterindia/posts/10159864370789594>





# DirectAcres for sustainable rice cultivation



India grows rice on around 44 Million hectares with transplanting being the predominant cultivation practice. Methane emissions from rice, where the land remains in foot-high standing water throughout the season are the highest from cropland and the second highest source in agriculture, surpassed only by emissions from enteric fermentation in livestock. The amount of methane emitted from the rice is strongly linked to the practices (flooding and fertilizing) applied by the rice farmers. This needs to be addressed quickly to safeguard smallholder farmers' livelihood by keeping it economically viable & environmentally acceptable with a sustainable crop system.

Directly Seeded Rice (DSR) has been an alternative viable option for the last many years predominantly in upland areas in rainfed conditions. Farmer's endeavors with DSR in irrigated Puddled Transplanted Rice (PTR)-dominated areas remained limited over the years due to available germplasm fitment issues, yield penalties, weed menace, nutrient deficiencies coupled with poor know-how. The COVID-19 outbreak triggered labor shortage and forced



farmers to opt for DSR in the Northern part of India, which has been significantly supported by agronomic solutions from State agriculture universities, mechanization (availability and affordability) from state governments and incentives to change the cultivation practice.

The transition is not easy and needs cross-industry support to make farmers successful without compromising on ROI. Bayer piloted the DirectAcres project in 250 acres in Punjab & Haryana last year and scaled it up to 3,000 acres in 2022. The key objective of DirectAcres is to make DSR smallholder farmers successful in the first attempt through a seamless agronomic advisory linked with a defined component of inputs (High yielding seeds + Weed management program) as part of the package. Bayer is working hand-in-hand with farmers to ensure uniform, weed-free crop stand in the first 45 days and beyond to ensure PTR equivalent returns on investment. Bayer is also collaborating with International Rice Research Institute (IRRI) and The International Maize and Wheat Improvement Center's (CIMMYT), Cereal Systems Initiative for

South Asia (CSISA) to scale up DSR in Eastern Uttar Pradesh, Bihar and Odisha. All farmers participating in Bayer's DirectAcres program have an option to participate in the Bayer Carbon Project and earn additional revenues from the program by trading carbon credits.





# Dekalb 9208: A Golden Launch



Corn is India's third-largest cereal crop (after rice and wheat), with cultivation across ~9 Million hectares. Besides being a staple food crop, corn is used as animal feed & biofuel and finds use in a wide range of industrial food products. This makes corn an emerging cereal crop of significant importance for India's national food security. Currently, corn production in India stands at 27-28 Million tonnes, with an average productivity of 3.1 tonnes per hectare, compared to global averages of ~5.8 tonnes per hectare.

BayerCropScienceLimited launched DKC 9208, a high-yielding hybrid spring season corn seed for progressive corn farmers in Punjab, Haryana and Uttar Pradesh. It is Bayer's latest product offering from its DEKALB® brand portfolio of high-yielding hybrid corn seeds that enjoys immense trust from Indian farmers. DKC 9208 with its high yield potential, wider adaptability and strong plant type has empowered progressive corn farmers of Punjab, Haryana and Uttar Pradesh to boost their corn yields and improve the state's contribution to India's national corn output. Farmers in these states are already leading the way in terms of corn production and the adoption of new technologies. With DKC 9208, farmers were able to achieve higher yields of superior quality corn, this spring season.

As of today, Bayer currently markets ~25 DEKALB® hybrids in India, all of which have been bred and developed specifically to suit India's diverse agronomic and climatic conditions. DKC 9208 in particular provides better plant strength compared to other hybrids and delivers uniform, long corn cobs and shiny grains with strong yield stability and higher yield potential. This new corn hybrid is suited to multiple soil types and a wider sowing window and provides farmers flexibility in their planting

decisions. It is best suited for planting from January to March and will help corn farmers achieve high returns even in difficult weather conditions.

Corn is a key crop for Bayer and it remains committed to supporting corn farmers with innovative seed and crop protection products along with integrated crop solutions to help them achieve higher productivity and profitability per acre.

## Partner testimonial



"I have been sowing DEKALB Hybrids in my fields since 2010 and am very much satisfied with the overall performance. DEKALB 9208 is another hybrid launched in the series by Bayer in 2022 and is performing excellently in the Spring Corn segment. I am looking forward to a bumper yield from DKC 9208 in the current season in spite of the harsh weather conditions. It gives me immense pleasure that Bayer is relentlessly working towards enhancing farmers' income by providing good quality seeds, well suited to climate change and expecting the same in near future."

- Harvinder Singh, Shahazadpur Village, Kurukshetra, Haryana



"I have grown DKC 9208 during Spring as part of the initial demonstration and also planted it in Spring 2022. I harvested 3-4 q/acre more as compared to DKC9108. Cob length is more and grain color is attractive. This year, I have planted 20 acres of land with DKC 9208. We are planning to plant this hybrid in Silage."

- Jaswinder Singh Sangha, Jalandhar, Punjab



# Vayego: A Symbol of Victory



In India, 58% of the population is dependent on agriculture for their livelihood. Indian farmers struggle with various biotic and abiotic challenges for getting optimum yield & income. Insect damage is one of the key deterrents to improving farmers' income. Farmers spend more than ₹ 500 Crore on chewing pest management. With an increasing number of chewing pests breeds along with their added enhanced tolerance to a host of insecticides and ever-increasing labor costs, farmers have been finding it difficult to manage the pest effectively.

Bayer with its strong focus on research and development has always strived to offer solutions that help farmers address their needs. The launch of Vayego in January 2022 is one such example of how Bayer understood the needs of the farmers in combating the menace associated with chewing pests. It successfully controls principally Lepidoptera and Coleoptera and is found to be effective on some Diptera pests also. Vayego® can be applied by foliar spray. Tetraniliprole 20%, its key active component, was discovered and developed by

Bayer. It is registered in India for Paddy stem borer and Leaf folder, and in Soybean for Spodoptera, Semilooper, and Griddle beetle at a dosage of 100-120ml/acre. It offers higher and stronger protection with its distinctive feature of fast feeding cessation and high systematicity.

Growers are already using Vayego in over 3 lakh acres of land, which is a testament to its effectiveness and success in a very short span of time. Farmers who have used Vayego have expressed that Vayego is **The Symbol of Victory** over pests.



"In Rabi season, I used Vayego at 20DAT. It has helped me gain good control over stemborer and given a good and healthy crop growth."

- Yepuganti Chenakesavarao, Unagatla Village, West Godavari, Karnataka

# Maximising Human Potential



A career at Bayer is enriched with learnings, professional challenges and diverse roles & responsibilities. We offer a broad range of opportunities across the entire organization to fulfill one's professional aspirations and fully leverage their potential.

We leverage the talent that everybody brings to Bayer and take advantage of the richness of ideas, backgrounds, and perspectives of all of our employees.

Fundamentally, our LIFE values (Leadership, Integrity, Flexibility and Efficiency) serve as guiding paths and a reference for desired behavior.

In today's age and in the new normal, career growth will be characterized by learning and the organization has also launched a portal that brings a variety of learning tools at the fingertips of employees. Employees can now decide on a topic and learn more about it through concepts, videos, 2-minute reads, etc. and all of this as per their timeline. The Company has also launched a global mentoring tool where employees can nominate themselves as mentors and mentees and build their perspectives by leveraging the strength of this global multi-cultural network.



In our constant endeavour to build on people's capabilities, two blended learning programs were also launched for the commercial teams. These two programs, ACE and STEP UP had virtual masterclasses and the learning was continued on an app. Providing bit-sized learning content through an app, ensured that the sales colleagues are engaged with the learning throughout the course duration and also had the flexibility to learn any place, any time.

The Company continues to grow its internal talent through its internal job board that advertises job roles, right up to the Management level, via a globally accessible platform across the Group, to facilitate internal movement within and outside of the country.

The Company continues to focus on female talent and amongst the new hires, we have hired almost 28% women. We stand committed to increasing the representation of women in workforce. Samavesh was conceived to empower women by facilitating their inclusion into the Life Science industry specifically the frontline Sales workforce. It is a fully sponsored 3 months initiation into the commercial aspects of the industry weaved through a post-graduate certificate program in Life Sciences. The objective is to provide women with management

education complemented with on-job practical training and life skills, thereby enabling them to be confidently industry ready for a career in Life Science industry and pave the way for enhanced women inclusion and participation in the workforce. Bayer launched this program in 2018 and has run 3 batches so far. Through this program, we have inducted 32 women into our workforce. Bayer has engaged with several agriculture universities to encourage and attract women to unconventional role in Sales functions.

As we move towards fulfilling our vision of Health for all, hunger for none, talent focus becomes a business imperative. How we attract, grow and develop our employees will define the power of our journey!



# Chairman's Message



For Bayer, it was ultimately a successful year. We achieved our operational objectives and pushed ahead diligently our efficiency, scale-up of alternate business models and new product launches.

## Dear Shareholders,

I am pleased to present to you the 64<sup>th</sup> Annual Report for Bayer CropScience Limited. The report looks back on the Financial Year 2021-22, a year characterized by significant digital transformations, social developments and adverse climatic conditions.

We saw the Indian Government emphasize the need for strong digital transformation in agriculture and a growing passion around the world for sustainability, driven in part by an increase in extreme weather conditions such as unseasonal rains, droughts and floods.

For Bayer, it was ultimately a successful year. We achieved our operational objectives and pushed ahead diligently with our efficiency, scale-up of alternate business models and new product launches. We also continued to receive recognitions from key stakeholders and customers in 2021-22, a testimony of our accomplishments. We achieved several milestones that will aid sustainable growth in the future. These include the rollout of customer centricity and digitalization initiatives. Your Company adopted digital technologies, such as drones, which is a step forward in our efforts to provide a strong impetus to farmers' prosperity sustainably.

In 2021-22, new product launches and overall strong crop sentiments were key drivers for our sales

growth in Q4 and enabled us to post strong growth of 11% in Revenue from Operations. To strengthen competitiveness, your Company continued to optimize its business portfolio with the divestment of the seed distribution business viz. mustard, cotton, millet and sorghum seeds, which resulted in an exceptional income of ₹ 585 Million from the sales.

For our shareholders, we had declared a Special Dividend of ₹ 125 per Equity Share of ₹ 10 each amounting to ₹ 5,618 Million as recommended by the Board of Directors on November 30, 2021. Further, the Board of Directors has recommended a final dividend payment of ₹ 25/- per equity share of ₹ 10/- each for the financial year ended March 31, 2022, which is subject to shareholders' approval.

As we look ahead, on behalf of the Board of Directors, I take this opportunity to express my sincere appreciation to our Shareholders, Banks & Financial Institutions, Employees, Distributors and Farmers for their support and trust. I seek your continued support to grow and progress our Company to even greater heights.

**Best wishes,**

**Pankaj Patel**

Chairman & Non-Executive Independent Director



## MD & CEO's Message



### Dear Shareholders,

I hope each one of you is doing well and staying safe!

The agriculture sector today is as challenging and as full of possibilities, as it can be. To a large extent, the positive momentum is gaining ground because of a strong impetus from the Government to create a conducive Agri policy environment to help improve smallholder farmers' income.

Even the recent regulatory guidelines on gene editing and deregulation of drones in agriculture are positive steps forward that will advance the digitization and mechanization of Indian agriculture. You are already aware of our efforts in advancing drone applications in India and making them accessible to smallholder growers. We are pleased to share with you that, we will be rolling out our drone commercial operations from the Kharif season of 2022 across key states in India.

Another critical trend that is starting is the emergence, especially in horticulture, of a more connected supply chain linked to city clusters and for Agri exports, which could also see the need for produce certification.

All these trends directly lead to the opportunity for establishing crop-focused value chains that are able to address the major pain points of smallholders of accessing good quality inputs, agronomy knowledge and labor shortage, driving mechanization with a strong linkage to produce markets.

Hence, a major push towards collectivization through Farmer Producer Organizations (FPOs) and Agri

Entrepreneur-led last-mile farmer connect models will accelerate this transformation with digital connect being a key enabler across the entire chain. At the organizational level, we are already working with more than 1,500 FPOs and have over 75 food value chain partnerships in place delivering value to nearly 500,000 smallholders across the country.

All these models will also help deliver on our sustainability goals of improving water efficiency, soil health and reduction of environmental emissions at scale which is mission-critical in the context of climate change. We are positive that our DirectAcres and Sustainable Rice projects piloted across states will be able to gain significant ground towards introducing sustainable practices in agriculture.

I firmly believe we are moving to a decade that will see significant growth in Indian agriculture. Having said that, it's important to factor in the dynamics of the world around us. While we are still recovering from the major impact of COVID-19 globally, the global supply chains continue to be stressed and the current war waging in Europe has compounded the issue. A number of import-dependent countries around the world are likely to face significant challenges to food security.

For us, in India, we need to manage through these emerging challenges, especially for input availability and the impact on globally connected supply chains for the crop protection industry.

Added to this is the challenge of inflation despite the strong efforts of the government to keep it in check. As an industry, we will have to weather this storm with prudence to meet the cultivation needs of millions of smallholders of India and the food security of the country. Which I am sure we will, especially after successfully overcoming the enormous challenges of COVID-19 over the last 2 years.

However, we have reasons to rejoice, we did deliver a great result despite the ongoing challenges and your support and trust in us went a long way in ensuring we deliver sustainable performance year-on-year.

**Best wishes,**

**D Narain**

Vice Chairman & Managing Director and CEO

# Board of Directors



**Mr. Pankaj Patel**

(DIN: 00131852)

*Chairman & Non-Executive Independent Director*

Mr. Pankaj Patel is the Chairman of the Company since September 2016. He combines both research and techno-commercial expertise. Mr. Patel is the Chairman of Zydus Lifesciences Ltd., a discovery-driven, global Lifesciences company with operations in 55 countries worldwide. He is also the Chairman of IIM Udaipur and a Member of the Board of Governors of IIM Ahmedabad, Invest India, IIFT and other educational institutes and universities. He is the Vice President and Trustee of the Gujarat Cancer Society and Chairman of the Gujarat Cancer and Research Institute.

Mr. Patel is also a Member of the Governing Board of India Pharmacopoeia Commission (IPC), Ministry of Health & Family Welfare, Government of India. He is also a Member of the CEO Advisory Committee of the International Generics and Biosimilars Association (IGBA). Mr. Patel has also served as the President of the Federation of Indian Chamber of Commerce & Industry (FICCI). He also officiates as the Chairman of the Deaf and Mute School, Ahmedabad. He is also a Director and Chairman of the Board of Zydus Foundation which set up Zydus Medical College and Hospital, Dahod.

In recognition of his contributions to the healthcare industry in India, Mr. Pankaj Patel has been conferred with several awards, including the Acharya PC Ray Memorial Gold Medal Award, the Eminent Pharmacist Award, and the CNBC India Innovator Award. For his entrepreneurial vision, Mr. Patel has also been awarded the Ernst & Young Entrepreneur of the Year Award in the Life Sciences category.



**Mr. Duraiswami Narain**

(DIN: 03310642)

*Vice Chairman & Managing Director and CEO*

D Narain (D) is President, South Asia, and Global Head of Smallholder Farming for Bayer. As President for South Asia, D oversees Bayer's Life Science business operations across India, Bangladesh, Sri Lanka, and Pakistan, and as Global Head of Smallholder Farming, he leads the efforts focused on providing holistic and innovative solutions for farmers in developing economies to enable them to grow their farms into sustainable businesses.

His career spans 30+ years in the agriculture industry. He worked with ITC's Agribusiness unit in its early years of inception in India. In 1998, he joined Monsanto as the Chief Financial Officer for the India Region and went on to hold various global roles across Asia, Europe, and the Americas. From 2015 to 2018, he worked as Vice President & Treasurer at Monsanto's global headquarters in St. Louis, USA. He is a Chartered Accountant and an MBA from the Kellogg School of Management, USA.

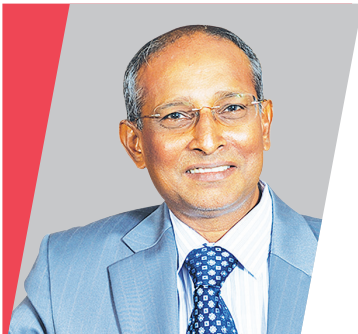


**Ms. Ketaki Bhagwati****(DIN: 07367868)***Non-Executive Independent Director*

Ms. Ketaki Bhagwati is an independent financial services consultant.

Ms. Bhagwati has been a former Chief Investment Officer in the Financial Institutions Group at the International Finance Corporation (IFC), the private sector financing arm of the World Bank Group, for 25 years, working in private equity, M&A, debt & structured finance and distressed asset workouts across sectors in several regions including Asia, the Middle East & Africa. Prior to IFC, she worked at the Credit Rating Information Services of India (CRISIL) in Mumbai.

She is a Bachelor of Arts from Wellesley College (USA) and a Master of Public Administration from Harvard University's John F. Kennedy School of Government. She is currently a member of the Wellesley College Business Leadership Council and Golden Seeds, an early stage investment firm with a focus on women leaders.

**Mr. Sekhar Natarajan****(DIN: 01031445)***Non-Executive Independent Director*

Mr. Sekhar Natarajan has contributed significantly towards the growth of the agriculture sector and farmers. With a career spanning over three decades, he led and built Monsanto India as an organization that was a growth leader and innovator in Indian Agriculture. Prior to his role as the Chairman of Monsanto India Limited, he was the India Region Lead, South Asia Business Lead, Business Development Head, Sales and Marketing Head and Financial Controller.

He is a Managing Partner of S. N. Consultants and continues to stay connected with the agriculture industry by providing strategic guidance to local/international companies. He also works closely with industry leaders and forums.

Mr. Natarajan is a qualified Chartered Accountant and Cost Accountant. He has extensive experience in Strategic Thinking, Business Development and Mergers and Acquisitions (M&A).



**Mr. Simon Britsch**

(DIN: 09194547)

*Executive Director & CFO*

Simon Britsch plays a key role in enabling proactive solutions, creating value and supporting purpose-driven initiatives to translate the Company's vision into reality as a Chief Financial Officer. His international experience in leading culturally and functionally diverse teams is paired with a strong ability in finding pragmatic solutions and communicating proactively with stakeholders. Simon Britsch started his career with Bayer AG as a Commercial Trainee in the year 2000 and has subsequently held key positions in Bayer Vietnam and Bayer Healthcare in China. Simon returned to Bayer AG in 2016, where he set up the global Enterprise Risk Management & Business Continuity Management function. He was appointed as the Executive Director and Chief Financial Officer of Bayer CropScience Limited with effect from September 1, 2021 for a term of five years.

Simon holds an MBA from Instituto de Empresa in Spain as well as a bachelor's degree in Economics and Management from FOM University of Applied Sciences in Germany. He is an alumnus of Harvard Business School.



**Mr. Simon Wiebusch**

(DIN: 08335591)

*Whole-time Director*

Simon Wiebusch is the Country Divisional Head for the Crop Science Business of Bayer in India, Bangladesh & Sri Lanka (IBSL) since January 01, 2022 and is based in Bayer's South Asia headquarters in Thane, India. Simon began his stint in South Asia as the Chief Operating Officer of the Crop Science Division of Bayer for India, Bangladesh & Sri Lanka from August 21, 2018.

Prior to this, Simon was heading the South East Asia business, based in Bangkok, Thailand. Simon started his career with Bayer in 1998 based at the company's headquarters in Germany. He built his professional experience by leading diverse teams across functions and regions working within Germany, Eastern Europe and Asia.

He holds a bachelor's degree in Economics from the University of Applied Sciences in Essen, Germany, and an MBA from the University of Bradford. He has more than two decades of experience in the agriculture industry. He is passionate about the fundamentals that are needed to produce sufficient food and improve agriculture. He is also a strong proponent of sustainable agriculture and believes that technology and digital farming tools can improve the quality of food, reduce efforts needed to farm, ensure traceability and help farmers earn better livelihoods.





**Dr. Thomas Hoffmann**

**(DIN: 06485949)**

*Non-Executive Non-Independent  
Director*

Dr. Thomas Hoffmann joined Bayer AG in 2001 as a Manager in Corporate Controlling. In 2003, he took over responsibilities in Corporate Accounting. In 2005, he moved to Tokyo as the Head of Financial Reporting and later as the Head of Enterprise Accounting and Reporting for the Bayer Group in Japan. Thereafter, he returned to Bayer AG, Corporate Finance, to take on the role of Head of Structured Finance from 2008 till 2013.

In February 2013, Dr. Thomas Hoffmann assumed the role of Chief Financial Officer, South Asia, based in Mumbai. Post that, he moved to Shanghai in 2016 as the Chief Financial Officer for Greater China. He joined Bayer AG again in September 2019 as the Head of Treasury. He has studied Business Administration with a specialization in Finance & Controlling and Audit.



**Dr. Harsh Kumar Bhanwala**

**(DIN: 06417704)**

*Non-Executive Independent  
Director*

Dr. Harsh Kumar Bhanwala is the Executive Chairman of Capital India Finance Limited, an India-focused, integrated financial services company since August 2020. He is also on the Board of Governors of the Indian Institute of Management, Rohtak, an Independent Director on the governing board of Microfinance Industry Network. He is also heading the Technical Group appointed by SEBI on the Social Stock Exchange and a member of the Expert Committee on Primary (Urban) Co-operative Banks of RBI constituted in February 2021.

Prior to joining Capital India Finance Limited, he was the Chairman of National Bank for Agriculture and Rural Development (NABARD), the Apex Development Bank of the Country, from December 18, 2013 to May 27, 2020.

He is a Post-Graduate in Management from IIM, Ahmedabad and holds a Ph.D. in Management. He has been awarded honorary doctorate in Science by the Tamil Nadu Agricultural University, Coimbatore, and Indian Council of Agricultural Research-Central Institute of Fisheries Education, Mumbai.



**Mr. Brian Naber**

**(DIN: 09115300)**

*Non-Executive Non-Independent  
Director*

Brian Naber is Region Head of Crop Science Asia Pacific, responsible for commercial operations for the region. Brian first joined Bayer in 1998 as a sales representative in the United States. Through the years, Brian has taken on roles that spanned from operational execution to strategy, across different functions. He was Cluster Commercial Lead for Northern Europe based out of the Netherlands, before assuming the role of Head of Asset Management Insecticides based in Monheim, Germany.

Brian comes from a family of farmers and is looking forward to drive digital farming solutions and tools to positively impact the livelihood of millions of farmers, especially smallholders, across the APAC region.

He has a Bachelor's degree in Agribusiness management from Southwest Minnesota State University and an MBA from Saint Louis University.



# Corporate Information

## **Company Secretary & Compliance Officer**

Nikunj Kumar Savaliya  
Membership No.: FCS 7048

## **Statutory Auditor**

Deloitte Haskins & Sells LLP

## **CIN**

L24210MH1958PLC011173

## **Registered Office**

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Website: [www.bayer.in](http://www.bayer.in)

## **Registrar & Share Transfer Agent**

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Email ID: [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in)  
Website: [www.tcplindia.co.in](http://www.tcplindia.co.in)



## Notice

NOTICE is hereby given that the 64<sup>th</sup> Annual General Meeting of Bayer CropScience Limited will be held on Monday, August 22, 2022 at 03:00 p.m. IST through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at Bayer House, Central Avenue, Hiranandani Estate, Thane (West) – 400607, Maharashtra.

### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited standalone financial statements for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.
2. To confirm the payment of Interim Dividend on Equity Shares and to declare Final Dividend on Equity Shares for the financial year ended March 31, 2022.
3. To appoint a Director in place of Dr. Thomas Hoffmann (DIN: 06485949), who retires by rotation and being eligible offers his candidature for re-appointment.
4. **Re-appointment of Statutory Auditors of the Company:**

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

**"RESOLVED THAT** pursuant to provisions of Sections 139, 141 and 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, (Firm Registration Number 117366W/W-100018), be and are hereby re-appointed as the Statutory Auditors for a term of 5 (five) years commencing from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the 69<sup>th</sup> AGM to be held in the year 2027, at such remuneration plus taxes as applicable, reimbursement of out of pocket expenses etc. as may be mutually agreed upon by the Board of Directors and Auditors.

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

### SPECIAL BUSINESS:

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

5. **Change in place of keeping and inspection of the Registers and Returns of the Company:**

#### As a Special Resolution:

**"RESOLVED THAT** in supersession of all Resolutions passed earlier in this regard and pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(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 keep the Registers as prescribed under Section 88 of the Act and copies of Annual Returns under Section 92 of the Act, together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the Registered Office of the Company and / or at the office of TSR Consultants Private Limited (Formerly TSR Darashaw Consultants Private Limited), Registrar and Share Transfer Agent of the Company at C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400083, Maharashtra, India and / or such other place where the office of the Registrar and Share Transfer Agent of the Company is situated within Mumbai, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof of the Company be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto."

## 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 on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records of the Company relating to “Insecticides” for the financial year ending March 31, 2023, being ₹ 0.59 Million (Rupees point five nine Million 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 for Material Related Party Transactions with Bayer AG:

### As an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), read with Section 188 of the Companies Act, 2013 (‘the Act’), the rules made thereunder (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) read with the Company’s Policy on Related Party’s Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time basis the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Company to enter into and/or continue with Material Related Party Transactions/contracts/arrangements/agreements with Bayer AG, a related party within the meaning of Section 2(76) of the Act, and Regulation 2(1)(zb) of the Listing Regulations for ‘Sale of Goods’, ‘Recoveries

from Group Companies’, ‘Purchase of Goods’, ‘Professional and Support Charges’ and other obligations, if any, for a period of 5 (five) financial years commencing from financial year 2022-23 to financial year 2026-27, individually and / or in the aggregate up to an amount not exceeding ₹ 30,000 Million in a financial year, provided however, that the said contracts/arrangements/transactions shall be carried out on an arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Company to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

## NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India (MCA) vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 (“MCA Circulars”) and Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022, and other applicable circulars issued in this regard has permitted and prescribed the procedure and manner of conducting Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) till December 31, 2022 without physical presence of Members. In compliance with the applicable provisions of the Act and MCA Circulars, the AGM of the Members will be held through VC / OAVM and members can attend and participate in the AGM through VC / OAVM only.



2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. In compliance with the MCA Circulars and SEBI Circulars, the Notice of 64<sup>th</sup> AGM along with the Annual Report 2021-22 is being sent only through electronic means to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website at [www.bayer.in](http://www.bayer.in) and website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) as well as on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Physical copy of the Notice of the 64<sup>th</sup> AGM along with Annual Report for the financial year 2021-22 shall be sent to those Members who request for the same.
5. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
6. The Explanatory Statement setting out the material facts relating to the special business to be transacted at the AGM, pursuant to Section 102(1) of the Act is annexed hereto and forms part of this Notice.
7. The details under Regulation 36(3) of the SEBI (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, in respect of Directors seeking approval for re-appointment at the AGM, forms part of the annexure to this Notice.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 06, 2022 till Saturday, August 13, 2022 (both days inclusive).
9. The final dividend of ₹ 25 per Equity Share, as recommended by the Board of Directors, if declared at the ensuing 64<sup>th</sup> Annual General Meeting will be paid on or after Tuesday, August 30, 2022:
  - (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 Friday, August 05, 2022, after effecting the request for transmission/transposition etc. 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 Friday, August 05, 2022, as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
10. In terms of the MCA Circular No. 20/2020 dated May 5, 2020, due to non-availability of complete details of the bank account, if the Company is unable to remit the final dividend electronically, the Dividend Warrants / Cheques / Demand Drafts, shall be despatched to such shareholders by post.
11. Members may note that the Company's Registrar and Share Transfer Agent (RTA) name has been changed from "TSR Darashaw Consultants Private Limited" to "TSR Consultants Private Limited" with effect from April 13, 2022. Members are requested to direct all shares related correspondence at the following address:  
 TSR Consultants Private Limited ("TCPL"),  
 (Formerly TSR Darashaw Consultants Private Limited)  
 Unit: Bayer CropScience Limited,  
 C-101, 1<sup>st</sup> Floor, 247 Park  
 L.B.S. Marg, Vikhroli (West), Mumbai - 400083  
 Tel: +91-22-66568484  
 Extn: 411 / 412 / 413  
 Fax: +91-22-66568494  
 Email ID: [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in)  
 Website: <https://www.tcplindia.co.in>
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.;

- a. For Shares held in electronic form: to their Depository Participants (DP)
  - b. For Shares held in physical form: to the Company/TCPL in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021.
13. SEBI has mandated the updation of Permanent Account Number ("PAN"), contact details viz. complete address with Pincode, Mobile No., email id, Bank details and Account No., specimen signature and nomination details against folio/ demat account. As per applicable SEBI Circular, PAN details are to be compulsorily linked to Aadhaar details, by March 31, 2022 or any other date specified by Central Board of Direct Taxes.
- Members are requested to submit PAN, contact details, complete bank details viz., Bank Name and branch Bank A/c No. and type, MICR and IFSC, nomination details and specimen signature (as applicable) to their DP in case of holding in dematerialized form or to TCPL [through Form ISR-1, Form ISR-2 and Form SH-13 (as applicable)]. The Investor Service Request forms are available at [www.bayer.in](http://www.bayer.in) in case of holdings in physical form.
14. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation. Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or TCPL, for assistance in this regard.
15. Members may note that SEBI, vide its Circular dated January 25, 2022, has mandated that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at [www.bayer.in](http://www.bayer.in) and on the website of TCPL at <https://www.tcplindia.co.in/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or TCPL, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
17. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website [www.bayer.in](http://www.bayer.in). Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to TCPL in case the shares are held in physical form.
18. 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 online application to the IEPF Authority in e-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. Shareholders holding shares in physical form are requested to submit Request Form ISR-1 duly executed to TCPL for claiming the dividend along with original cancelled cheque leaflet. Bank details as registered against the demat account will be considered to pay the outstanding dividend to shareholders holding shares in electronic form at the time of issue of payment on receipt of the request for claiming outstanding 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 website at [www.mca.gov.in](http://www.mca.gov.in).

19. Members are requested to note, that dividends if not encashed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education & Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
20. 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 TCPL, 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.
21. Members, who wish to inspect the documents, as mentioned in this AGM Notice or as required under law, may write to the Company at [ir\\_bcsf@bayer.com](mailto:ir_bcsf@bayer.com) and the Company shall endeavor to provide inspection of documents by such Member.
22. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to shareholders at the prescribed rates (plus applicable surcharge and cess) as may be notified from time to time. The information regarding the applicability of TDS rate for various

categories of shareholders and documentation required, is available under the Investor Section at [www.bayer.in](http://www.bayer.in). The shareholders are requested to send all the necessary documents complete in all respect through email at [dividend.india@bayer.com](mailto:dividend.india@bayer.com) on or before Friday, August 05, 2022 to enable the Company to deduct the correct TDS on the dividend payment.

#### A. VOTING THROUGH ELECTRONIC MEANS

1. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the 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 AGM by electronic means and the business shall 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).
2. The remote e-voting period commences on Friday, August 19, 2022 (IST 9:00 a.m.) and ends on Sunday, August 21, 2022 (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 Monday, August 15, 2022 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.
3. The Board of Directors has appointed Mr. Bhaskar Upadhyay (Membership No. FCS 8663/CP No. 9625), failing him Mr. Bharat Upadhyay (Membership No. FCS 5436/CP No. 4457) failing him Mr. Mitra Ramesh Ratnani (Membership No. ACS 65335/CP No. 25354) of N.L. Bhatia & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
4. The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
6. Any person, who acquires shares of the Company and becomes a Member of the Company after sending the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if the Member is already registered with NSDL for remote e-voting, then they can use their existing User ID and Password for casting the vote.
7. The details of the process and manner for remote e-voting are explained herein below:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>A. NSDL IDeAS facility</b></p> <p>If you are already registered for NSDL IDeAS facility, please follow the below steps:</p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” Section.</li> <li>3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</li> <li>4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</li> <li>5. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> <p><b>If you are not registered for IDeAS e-Services, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>.</li> <li>2. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Please follow steps given in points 1 to 5 above.</li> </ol>

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:

### Step 1: Access to NSDL e-Voting system

#### A) Login method for remote e-Voting and joining virtual AGM for Individual shareholders holding securities in demat mode

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.



## Type of shareholders

## Login Method

**B. e-Voting website of NSDL**

1. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under “Shareholder/Member” Section.
3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.
5. Click on options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- C. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



## Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi/Easiest, they can login through their User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After successful login of Easi/Easiest, the user will also be able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile number & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective e-Voting Service Provider i.e. NSDL, where the e-Voting is in progress.

## Individual Shareholders (holding securities in demat mode) login through their depository participants

1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
2. Once logged in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL site after successful authentication, wherein you can see e-Voting feature.
3. Click on options available against company name or **e-Voting Service Provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at abovementioned websites.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542/43

## B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' Section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-service after using your log-in credentials, click on e-Voting and you can proceed to **Step 2 i.e. Cast your vote electronically.**

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 123456, then user ID is 123456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file



contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### **Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and Annual General Meeting is in active status.
2. Select "EVEN - 120371" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the AGM. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number

of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **Process for those shareholders whose email IDs are not registered with the depositories/Company for procuring User ID and Password:**

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. In case shares are held in demat mode, please provide DP ID & Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1(A) i.e. Login method for e-Voting and joining virtual AGM for Individual shareholders holding securities in demat mode.
3. Alternatively, members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user ID and Password for e-voting by providing above mentioned documents.

#### **C) The instructions for members for e-voting on the day of the AGM are as under:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**D) Instructions for members for attending the AGM through VC/OAVM are as under:**

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company i.e. 120371 will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members are requested to use Internet with good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at [ir\\_bcs@bayer.com](mailto:ir_bcs@bayer.com) from Saturday, August 13, 2022 (IST 09:00 a.m.) to Wednesday, August 17, 2022 (IST 05:00 p.m.). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**General Guidelines for shareholders**

- a) 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [bhaskar@nlba.in](mailto:bhaskar@nlba.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download Section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-1020-990 or and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). In case of any grievances connected with the facility for e-voting, please contact Ms. Pallavi Mhatre, Manager – NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**PROCESS FOR REGISTERING EMAIL ADDRESSES TO RECEIVE THIS NOTICE OF AGM AND ANNUAL REPORT AS WELL AS CAST VOTES ELECTRONICALLY:**

- Registration of email addresses with TCPL: The Company has made special arrangements with TCPL for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to TCPL on or before 5:00 p.m. IST, Monday, August 15, 2022. The link for registering email ID is given herein:

Visit the link: [https://tcpl.linkintime.co.in/EmailReg/Email\\_Register.html](https://tcpl.linkintime.co.in/EmailReg/Email_Register.html)

- (i) Select the Name of the Company from dropdown i.e. Bayer CropScience Limited.

- (ii) Enter the DP ID & Client ID / Physical Folio Number, Name of the Member and PAN details. Members holding shares in physical form need to additionally enter one of the share certificate(s) number.
- (iii) Enter Mobile No. and email ID and click on "Continue" button.
- (iv) System will send OTP on Mobile and Email address.
- (v) Enter the OTP received on Mobile and Email address.
- (vi) The system will then confirm the Email address as recorded for receiving the Notice for this Annual General Meeting.

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Annual Report for 2021-22 along with the e-Voting user ID and password. In case of any queries, Members may write to the following email id: [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- **Registration of e-mail address permanently with Company/DP:** Members are requested to register the same with their concerned DPs, in respect of electronic holding and with TCPL, in respect of physical holding, by submission of duly completed Form ISR-1. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs / TCPL to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

### Other Instructions

1. A member may participate in the AGM even after exercising their right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
2. 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.
3. 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.
4. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and shall make, not later than 2 (two) working 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.
5. The Results declared along with 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 forwarded to BSE Limited, Mumbai as per the stipulated timelines.

By Order of the Board of Directors

**Nikunj Kumar Savaliya**

Company Secretary & Compliance Officer  
Membership No. FCS 7048

Thane, May 24, 2022

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



## ANNEXURE TO NOTICE:

**Information on Directors seeking re-appointment as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards-2 issued by the Institute of Company Secretaries of India:**

### **Dr. Thomas Hoffmann (DIN: 06485949)**

Dr. Thomas Hoffmann (Age: 51 years) who retires by rotation being eligible has offered his candidature for re-appointment.

#### **Qualification:**

Dr. Hoffmann has studied Business Administration with specialization in Finance & Controlling and Audit.

#### **Brief Profile / Experience / Nature of Expertise in Functional Area:**

Dr. Thomas Hoffmann joined Bayer AG in 2001 as a manager in Corporate Controlling. In 2003 he took over responsibilities in Corporate Accounting. In 2005 he moved to Tokyo as Head of Financial Reporting and later Head of Enterprise Accounting and Reporting for the Bayer Group in Japan. Thereafter, he returned to Bayer AG, Corporate Finance to take on the role of Head of Structured Finance from 2008 up to 2013. In February 2013, Dr. Hoffmann assumed the role of Chief Financial Officer, South Asia in Mumbai. After that, he moved to Shanghai in 2016 as Chief Financial Officer, Greater China. Dr. Hoffmann joined Bayer AG again as Head of Treasury as of September 2019.

#### **Terms and conditions of re-appointment:**

Dr. Thomas Hoffmann was appointed as an Additional Director – Non-Executive Non-Independent, on the Board with effect from September 16, 2019 and his appointment was regularized at the AGM held on August 7, 2020. He shall also be liable to retire by rotation.

#### **Details of remuneration sought to be paid:**

No remuneration is being paid to Dr. Thomas Hoffmann, Non-Executive Non-Independent Director of the Company.

#### **Remuneration last drawn:**

Not Applicable.

#### **Date of first appointment on the Board:**

Dr. Thomas Hoffmann was appointed as an Additional Director – Non-Executive Non-Independent, on the Board with effect from September 16, 2019.

#### **Disclosure of relationships between directors inter-se:**

None of the Directors or their relatives are in any way related to Dr. Thomas Hoffmann.

#### **Disclosure of relationships with other Key Managerial Personnel:**

None of the Key Managerial Personnel or their relatives are in any way related to Dr. Thomas Hoffmann.

#### **Number of Board meetings attended during the year:**

6 (six)

#### **Names of listed entities in which he holds directorships and memberships of Committees of the Board:**

He does not hold directorships in any listed entity except Bayer CropScience Limited.

He does not hold any memberships in any listed entity except Bayer CropScience Limited.

#### **Names of listed entities in which he holds Chairmanships:**

He does not hold Chairmanships in any listed entity, including Bayer CropScience Limited.

#### **Names of the listed entities from which he has resigned in the past 3 (three) years:**

NIL.

#### **Shareholding in the Company:**

He does not hold any shares in the Company.

#### **The following explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in Item No. 4 to 7 in the accompanying notice:**

##### **Item No. 4:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the applicable rules framed thereunder, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, having ICAI Firm Registration No. 117366W/W-100018, the present Statutory Auditors of the Company complete their first term of 5 (five) years at the ensuing 64<sup>th</sup> Annual General Meeting of the Company.

The said Auditors have consented to their re-appointment as Statutory Auditors and have confirmed that if re-appointed, their re-appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013.

**Disclosures pertaining to re-appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditor as per regulation 36(5) of the SEBI Listing Regulations:**

**(i) Proposed fees payable to the statutory auditor - M/s. Deloitte Haskins & Sells LLP:**

The remuneration payable to the Statutory Auditors during the proposed term shall be mutually agreed between the Board of Directors and Auditors.

**(ii) Terms of re-appointment:**

Pursuant to the provision of Section 139 of the Companies Act, 2013, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants are proposed to be re-appointed for a term of 5 (five) consecutive years from the conclusion of the 64<sup>th</sup> Annual General Meeting of the Company till the conclusion of 69<sup>th</sup> Annual General Meeting of the Company to be held in the year 2027.

**(iii) Credentials of the statutory auditor and basis of recommendation for appointment:**

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on May 24, 2022, proposed the re-appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, having ICAI Firm Registration No. 117366W/W-100018, as the Statutory Auditors of the Company.

The Board of Directors recommends the "Ordinary Resolution" as set out at Item No. 4 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of this resolution as set out in Item No. 4.

**Item No. 5:**

Pursuant to the provisions of Section 94 of the Act, the Register and Index of Members under Section 88 of the Act and copies of Annual Returns under Section 92 of the Act, are required to be kept at the Registered Office of the Company. However, these documents can be kept at any other place in India in which more than one-tenth of the total number of members entered

in the Register of Members reside, if approved by a Special Resolution passed at a general meeting of the Company.

The Members of the Company at the Annual General Meeting held on June 15, 2007, had approved the Register of Members and other returns / documents, etc. to be kept at the premises of TSR Consultants Private Limited ("TCPL") (Formerly TSR Darashaw Consultants Private Limited), the Registrar and Share Transfer Agent ("RTA") of the Company at 6-10, Haji Moosa Patrawala Industrial Estate, 20 Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011.

Owing to the shifting of the registered office of TCPL, approval of the Members is sought by way of a Special Resolution for keeping the Registers as prescribed under Section 88 of the Act and copies of Annual Returns under Section 92 of the Act together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the Registered Office of the Company and/or at the other places mentioned in the Resolution.

The time for inspection of documents, by Members or such persons as are entitled to such inspection, will be between 11.00 a.m. to 1.00 p.m. on any working day of TCPL or by writing to the Company at [ir\\_bcs1@bayer.com](mailto:ir_bcs1@bayer.com), except when the Registers and Books are closed under the provisions of the Act or the Articles of Association of the Company.

The Board of Directors recommends the "Special Resolution" as set out at Item No. 5 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of this resolution as set out in Item No. 5.

**Item No. 6:**

The Board, on the recommendation of the Audit Committee, has 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, 2023 for a remuneration of ₹ 0.59 Million (Rupees point five nine Million) plus taxes as applicable and out of pocket expenses incurred by them for the purpose of audit for the financial year 2022-23. A Certificate issued by the above firm regarding their eligibility for appointment as Cost Auditor will be available for inspection by the members as stated in point 21 of the Notes given above.

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 Auditor 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.

The Board of Directors recommends the “Ordinary Resolution” in relation to the ratification of the remuneration payable to M/s. D.C. Dave & Co., Cost Accountants, for the Cost Audit.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of this resolution as set out in Item No. 6.

#### Item No. 7:

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ('Act'), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), mandates prior approval of the shareholders through ordinary resolution for all 'material' Related Party Transactions ("Material RPT") with effect from April 01, 2022. For this purpose, a transaction with a Related Party shall be considered 'material', if such transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed ₹ 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

SEBI, vide its circular dated March 30, 2022, has clarified that a RPT approved by the Audit Committee prior to April 01, 2022, which continues beyond this date and if it becomes material as per the materiality

threshold provided above, requires approval of the shareholders.

The Company has a structured process for approval of Material RPT in place and on dealing with Related Parties, which is documented in its Policy on Related Party Transactions. Necessary details for each RPT irrespective of the materiality threshold along with the justification are provided to the Audit Committee for their decision. In accordance with the change in materiality threshold and the Company's revised 'Policy on Related Party Transactions', the transaction as per the details given below is being placed before the members for their approval.

Bayer AG is the ultimate holding company of Bayer CropScience Limited. The Company being part of the Bayer Group, transacts with Bayer AG for purchase and sale of goods, among others. The Company's Association with Bayer AG helps it to access scientific know-how and benefit from being part of Bayer's global supply chain. These transactions in turn help the Company to shape agriculture through breakthrough innovation for the benefit of farmers and consumers.

The Shareholders have approved the RPT to the extent of ₹ 18,000 Million at the Annual General Meeting dated August 23, 2017. The Company has existing transactions/contracts/arrangements/agreements with Bayer AG which are at present within the materiality thresholds as prescribed by the Listing Regulations and approved by the Members. The value of such transactions in the financial year 2021-22 was ₹ 16,697 Million.

Considering its future growth plans, the Company is approaching the members for approval of Material RPTs with Bayer AG, which may exceed the existing threshold limits (₹ 18,000 Million) and the limits as prescribed under the Listing Regulations.



**Details of Material Related Party Transaction**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Information</b>
1.	Name of Related Party	Bayer AG
2.	Name of the Director or Key Managerial Personnel who is related, if any	None
3.	Nature of Relationship of the Related Party with the Company, including nature of its concern or interest (financial or otherwise)	Related Party as per Section 2(76) of the Companies Act, 2013
4.	Type, material terms and particulars of the proposed transaction	Purchase of goods, sale of goods, recoveries, Professional and Support Charges and other obligations, if any.
5.	Tenure of proposed transaction	Transactions for a duration of 5 (five) financial years commencing from financial year 2022-23 to financial year 2026-27
6.	Monetary Value of the proposed transaction	Not exceeding ₹ 30,000 Million in each financial year
7.	Following additional disclosures to be made in case investments made or given	loans, inter-corporate deposits, advances or
a	Details of the source of funds in connection with the proposed transaction	NA
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure</li> </ul>	NA
c	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	NA
d	Purpose for which funds will be utilized by the ultimate beneficiary pursuant to the RPT	NA
8.	Whether the transaction has been approved by the Audit Committee	Yes
9.	Whether a summary of the information as stated in Points (1) to (7) has been provided by the Company's Management to the Audit Committee	Yes
10.	Are the transactions in ordinary course of business	Yes
11.	Whether the transactions would meet the arm's length standard in the opinion of the Company's Transfer Pricing consultants	Yes
12.	Justification as to why the proposed transactions are in the interest of the Company	The transactions with Bayer AG will help the Company to shape agriculture through breakthrough innovation for the benefit of farmers and consumers.
13.	Percentage of the counter-party's consolidated turnover that is represented by the value of the proposed RPT	2%*
14.	Percentage of the Company's annual turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	FY 2021-22 - 63% FY 2020-21 - 70%
15.	Any other information relevant or important for the members to make a decision on the proposed transaction	None

\*Bayer AG follows calendar year i.e. January to December and hence the percentage mentioned above is calculated considering the turnover for the calendar year 2021.



The Board of Directors is of the opinion that the aforesaid transaction is in the interest of the Company and therefore recommends the “Ordinary Resolution” as set out in Item No. 7 of the Notice for the approval of unrelated members by way of an Ordinary Resolution.

The transaction shall also be reviewed/monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed limits as placed before the members. Any subsequent ‘Material

Modification’ in the proposed transaction, as defined by the Audit Committee as a part of Company’s ‘Policy on Related Party Transactions’, shall be placed before the shareholders for approval, pursuant to Regulation 23(4) of the Listing Regulations.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of this resolution as set out in Item No. 7.

By Order of the Board of Directors

**Nikunj Kumar Savaliya**

Company Secretary & Compliance Officer  
Membership No. FCS 7048

Thane, May 24, 2022

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

# Directors' Report

Dear Members,

The Board of Directors are pleased to present the Company's 64<sup>th</sup> Annual Report on business and operations, together with the Audited Financial Statements along with the Report of the Auditors for the financial year ended March 31, 2022.

## Financial Performance

(₹ in Million)

Particulars	2021-22	2020-21
Revenue from Operations	47,344	42,613
Other Income	546	638
<b>Total Income</b>	<b>47,890</b>	<b>43,251</b>
<b>Profit before Finance Costs, Depreciation and Taxation</b>	<b>8,657</b>	<b>8,755</b>
(Less): Finance Costs	(129)	(126)
(Less): Depreciation and Amortisation Expense	(645)	(735)
<b>Profit Before Tax and Exceptional Item</b>	<b>7,883</b>	<b>7,894</b>
Add: Exceptional Items (Refer Note 46 to Financial Statement)	585	51
<b>Profit Before Tax</b>	<b>8,468</b>	<b>7,945</b>
(Less): Tax Expense	(2,015)	(3,014)
<b>Profit for the year</b>	<b>6,453</b>	<b>4,931</b>
Add: Other Comprehensive Income	29	16
<b>Total Comprehensive Income for the year</b>	<b>6,482</b>	<b>4,947</b>
Add: Retained Earnings at the beginning of the year	21,220	21,898
<b>Amount available for Appropriation</b>	<b>27,702</b>	<b>26,845</b>
<b>Appropriations:</b>		
Dividend declared	1,124	1,124
Transfer to General Reserve	495	456
Interim Dividend	5,618	4,045

## Dividend

In line with the Dividend Distribution Policy, the Board of Directors have recommended a Final Dividend of ₹ 25 per Equity Share of ₹ 10 each amounting to ₹ 1,124 Million for the financial year ended March 31, 2022. The Final Dividend is subject to approval of the members at the ensuing Annual General Meeting of the Company. Further, the Special Dividend of ₹ 125 per Equity Share of ₹ 10 each amounting to ₹ 5,618 Million as recommended by the Board of Directors was paid on November 30, 2021.

The total Dividend for the financial year 2021-22, including the proposed Final Dividend, amounts to ₹ 150 per Equity Share of ₹ 10 each.

The Register of Members will remain closed from Saturday, August 06, 2022 till Saturday, August 13, 2022 (both days inclusive).

## Exports

The export Sales for the financial year ended March 31, 2022 was ₹ 1,775 Million as compared to ₹ 1,736 Million during the previous year.

## Insurance

Your Company's assets continue to be adequately insured against various risks like fire, riot, earthquake, terrorism and the risk of loss of profits arising due to these insurable risks also stands insured, amongst



other things. In addition, adequate coverage has been availed to cover public liability, environmental liability and product liability claims. The Company has also taken Directors and Officers Liability Insurance Policy. Stocks are insured whilst in transit and/or stored in the warehouses. In addition, all the employees are covered against the risk of loss of life, hospitalisation and personal accident.

### Foreign Exchange Management

The Company's exposure to foreign exchange risk comprises the risk of fluctuations of a foreign currency versus the local currency. The goal is to reduce the negative impact on the earnings arising from fluctuations in the exchange rates. In this endeavour, the majority of the forex transactions with group companies are invoiced in rupee terms effective from January 2018, thereby insulating the Company's books from forex volatility. To mitigate the currency fluctuations for the balance non-group US dollar denominated transactions, the net exposure of the Company, if required, is hedged, after taking advantage of the natural hedge, on fortnightly basis.

### Directors' Responsibility Statement

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013, ("the Act") the Board of Directors, to the best of their knowledge and belief, confirm that:

1. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. appropriate accounting policies have been selected and applied consistently and such judgements and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the profit of the Company for the financial year ended March 31, 2022;
3. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the annual accounts have been prepared on a going concern basis;
5. internal financial controls to be followed by the Company have been laid down and that such

internal financial controls are adequate and were operating effectively; and

6. proper systems to ensure compliance with the provisions of all applicable laws have been devised and that such systems were adequate and operating effectively.

### COVID-19 Update

During the period under review, the COVID-19 pandemic continued to be a challenge and India grappled with the devastating second wave. BCSL brought Bayer's vision of "Health for all, Hunger for none" to life also during the pandemic. The Company delivered business continuity during the pandemic by making seeds and crop protection products available to farmers. This helped to ensure that the health crisis did not turn into a hunger crisis.

The Company's Crisis Management Team ensured seamless cross-functional collaboration for effective COVID-19 management that extended from employees and associates to the entire value chain and our communities. The Company initiated special COVID-19 policies to create a flexible, workplace for employees, provide enhanced medical care and insurance facilities and special holistic health promotion initiatives. The CSR initiatives in India continued to focus on protecting health by organising vaccination camps, setting up oxygen concentrator banks, distributing masks, PPE kits and other medical supplies to frontline healthcare workers, doctors, farmers and local communities.

During the year, the Company received the most prestigious Global Safety Performance award from Bayer Global in November 2021 for its effective COVID-19 management. The Company's efforts were also featured in a COVID-19 industry compendium as a best practice.

### Health, Safety & Environment ("HSE")

The Company aspires to make an impact in sustainability that helps people and our planet thrive along relevant Environment, Social and Governance (ESG) topics. Our Sustainability, Safety, Health and Environment ("SSHE") ambition is making Bayer the healthiest and safest place to work while protecting our environment and generating impact in sustainability around the world.

Your Company respects and cares for the environment and the safety, health and wellbeing of people, whether they are employees, contractors, visitors or neighbours around the world. The Company

continuously improves its business processes while meeting or exceeding legal and regulatory SSHE requirements and provides an environment for open and transparent communication of SSHE matters and concerns. The Company recognizes that the skills and involvement of its employees are essential for fulfilling its SSHE principles and commitments.

The Company's major sites are certified to various HSE management systems as follows:

- ISO 14001:2015 Environmental Management System: Himatnagar active ingredient formulation, filling & packing (FFP) site; Silvassa FFP site and Shamirpet (Hyderabad) corn seeds processing site
- ISO 45001:2018 Occupational Health and Safety Management System: Shamirpet corn seeds processing site and R&D breeding site at Bengaluru

By implementing these management systems, the sites foster a culture of continual improvement using the PDCA model (Plan-Do-Check-Act) in collaboration with our internal and external stakeholders.

Led by the objective to create awareness amongst employees and to engage them for SSHE programs, the World Environment Day, India National Safety Week, Road Safety Week, International Self-Care Day and Bayer Health and Safety Day are celebrated across the Company. In addition, BCSL imparts all required onsite training and defensive driver training to take care of our employees when at our sites and on the road. The Company also ensures safe operations in its value chain by periodically reviewing and creating awareness for third party warehouses, suppliers and contract manufacturers.

### Corporate Societal Engagement

With a history of 125 years in India and with core competencies in the area of agriculture, the Company provides solutions to some of the world's most pressing challenges and committed to advancing Indian agriculture and promoting India as a key provider for agricultural solutions globally.

Our corporate charitable giving to partners helps drive positive societal change supporting our purpose "Science for a better life" and fueling our vision "Health for all, Hunger for none".

Our initiatives focus on fostering and scaling meaningful solutions for social health challenges and Company's work in the thematic areas of Agriculture, and Community Development helps deliver on its social commitments.

The programs under the Company's Corporate Societal Engagement (CSE) function are also aligned with the global objectives of Bayer, while pursuing a long-term, well-planned, multi-stakeholder participatory approach result in creating a measurable impact on targeted communities.

### Business Responsibility Reporting

Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, inter alia, provides that the annual report of the top 1000 listed entities based on market capitalization, shall include a Business Responsibility Report (BRR). A separate Section on Business Responsibility forms part of this Annual Report.

### Human Resources

People potential continues to be a strategic pillar for BCSL and the organisation remains committed to enable its employees to continuously focus on their growth in knowledge and skill development. "LIFE" (Leadership, Integrity, Flexibility and Efficiency) our values, continue to guide the right kind behavior and attributes as we passionately work towards our vision 'Health for all, Hunger for none'.

The Company strives to provide fair treatment at workplace, a transparent and equitable compensation system, flexible work timings, and an environment that ensures health and well-being. Aligning itself to the Group's global human resources strategy, BCSL has structured its people philosophy to providing secure employment and stable incomes, thereby encouraging social cohesion, which enables it to retain the best employees in the Company.

### Measuring Employee Satisfaction

To map the employee satisfaction levels, BCSL has a system of institutionalized feedback discussions and Employee Surveys, which enables it to monitor the effectiveness of its initiatives and accordingly improve. To capture the sentiments of the employees, the Company conducts quarterly pulse surveys, and in the third quarter of the financial year, we had an engagement score of 84%.

### Fostering Growth

At the heart of the Company's Human Resource Policy is its focus on attracting, developing and retaining the best employees, and providing them with wide-ranging career opportunities. To strengthen the talent attraction efforts of the Company, it has now implemented a

technology platform which provides a state of art experience to the talents, while they apply for positions in the organisation. Artificial Intelligence also plays an important part in the talent attraction efforts and the Company has also invested in an artificial intelligence platform to proactively reach out to candidates who can be looked at current as well as future career opportunities within the Company.

In today's age and in the new normal, growth will be characterized by learning and the organisation has also launched a portal which brings a variety of learning tools at the fingertips of employees. Employees can now decide on a topic and learn more about it through concepts, video, 2-minute reads etc. and all of this when they choose to. The Company this year also launched a global mentoring tool where employees can nominate themselves as mentors and mentees and build their perspectives by leveraging the strength of Bayer's global multi-cultural network.

In our constant endeavor to build on people's capabilities, two blended learning programs were also launched for the commercial teams. These two programs, ACE and STEP UP had virtual masterclasses and the learning was continued on an app. Providing bit sized learning content through an app, ensured that the Sales colleagues were engaged with the learning throughout the course duration and also provided the flexibility to learn at any place, any time.

### Equal Opportunities

The Company continues to grow its internal talent through its internal job board by advertising job roles, right up to Management level, via a globally accessible platform across the Group, to facilitate internal movement within and outside of the country. The Company continues to focus on women talent and amongst the new hires, we have hired almost 28% women.

### Attractive Working Conditions

The Company has a well-crafted compensation policy, based on continuous benchmarking and evaluation, and voluntarily pays employees on permanent employment contracts more than the statutory minimum wage. The compensation concept also includes variable one-time payments. Flexible working hours, options to work from home, and support in childcare beyond the statutory requirement combine to provide a healthy work-life balance to employees. To promote good health and ensure safe working conditions, the Company has, since the last two years, been following

a global framework concept to promote employee health and quality of life (BeWell@Bayer). It also strives to provide employees with access to affordable health offerings, such as regular medical check-ups, sports programs, and on-site medical care. An "Employee Assistance Program" – a fully confidential support system for requirements in the areas of psychological, marital, financial, and legal advice in personal matters, further helps nurture the well-being of the employees.

In the last year, as the Company paid special attention to welfare during the pandemic, various measures were undertaken to support employees. The measures included enhanced insurance coverage, resilience workshops for mental health, delivering masks at employee's residences, celebrating Bayer COVID-19 Heroes, COVID-19 pulse surveys, infrastructure assistance for work from home, frequent leadership connect etc.

In addition to this, to support all the spouses of the employees who succumbed to COVID-19, we partnered with an external agency and joined their "Not Alone" initiative. The #NotAlone community was launched as a response to the devastating second wave of COVID-19 in May 2021, which saw many women lose their primary breadwinners to the virus. For the women and their families this was a particularly difficult time when they were alone coping with grief, social challenges, financial insecurities, succession and inheritance processes and faced difficulties in restarting their lives. The initiative was fueled by generosity and compassion from people who volunteered to be part of this program. While some needed counseling, others needed help with getting upskilled, getting jobs or even help with getting alternative accommodation. But all needed an anchor, who could provide them the safe space, to grieve and be themselves, as they slowly started rebuilding their lives.

### The Key Pillars of the Initiative are:

**1-1 Anchors:** Every woman gets an Anchor who remains in touch with her throughout the program and connects her back to the community resources.

**Grief Counseling:** The therapists actively intervene when women exhibit signs of depression, intense emotional disturbance or even suicidal thoughts and have provided 1-1 grief counseling.

**Financial Awareness:** #NotAlone provided a helping hand to unravel the financial issues they faced, through volunteers from the Banking and Financial sector.



Volunteers also helped women understand how to plan for their short-term and long-term financial goals through individual and group sessions.

### **Education, Entrepreneurship and Employment:**

We try to connect suitable resumes with interested employers, prepping these women for interviews and facilitating upskilling workshops.

All these initiatives were based on providing care with empathy and the employees appreciated it.

### **Awards & Recognition**

The Company has been recognized, once again featured in the 100 Best Companies for Women in India and also has been certified as a Great Place to Work by the Great Place to Work Institute.

### **Proposed Divestment of Environmental Science Business**

As a part of a global organizational transformational strategy, Bayer AG decided to globally divest its Environmental Science Professional business in February 2021. With this planned divestment, the CropScience division will be able to sharpen its focus on its core agricultural business, accelerate its strategy implementation and allow the Environmental Science Professional business to find the growth resources it needs under new ownership.

Bayer AG decided to sell its Environmental Science Professional business to Cinven on March 10, 2022 and entered into definitive agreement for the said purpose.

The announcement will not have any immediate impact on our business continuity globally, including in India and South Asia. Business continuity for the Environmental Science Professional business and commitment to our customers and stakeholders remains our key priority.

### **Board of Directors**

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors have made the following appointments/re-appointments during the year under review:

- Mr. Simon Britsch was appointed as an Additional Executive Director & Chief Financial Officer with effect from September 01, 2021.
- Mr. Simon Wiebusch was appointed as an Additional Whole-time Director with effect from December 17, 2021.

- Mr. Brian Naber was appointed as an Additional Non-Executive Non-Independent Director with effect from January 01, 2022.

In accordance with Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, shareholders' approval for the above-mentioned appointment of directors was obtained through Postal Ballot with effect from March 19, 2022.

Further during the year under review, Mr. Rolf Hoffmann, Executive Director and Chief Financial Officer (CFO) has resigned with effect from August 31, 2021, Mr. Jens Hartmann has resigned with effect from December 31, 2021 and Dr. Sara Boettiger has resigned with effect from March 24, 2022. The Board of Directors placed on record its warm appreciation for the rich and valuable contributions made by Mr. Hoffmann, Mr. Hartmann and Dr. Boettiger during their tenure as Directors of the Company.

At the forthcoming 64<sup>th</sup> Annual General Meeting (AGM) of the Company and in accordance with the applicable provisions of the Act, Dr. Thomas Hoffmann, Non-Executive Non-Independent Director retires by rotation and being eligible offers his candidature for re-appointment as Director of the Company.

The Independent Directors hold office for a fixed term of 5 (five) years and are not liable to retire by rotation.

In accordance with the provisions of Section 149(7) of the Act, Mr. Pankaj Patel, Ms. Ketaki Bhagwati, Mr. Sekhar Natarajan and Dr. Harsh Kumar Bhanwala, the Independent Directors of the Company as on March 31, 2022 have given their declarations to the Board that they meet the criteria of independence as laid down under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended.

### **Key Managerial Personnel**

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2022 are Mr. Duraiswami Narain, Vice Chairman & Managing Director and Chief Executive Officer, Mr. Simon Britsch, Executive Director & Chief Financial Officer, Mr. Simon Wiebusch, Whole-time Director and Mr. Nikunj Kumar Savaliya, Company Secretary of the Company.

### **Corporate Governance**

The Company is committed to maintaining the highest standards of Corporate Governance and ensuring adherence to the Corporate Governance requirements,

as set out by the Securities and Exchange Board of India (SEBI). As required by Regulation 34 of the SEBI Listing Regulations, a detailed Corporate Governance Report is annexed to this Report. The Company is in full compliance with the requirements and disclosures that must be made in this regard. A Certificate from a Company Secretary in whole-time practice, confirming compliance of the Corporate Governance requirements by the Company, is annexed with the Corporate Governance Report. A Certificate of Corporate Governance from the Chief Executive Officer and Chief Financial Officer of the Company, in terms of the SEBI Listing Regulations, inter alia confirming the correctness of the financial statements and cash flow statements, as well as adequacy of Internal Control Measures of the Company, also forms a part of the Corporate Governance Report.

### Meetings of the Board

During the financial year 2021-22, seven Board Meetings were convened and held. The details of the same are given in the Corporate Governance Report.

### Audit Committee

During the financial year 2021-22, six Audit Committee Meetings were convened and held. The composition of the Audit Committee is given in the Corporate Governance Report. The Board accepted all the recommendations made by the Audit Committee.

### Board Evaluation

Pursuant to the provisions of the Act and SEBI Listing Regulations, the Board and Committee Evaluation was carried out during the year, wherein all the members of the Board evaluated the Board's as well as Committee's performance based on various parameters. The said parameters are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

The Nomination & Remuneration Committee reviewed the performance of the individual Directors based on criteria such as constructive inputs in meetings, preparedness on the issues discussed at the meetings, etc. The results of the evaluation were discussed at the Nomination & Remuneration Committee Meetings and were placed at the Board Meeting for the Chairman's review. The evaluation process primarily focused on the criteria with respect to the overall functioning of the Board as well as the Committees, their composition, governance aspects, etc. The criteria applied in the Board evaluation process is explained in the Corporate Governance Report.

### Consolidated Policy - Nomination and Remuneration, Board Diversity & Performance Evaluation

The Company has a comprehensive Consolidated Policy for Nomination & Remuneration, Board Diversity and Performance Evaluation in place. The said Consolidated Policy lays down the criteria for each of the responsibilities of the Nomination & Remuneration Committee (NRC). The NRC shall be guided by the said Consolidated Policy while discharging its duties on behalf of the Company. The Policy is framed in accordance with the provisions of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations. The detailed Policy is available on the Company's website at [www.bayer.in](http://www.bayer.in).

### Whistle Blower Policy (Vigil Mechanism)

As a responsible and transparent corporate citizen, BCSL has adopted a Whistle Blower Policy, as part of its vigil mechanism to provide appropriate avenues to the employees, as well as any third party, to bring to the attention of the Management, any issue that is perceived to be in violation of, or in conflict with, the Code of Conduct, values, principles and beliefs of the Company. Good Corporate Governance entails that the interest of the employees, shareholders and the society in general, is protected at all times. The well-established vigil mechanism at BCSL provides all employees the opportunity to report, without fear, their concerns about any unethical conduct, financial malpractices or any unhealthy practice that may be prevalent in the Company. The employees are encouraged to voice their concerns or issues by way of whistle blowing, and the Company provides them with access to the Audit Committee. The Company through its global mechanism has also provided hotline number(s) and a dedicated weblink [www.convercent.com/report](http://www.convercent.com/report) for reporting such concerns. The Corporate Compliance Team addresses the whistle blower complaints and presents the status of such complaints at the Audit Committee meetings held on a quarterly basis.

The details of the Whistle Blower Policy are explained in the Corporate Governance Report, and also posted on the Company's website at [www.bayer.in](http://www.bayer.in).

### Code of Conduct

The Company has in place a Code of Conduct ("Code") which is applicable to the members of the Board and the Senior Management of the Company. The Code lays down the standard of conduct expected to be followed by the Directors and Senior Management in their business dealings, and on matters relating to integrity in the workplace, dealings with stakeholders,

and in business practices. This Code is intended to provide guidance to the Board of Directors and Senior Management of the Company to manage the affairs of the Company in an ethical manner and is formulated in accordance with the requirements of the Act and SEBI Listing Regulations.

All the Board Members and the Senior Management employees (as defined in the Code of Conduct) have confirmed compliance with the Code.

### Risk Management Policy

A comprehensive Risk Management Policy, outlining the risk management framework of the Company, is in place, to provide guidance on identification and mitigation of the various risks that the Company may face in the conduct of its business.

The policy covers the following key aspects:

- Overview of risk management;
- Roles and responsibilities of the Board of Directors, Audit Committee, Risk Management Committee and other key managerial personnel of the Company with regards to risk management;
- Structure and procedure for identification, escalation and minimization of risks.

The details of the Risk Management Policy are given in the Corporate Governance Report.

### Dividend Distribution Policy

The Company has formulated its Dividend Distribution Policy based on the parameters laid down by SEBI Listing Regulations. The same is enclosed in **Annexure “F”** to the Directors' Report, and is also available on the Company's website at [www.bayer.in](http://www.bayer.in).

### Corporate Social Responsibility Policy

A brief outline of the Corporate Social Responsibility (CSR) Policy, and the initiatives undertaken by the Company on CSR activities during FY 2021-22, is set out in **Annexure “A”** to the Directors' Report. The CSR policy is uploaded on the Company's website at [www.bayer.in](http://www.bayer.in).

### Internal Control System

Your Company has an appropriate internal control system for business processes with regard to its operations, financial reporting and compliance with applicable laws and regulations. The Audit Committee of the Board of Directors approves the Internal Audit Plan and internal audits are conducted at regular intervals across various locations in line with the

approved Internal Audit Plan. Audit observations and follow-up actions are deliberated with the Management of the Company as well as the Audit Committee.

### Internal Financial Controls

In line with the regulations laid down in the Companies Act, 2013, with respect to control and compliance requirements, the Company has established robust Internal Financial Controls across various processes prevalent in the organisation. These controls have been put in place at both, the entity and process levels, and are designed to ensure compliance to internal control requirements, as well as regulatory compliance. They also enable appropriate recording of financial and operational information. The Company has reviewed the effectiveness of its Internal Financial Controls by adopting a systematic approach, which enables it to assess the design and the operating effectiveness of these controls.

### Information pursuant to Section 197(12) of the Companies Act, 2013

The information as prescribed under the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is set out as **Annexure “D”** to the Directors' Report. However, as per the proviso to Rule 5, the Directors' Report and the Financial Statements of the financial year ended March 31, 2022 of the Company are being sent to the members, excluding the statement giving particulars of employees under Section 197(12). Any member interested in obtaining a copy of such statement may write to the Company Secretary at the Registered Office of the Company.

### Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The information as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, with respect to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo related matters is enclosed as **Annexure “B”** to the Directors' Report.

### Particulars of Loans, guarantees or investments under Section 186 of the Companies Act, 2013

During the financial year ended March 31, 2022, the Company did not give any loan, guarantee or provided security in connection with any loan to any group Company.



## Related Party Transactions

In accordance with the relevant provisions of the Companies Act, 2013 and rules framed thereunder, as well as Regulation 23 of the SEBI Listing Regulations, the Company has in place a Related Party Transaction Policy. All the transactions entered with related parties during the year are in accordance with the Related Party Transaction Policy and are in the ordinary course of business and at arm's length. During the year under review, the Board reviewed the Related Party Transaction Policy as per the SEBI Listing Regulations and made relevant changes to bring it in line with the various recent amendments.

Information on transactions entered with the related parties pursuant to Section 134(3)(h) of the Companies Act, 2013, read with Rule 8(2) of the Companies (Accounts) Rules, 2014, as prescribed in Form AOC-2 for the financial year ended March 31, 2022, are given under **Annexure "C"** to the Directors' Report.

## Prevention of Sexual Harassment at Workplace

Your Company has a policy on prevention of sexual harassment to ensure harassment-free workspace for the employees. Sexual harassment cases are dealt as per the Prevention of Sexual Harassment Policy. An Internal Committee (IC) has been set up by the Company to redress complaints received regarding sexual harassment. This Policy is applicable to all its employees (permanent, contractual, temporary and trainees).

The following is a summary of sexual harassment complaints received and disposed off during financial year 2021-22:

Particulars	Details
Number of complaints pending as at the beginning of the financial year	Nil
Number of complaints filed during the financial year	Nil
Number of complaints disposed during the financial year	Nil
Number of complaints pending as at the end of the financial year	Nil

## Extract of Annual Return

In accordance with the provisions of Section 92 of the Companies Act, 2013, the Annual Return of the Company is hosted on the website of the Company at [www.bayer.in](http://www.bayer.in).

## Compliance with Secretarial Standards

The Board of Directors affirms that the Company has complied with the applicable Secretarial Standards

(SS) issued by the Institute of Companies Secretaries of India (SS-1 and SS-2), respectively relating to meetings of the Board and its Committees and general meetings, which have mandatory application during the year under review.

## Reporting of Fraud by Auditors

During the year under review, neither the statutory auditors nor the secretarial auditors reported to the Audit Committee of the Board, under Section 143(12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Report.

## Management Discussion & Analysis Report

A detailed review of operations, performance and future outlook of your Company is given separately under the head Management Discussion & Analysis Report.

## Cost Audit

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit records maintained by the Company in respect of 'Insecticides' are required to be audited. The Directors have, on the recommendation of the Audit Committee, appointed M/s. D.C. Dave & Co. to audit the cost accounts of the Company pertaining to 'Insecticides' for the financial year ending March 31, 2023. As required under the provisions of the Act, the remuneration payable to the Cost Auditor is to be placed before the Members in the Annual General Meeting for ratification. Accordingly, a resolution for seeking members' ratification for the remuneration payable to M/s. D.C. Dave & Co. is included at Item No. 6 of the Notice convening the Annual General Meeting.

## Statutory Auditors

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No. 117366W/W-100018), are the Statutory Auditors of the Company, pursuant to the provisions of Section 139 of the Companies Act, 2013, and pursuant to their appointment, the first term of five years as the Statutory Auditors of the Company shall be completed at the ensuing 64<sup>th</sup> Annual General Meeting of the Company and being eligible they can be re-appointed for a further term of 5 (five) years i.e. from the conclusion of the 64<sup>th</sup> Annual General Meeting till the conclusion of the 69<sup>th</sup> Annual General Meeting. Accordingly, a resolution for re-appointment of M/s. Deloitte Haskins & Sells LLP is included at Item No. 4 of the Notice convening the Annual General Meeting.

For the year ended March 31, 2022, the Company paid a consolidated sum of ₹ 12 Million to the Statutory Auditors and all their entities.

### Secretarial Audit

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. BNP & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year ended March 31, 2022. The Secretarial Audit Report for the financial year ended March 31, 2022 is enclosed as **Annexure "E"** to this Directors' Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark. The Company is in

compliance with the Secretarial Standards specified by the Institute of Company Secretaries of India.

### Acknowledgements

The Board of Directors wishes to thank the employees of the Company for their exemplary dedication and valued contribution, as well as their unwavering support. The Directors would like to express their grateful appreciation for the co-operation and assistance extended by all the valued stakeholders of the Company, viz. customers, government authorities, financial institutions, banks, shareholders, suppliers and other business associates. The Company also acknowledges the consistent support and guidance of its promoters.

For and on behalf of the Board of Directors

**Pankaj Patel**

Chairman

(DIN: 00131852)

Ahmedabad, May 24, 2022

## ANNEXURE “A”

### Annual Report on Corporate Social Responsibility (CSR) Activities

#### 1. Brief outline on CSR Policy of the Company:

As a leader in the agriculture sector, we have the opportunity and the responsibility to shape agriculture through breakthrough innovation for the benefit of farmers, consumers, and our planet. With our innovative products, we are contributing to finding solutions to some of the major challenges of our time.

As with our business operations, our social commitment is based on innovation and pioneering spirit, and our CSR initiatives are aligned to the UN Sustainable Development Goals (SDGs) in the areas of nutrition and healthcare.

The CSR initiatives of the Company are guided by the vision of “Health for all, Hunger for none” and fueled by the purpose “Science for a better life” and pursue a long-term, well-planned, multi-stakeholder participatory approach resulting in a measurable impact on targeted communities.

Our CSR initiatives focus primarily on the following thematic areas:

1. Rural Development
  - Capacity Building of Smallholder farmers
  - Nurturing & Strengthening Farmer Producer Organizations (FPO's)
  - Empowering Women Self-Help Groups
2. Preventive Healthcare
  - Access to health care facilities
  - Strengthen awareness on Health, Hygiene & Nutrition
3. Education & Community Engagement
  - Supporting Technology Incubators/Start-ups
  - Building Scientific Temperament
  - Supporting community initiatives

#### 2. Composition of CSR Committee as on March 31, 2022:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Duraiswami Narain, Chairman	Vice Chairman & Managing Director and CEO	2	2
2.	Mr. Pankaj Patel, Member	Non-Executive Independent Director	2	2
3.	Ms. Ketaki Bhagwati, Member	Non-Executive Independent Director	2	2
4.	Mr. Simon Britsch, Member	Executive Director & CFO	2	1



3. The Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company and is available at [www.bayer.in](http://www.bayer.in)
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable
5. Details of the amount available for set off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any : NIL
6. Average net profit of the Company as per Section 135(5): ₹ 46,305 Million
7. (a) Two percent of average net profit of the Company as per Section 135(5): ₹ 126.11 Million  
(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years : NIL  
(c) Amount required to be set off for the financial year, if any : NIL  
(d) Total CSR obligation for the financial year [7(a)+7(b)-7(c)] : ₹ 126.11 Million

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (₹ in Million)	Amount Unspent (₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
126.79	-	-	-	-	-

- (b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project State District	Project duration (In Years)	Amount allocated for the project (₹ in Million)	Amount spent in the current financial year (₹ in Million)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹ in Million)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency Name CSR Registration number
1.	Rural Development initiatives - FPO	(i) Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water; (x) rural development projects.	No	Maharashtra, Karnataka, Bihar, Madhya Pradesh, Odisha, Jharkhand, Chhattisgarh. Nandurbar, Dhule, Pune, Osmanabad, Raichur, Araria, Katihar, Khandwa, Barwani, Rayagada, Latehar, Dumka, Lohardaga, Narayapur, Kondagaon	1	55.66	55.66	0	No	Bayer Foundation India CSR00000641

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration (In Years)	Amount allocated for the project (₹ in Million)	Amount spent in the current financial year (₹ in Million)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹ in Million)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
2.	Promoting Science Education by Adoption of Atal Tinkering Labs	CSR Activity, under item (ii) Promoting education, including special education and employment enhancing vocational skills especially amongst children, women, elderly and the differently abled and livelihood enhancement projects.	No	Karnataka, Delhi, Gujarat, Dadra & Nagar Haveli, Telangana. East Delhi, Ahmedabad, Dadra & Nagar Haveli, Bengaluru, Hyderabad		1	12.61	12.61	0	No	Bayer Foundation India	CSR00000641
3.	Comprehensive Telemedicine Solutions	(i)Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.	No	Odisha, Madhya Pradesh, Gujarat, Maharashtra, Karnataka, Bihar, Jharkhand, Chhattisgarh, Uttar Pradesh, Angul, Bhopal, Ahmedabad, Mumbai, Bengaluru, Araria, Bokaro, Bastar, Agra.		1	17.01	17.01	0	No	Bayer Foundation India	CSR00000641
Total							85.28	85.28	0	-	-	

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1) Sr. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the project		(6) Amount spent for the project (₹ in Million)	(7) Mode of implementation - Direct (Yes/No)	(8) Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1.	Initiatives to Combat COVID-19	(xii) Disaster management, including relief, rehabilitation and reconstruction activities.	No	Bihar, Maharashtra, Haryana, Delhi, Kerala, Tamil Nadu, Gujarat, Uttaranchal, Uttar Pradesh, Punjab, Chandigarh, West Bengal, Karnataka, Rajasthan, Chhattisgarh, Andhra Pradesh, Telangana, Madhya Pradesh, Jharkhand, Odisha, Jammu and Kashmir, Assam, Goa, Tripura, Dadra & Nagar Haveli, Bokaro, Patiala, Jalandhar, Srinagar, Bankura, Hugli, Nashik, Bulandshahr, Bhopal, Gandhinagar, Bongaigaon, Alappuzha, Kottayam, Saraikela-Kharsawan, North Goa, South Goa, Sangli, North Tripura, Dibrugarh, Purba Medinipur, Malappuram, Jodhpur, Dharwad, Solapur, Rohtas, Ambala, Mathura, Bareilly, Nainital, Jalna, Buldana, Thrissur, Faridabad, Kamrup, Mumbai Suburban, Darjiling, Kamrup Metropolitan, Maldah, North Twenty Four Parganas, Amravati, Chikmagalur, Sirohi, Salem, Valsad, Bharuch, Jammu, Sabar Kantha, Moga, Ludhiana, Krishna, Bagalkot, Bijapur, Meerut, Chikkaballapura, Bengaluru Rural, Dadra & Nagar Haveli, Rangareddi, Udaipur, Baksa, Thane, Shamirpet, Raichur, Aurangabad, Udaipur, Himatnagar, Rajahmundry, Bagalkot, Haveri, Silvassa		35.20	No	Bayer Foundation India	CSR00000641
<b>Total</b>						<b>35.20</b>			

(d) Amount spent in Administrative Overheads: ₹ 6.31 Million

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year [8(b)+8(c)+8(d)+8(e)]: ₹ 126.79 Million



(g) Excess amount for set off, if any

Sr. No.	Particulars	Amount (₹ in Million)
(i)	Two percent of average net profit of the Company as per Section 135(5)	126.11
(ii)	Total amount spent for the Financial Year	126.79
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.68
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-*

\*The Company is not setting off the excess amount of ₹0.68 Million in succeeding financial year.

9. (a) Details of Unspent CSR amount for the preceding three financial years:-

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any	Amount remaining to be spent in succeeding financial years (in ₹)
1.	2018-19		Nil (No Unspent CSR Amount)		
2.	2019-20		Nil (No Unspent CSR Amount)		
3.	2020-21		Nil (No Unspent CSR Amount)		
	<b>Total</b>			-	

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):-

(1) Sr. No.	(2) Project ID	(3) Name of the Project	(4) Financial Year in which the project was commenced	(5) Project duration (in years)	(6) Total amount allocated for the project (₹ in Million)	(7) Amount spent on the project in the reporting Financial Year (₹ in Million)	(8) Cumulative amount spent at the end of reporting Financial Year (₹ in Million)	(9) Status of the project - Completed/ Ongoing
-	-	-	-	-	-	-	-	-

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:

- Date of creation or acquisition of the capital asset(s): Not Applicable
- Amount of CSR spent for creation or acquisition of capital asset: Not Applicable
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5):

Not Applicable.

For and on behalf of the CSR Committee

**Duraiswami Narain**

Chairman - CSR Committee and  
Vice Chairman & Managing Director and  
Chief Executive Officer  
(DIN: 03310642)  
Mumbai

**Pankaj Patel**

Member – CSR Committee and  
Chairman of Board  
(DIN: 00131852)  
Ahmedabad

May 24, 2022

## ANNEXURE "B"

**Information as per Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the financial year ended March 31, 2022**

## I. Conservation of Energy

### (a) Energy conservation measures at plants located across India:

- Worked on process optimization for various SC products and reduced Specific Energy consumption by 75 kWh/KL (15% Reduction) (Himatnagar)
- Converted sodium vapor lights to LED light and installed Solar streetlight in place of sodium vapor lights (Silvassa)
- Solar Tubes (not solar panels) for roof tops to make day lighting in warehouses and processing plant power free, which results in saving of 15kW per day (Shamirpet)
- Replaced 25 old Chlorofluorocarbon (CFC) based split air conditioners (1.5 TR) with latest ozone friendly Hydrofluorocarbon (HFC) based energy efficient central Heating, Ventilation, and Air Conditioning (HVAC) systems with automatic climate control in Quality Testing (QT) building which save power by about 30kW per day (Shamirpet); and
- All workspaces in renovated QT building were fixed with occupancy sensors to reduce power wastage (Shamirpet)

### (b) Capital Investments on Energy/Water conservation equipment:

- Replaced air conditioner with 5 star rated Inverter Type air conditioner which reduces the electrical consumption
- Installed new filling machine to reduce energy consumption and increase in output optimizing shift operations: ₹ 10.5 Million
- Capital Investment for solar tubes: ₹ 2.2 Million
- Capital investment for new HVAC systems: ₹ 18.5 Million

- Capital Investment for occupancy sensors: ₹ 0.13 Million
- Rainwater harvest pond : ₹ 3.8 Million
- Solar Lights : ₹ 0.1 Million

## II. Technology Absorption

Efforts made towards technology absorption and the benefits derived are as under:

### 1. Specific Areas:

As a leader in Innovation and Excellence, BCSL continues to provide novel, innovative and effective crop protection products and solutions, greatly benefitting the Indian farming community, to keep pace with the dynamic scenario and enhance food productivity. The Company is also carrying out research activity for development and introduction of new products in the area of public health for vector control to prevent dreaded diseases like malaria, dengue etc., and for household hygiene purpose. As a part of ongoing research and development activities, the Company is evaluating number of early phase compounds which are under global development and with the prospect of introduction of some promising compounds in India. Further, new molecules and mixtures are also being evaluated for use in variety of agricultural and horticultural crops, covering a wide spectrum of pest and disease segments and Public Health and Hygiene purposes, to assess the suitability of product for marketing business.

### Crop Protection:

During the year under review, the Company conducted 857 field trials in 27 crops, including major field crops and horticultural crops, testing more than 60 products. These products are early stage crop protection innovations along with biologics, plant growth regulators and nutrient complex, which will help in effective

management of insects, diseases and weeds, and in securing higher yields in the coming years. These experiments will help the Company to develop comprehensive plant health approaches and equip farmers with tools to manage emerging pest complexes.

During the year, the Company has secured the registration for the novel product 'Vayego' (Tetraniliprole 18.18% SC) and successfully launched the product for the management of insect pests. Tetraniliprole is a novel insecticide discovered and developed by Bayer AG. It belongs to the new chemical class of anthranilic diamides and the product is registered in India for use as a foliar spray for the control of Stem Borer and Leaf Folder in Rice and Girdle beetle, Spodoptera and Semi looper in Soybean crops. The product provides a modern pest management solution to rice and soybean farmers.

The Company also successfully secured registration and launched the product Egnitus 110 SC (Cyclanilide 2.10% + Mepiquat Chloride 8.40% SC) in Cotton. Egnitus 110 SC is a plant growth regulator and offers unique benefits in cotton by reducing unwanted vegetative growth in the plant.

The above two novel formulations are manufactured in the state-of-the-art manufacturing facility of the Company.

BCSL was also successful in obtaining several approvals for extending the use of existing products in other crops: 'Belt Expert' against insect pests of rice, 'Fame' against insect pests of maize, gherkin and cardamom, 'Movento' against insect pests of okra, 'Infinito' against diseases of cucumber, 'Gaucho' and 'Evergol Xtend' for seed treatment in wheat and cotton.

The Company has also complied with the requirement of National Maximum Residue Limits fixation in crops (food commodities), a prerequisite for registration, and introduction of new agrochemical products or for introduction of existing products on new crops.

Further, in order to continue to provide innovative and effective solutions to the farmers, the Company has submitted applications for registration of two innovative

insecticides, one fungicide and three herbicide products. The insecticide and fungicide products will help Indian farmers in effective management of economically important pests and diseases in rice crop and the herbicide products will offer effective solution for the management of weeds in wheat crop.

Besides this, 16 new applications for label extensions of existing key products were submitted for approval on various crops like tea, pomegranate, tomato, brinjal, onion, soybean, groundnut, wheat etc.

With the focus on improving productivity, quality of the produce and return on investment of farmers, the Company is developing package solution from 'seed to harvest' in key agriculture and horticulture crops like rice, cotton, fresh fruits and vegetables. The Company continuously provides guidance and inputs to the farming community on safe and judicious use of pesticides through various Stewardship and Sustainable Agriculture projects. The Company also supports a helpline dedicated to the farming community with the aim to help them seek clarifications on appropriate use of its products.

### **Environmental Science:**

During the year, the Company has secured registration approval of key product 'Maxforce Fusion' (Imidacloprid 2.15% w/w Gel) for household use. This ready to use novel bait formulation offers an effective tool for control of both nymphs and adult cockroaches, commonly found in the food handling areas of household and commercial premises.

### **Seeds (Corn):**

Bayer made significant progress in India in understanding micro environmental growing conditions across India by deploying latest satellite or drone-based technologies. For this purpose, Bayer began installing more than 100 Arable devices across India under a new project called "Digital Twin". Automation and mechanization enhancement in field testing led to faster data return and improved data quality. Mechanization in nursery operations led to improved efficiency and optimization of resources.



Bayer is working on artificial intelligence driven breeding methodologies that will reduce the time to launch new products.

BCSL began investing in the development of SSC (Short Stature Corn) germplasm through forward and backcross breeding approach. SSC corn hybrids are believed to be more resistant to lodging, adaptable to higher densities, efficient in nitrogen use and water conservation.

BCSL developed a genomic model using historical proprietary hybrid testing data of the last 10 years to select germplasm that is resilient to climate (heat tolerance). The objective was to enable scientists to select and test the hybrids which can withstand high heat condition and yield better.

BCSL put additional efforts in the area of plant health, considering uncertain weather and growing agro-climatic challenges faced by Indian farmers, to protect yield and to enhance resistance in germplasm.

During the year under review, BCSL deployed 5 Corn hybrids (DKC8225, DKC9232, DKC8211, DKC9226 & DKC9228) and commercially launched 5 Corn hybrids (DKC9217, DKC9208, DKC9210, DKC8209 & DKC7204). DKC9210 was developed using GWS-DH (Genome wide selection – Di Haploid) technology. DKC7204 was identified for zone 3 by the Government of India Varietal Identification Committee (VIC).

The details of new launches are given below:

- DKC9217 for Rabi markets of South & East. It offers high yield, good stalk rot tolerance and standability
- DKC9210 for Rain fed and irrigated markets of Maharashtra. It offers high yield, better shelling quality and grain color
- DKC9208 for spring market. It offers long cobs, better stalk quality and high yield
- DKC8209 for Kharif markets of Rajasthan and Madhya Pradesh. It is a medium

maturity product with good standability and wider adaptability

- DKC7204 for Kharif markets of Uttar Pradesh, Madhya Pradesh, Bihar, Jharkhand, Himachal Pradesh & Rajasthan

VIC promoted to the next stage 13 out of 14 hybrids that the Company submitted for initial varietal testing (IVT) under AICRP (All India Coordinated research project for Maize).

The Company partnered with International Maize and Wheat Improvement Center (CIMMYT) for testing pooled products, from both private and public organizations, in new geographies to promote maize cultivation, which will offer better profitability.

## 2. Future Plans:

India's membership to the Organization for Economic Co-operation & Development (OECD) is resulting in regulatory data harmonization/acceptance and helping to move towards regulatory data protection. In future, the Company plans to introduce high technology products in the country.

### Expenditure on Research and Development

	(₹ in Million)
(a) Capital	212
(b) Recurring	749
(c) Total	961
Total R&D Expenses are 2 % of the Revenue from Operations	

## III. Foreign exchange earnings and outgo

(i) Information relating to exports is contained in the Directors' Report.

(ii) Total foreign exchange utilised and earned:

Particulars	(₹ in Million)
Value of imports on C.I.F. Basis	609
Expenditure in Foreign Currency	645
<b>Earnings in Foreign Exchange</b>	
Export of Goods calculated on FOB Basis	934
Recoveries from Group Companies	531



## ANNEXURE “C”

## FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134  
of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

The Company has not entered into any contract or arrangement or transactions with its related parties which is not at arm's length during the financial year 2021-22.

**2. Details of material contracts or arrangements or transactions at arm's length basis:**

The Company has entered into contracts with the related parties which are material in nature, the details of the said material contracts and the information required are as given below:

(I)	
Name of the Related Party and nature of relationship	Bayer AG is the ultimate holding Company of BCSL.
Nature of contracts/arrangements/transactions	Purchase of goods, sale of goods, recoveries, professional and support charges incurred and other incidental services.  These transactions are in the ordinary course of business and are conducted on an arm's length basis.
Duration of contracts/arrangements/transactions	Ongoing contracts
Salient terms of the contracts or arrangements or transactions including the value, if any	Purchase of goods, sale of goods, recoveries, professional and support charges incurred and other incidental services.
Date of approval by the Board, if any	Not applicable, since the transaction is in the ordinary course of business and at arm's length
Amount paid as advances, if any	Nil

For and on behalf of the Board of Directors

**Pankaj Patel**

Chairman

(DIN: 00131852)

Ahmedabad, May 24, 2022

## ANNEXURE "D"

**Statement of Disclosure of Remuneration under Section 197 of the Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- a. **Ratio of the Remuneration of each Executive Director to the Median Remuneration of the Employees of the Company and Percentage increase in Remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary as on March 31, 2022:**

Sr. No.	Name of the Director/ KMP	Designation	Ratio of remuneration of each Executive Director to median of remuneration of Employees*	Percentage increase in remuneration
1.	Mr. Duraiswami Narain	Vice Chairman & Managing Director and Chief Executive Officer	95:1	3.5%
2.	Mr. Rolf Hoffmann	Executive Director & Chief Financial Officer (till August 31, 2021)	15:1	10.9%
3.	Mr. Simon Britsch	Executive Director & Chief Financial Officer (w.e.f. September 1, 2021)	30:1	**
4.	Mr. Simon Wiebusch	Whole-Time Director	18:1	***
5.	Mr. Nikunj Kumar Savaliya	Company Secretary	5:1	6.3%

\*The total remuneration for Executive Directors excludes:

- (a) provision of ₹ 57.62 Million made towards payment of unvested Long-Term Incentive payable to the Executive Directors of the Company; and
- (b) payment of ₹ 31.56 Million made by the Company on behalf of Bayer CropScience LP and later reimbursed by Bayer CropScience LP to the Company.

\*\*Mr. Simon Britsch was appointed with effect from September 01, 2021, during the course of last year and hence no remuneration increase is applicable.

\*\*\*Mr. Simon Wiebusch was appointed with effect from December 17, 2021, during the course of last year and hence no remuneration increase is applicable.

- b. **The percentage increase in the median remuneration of employees in the financial year:**  
6.3%
- c. **The number of permanent employees on the rolls of the Company:**  
1,318
- d. **Average Percentile increase already made in the salaries of employees other than the managerial personnel in last financial year and comparison with percentile increase in the managerial remuneration and justification thereof:**  
The Average annual increase for Managerial grade and Non-Managerial grade was 6.3%.
- e. **Affirmation that the remuneration is as per remuneration policy of the Company:**  
The Company affirms that remuneration is as per the remuneration policy of the Company.



## ANNEXURE "E"

## FORM NO. MR-3

## SECRETARIAL AUDIT REPORT

## FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Bayer CropScience Limited,**  
Bayer House, Central Avenue,  
Hiranandani Estate,  
Thane West,  
Thane 400607.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bayer CropScience Limited [CIN: L24210MH1958PLC011173] (hereinafter called the "Company") for the audit period from April 1, 2021 to March 31, 2022 ('audit period' / 'period under review').

We conducted the Secretarial Audit in a manner that provided us a reasonable basis for evaluating the Company's corporate conducts / statutory compliances and expressing our opinion thereon.

We are issuing this report based on:

- (i) our verification of the books, papers, minute books, soft copy of the various records sent over mail as provided by the Company and other records maintained by the Company and furnished to us, forms/returns filed and compliance related action taken by the Company during the financial year ended March 31, 2022 as well as before the issue of this report,
- (ii) Compliance Certificates confirming Compliance with all laws applicable to the Company given by Key Managerial Personnel / Senior Managerial Personnel of the Company and taken on record by Audit Committee / Board of Directors, and
- (iii) Representations made, documents shown, and information provided by the Company, its officers, agents, and authorized representatives during our conduct of Secretarial Audit.

We hereby report that in our opinion, during the audit period covering the financial year ended on March 31, 2022, the Company has:

- (i) Complied with the statutory provisions listed hereunder, and
- (ii) Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

The members are requested to read this Report, along with our letter of even date annexed to this report as Annexure- A.

### 1. Compliance with specific statutory provisions

#### We further report that:

- 1.1 We have examined the books, papers, minute books and other records maintained by the Company and the forms, returns, reports, disclosures and information filed or disseminated during the year according to the applicable provisions/clauses of:
  - i. The Companies Act, 2013 ("the Act") and the Rules framed thereunder;
  - ii. The Securities Contracts (Regulation) Act, 1956 and the Rules framed thereunder;
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment;
  - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"): -



- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client; and
  - d) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR").
- vi. Secretarial Standards issued by The Institute of Company Secretaries of India ("Secretarial Standards").
- 1.2 During the period under review, and also considering the compliance related action taken by the Company after March 31, 2022, but before the issue of this report, the Company has, to the best of our knowledge and belief and based on the records, information, explanations and representations furnished to us :
- i. Complied with the applicable provisions/ clauses of the Act, Rules and SEBI Regulations mentioned under sub-paragraphs (ii), (iii) and (v) of paragraph 1.1 above.
  - ii. Complied with the applicable provisions/ clauses of:
    - a) The Act and rules mentioned under paragraph 1.1 (i); and
    - b) The Secretarial Standards on meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) mentioned under paragraph 1.1 (vi) above to the extent applicable to Board meetings and Committee meetings held during the review period and the 63<sup>rd</sup> Annual General Meeting ("AGM") held on August 12, 2021. The Compliance of the provisions of the Rules made under the Act [paragraph 1.1(i)] and SS-1 [paragraph 1.1(vi)] with regard to the Board meeting and Committee meetings held through video conferencing during the review period were verified based on the minutes of the meeting provided by the Company.
- 1.3 We are informed that, during the year, the Company was not required to initiate any compliance related action in respect of the following laws/rules/regulations/standards, and was consequently not required to maintain any books, papers, minute books or other records or file any forms/returns thereunder:
- i. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Overseas Direct Investments and External Commercial Borrowings;
  - ii. The following Regulations and Guidelines prescribed under the SEBI Act: -
    - a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
    - b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
    - c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021;
    - d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and
    - e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
- 1.4 Based on the nature of business activities of the Company, the following Acts and Rules were specifically applicable to the Company, which has been duly complied with:
- the Insecticides Act, 1968 and the Insecticides Rules, 1971; and
  - the Seeds Act, 1966 and the Seeds Rules, 1968.

## 2. Board processes

### We further report that

2.1 The Board of Directors of the Company as on March 31, 2022, comprised of:

- i. Three Executive Directors;
- ii. Two Non-Executive Non-Independent Directors; and
- iii. Four Non-Executive Independent Directors, including a Woman Independent Director.

2.2 The processes relating to the following changes in the composition of the Board of Directors during the year were carried out in compliance with the provisions of the Act and LODR:

- i. Re-appointment of Dr. Thomas Hoffmann (DIN: 06485949), as a Director of the Company, liable to retire by rotation at 63<sup>rd</sup> AGM.
- ii. Appointment of Dr. Harsh Kumar Bhanwala (DIN: 06417704) as the Non-Executive Independent Director of the Company, for a period of five (5) consecutive years commencing from August 12, 2021 upto August 11, 2026, and has been approved by Shareholders at 63<sup>rd</sup> AGM.
- iii. Appointment of Dr. Sara Boettiger (DIN: 09012747) as the Non-Executive Director of the Company, liable to retire by rotation with effect from February 12, 2021 and has been approved by Shareholders at 63<sup>rd</sup> AGM.
- iv. Re-appointment of Mr. Pankaj Patel (DIN: 00131852) as the Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from September 12, 2021 upto September 11, 2026 at 63<sup>rd</sup> AGM.
- v. Resignation of Mr. Rolf Hoffmann (DIN: 08460583) as Executive Director and Chief Financial Officer of the Company with effect from August 31, 2021.

vi. Resignation of Mr. Jens Hartmann (DIN: 08338494) as the Non-Executive Director of the Company with effect from December 31, 2021.

vii. Appointment of Mr. Simon Britsch (DIN: 09194547) as the Executive Director and Chief Financial Officer of the Company for a period of five years commencing from September 01, 2021, approved by the Shareholders vide Postal Ballot with effect from March 19, 2022.

viii. Appointment of Mr. Simon Wiebusch (DIN: 08335591) as an Additional Director and the Whole-Time Director of the Company with effect from December 17, 2021, approved by the Shareholders vide Postal Ballot with effect from March 19, 2022.

ix. Appointment of Mr. Brian Naber (DIN: 09115300) as the Non-Executive Non-Independent Director of the Company w.e.f January 01, 2022, approved by the Shareholders vide Postal Ballot with effect from March 19, 2022.

x. Resignation of Dr. Sara Boettiger (DIN: 09012747) as the Non-Executive Non-Independent Director of the Company with effect from close of business hours of March 24, 2022.

2.3 Adequate notice was given to all Directors of the Company to schedule the Board Meetings (including Committees), Agenda and detailed notes on Agenda were sent at least 7 (seven) days in advance, and where the same were given at shorter notice than seven days, more than one Independent Director was present at the Board Meeting as required under Section 173(3) of the Act and Secretarial Standard related to Board Meetings.

2.4 A system exists for Directors to seek and obtain further information and clarifications on the Agenda items before the meetings and for their meaningful participation at the Meetings.

2.5 Decisions at the Meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the Audit Period.

### 3. Compliance mechanism

There are reasonably adequate systems and processes in the Company, commensurate with the Company's size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

### 4. Specific event(s)/action(s)

During the year, no specific event(s)/action(s) having a major bearing on the Company's affairs took place, in pursuance of the above referred laws, rules, regulations and standards.

Board at its meeting dated October 13, 2021, has approved the sale of its Traded Seeds business relating to Cotton, Millet, Mustard and Sorghum crops ("Crops") along with real estate property owned by the Company at Patancheru, Telangana, to Crystal Crop Protection Limited on a slump sale basis for a total consideration of ₹ 620 Million.

For **BNP & Associates**

Company Secretaries

[Firm Regn. No. P2014MH037400]

PR No. 637/2019

**Avinash Bagul**

Partner

Place: Mumbai

FCS 5578 / CP No. 19862

Date: May 24, 2022

UDIN: F005578D000367005

**Note:** This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.



## Annexure A to the Secretarial Audit Report

To,  
The Members,  
**Bayer CropScience Limited**

Our Secretarial Audit Report of even date is to be read along with this letter.

1. The Company's management is responsible for maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards. Our responsibility is to express an opinion on the secretarial records produced for our audit.
2. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
3. While forming an opinion on compliance and issuing this report, we have also considered compliance related action taken by the Company after March 31, 2022, but before the issue of this report.
4. We have considered compliance related actions taken by the Company based on independent legal / professional opinion obtained as being in compliance with law.
5. We have verified the secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We also examined the compliance procedures followed by the Company on a test basis. We believe that the processes and practices we followed, provides a reasonable basis for our opinion.
6. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
7. We have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
8. Our Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **BNP & Associates**  
Company Secretaries  
[Firm Regn. No. P2014MH037400]  
PR No. 637/2019

**Avinash Bagul**  
Partner  
FCS 5578 / CP No. 19862  
UDIN: F005578D000367005

Place: Mumbai  
Date: May 24, 2022



## ANNEXURE "F"

## Dividend Distribution Policy

### Background and applicability

This policy is being adopted and published in compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2016. SEBI via its notification dated July 8, 2016 introduced a new regulation 43A which prescribes that the top five hundred listed entities based on market capitalization (calculated as on March 31 of every financial year) shall formulate a dividend distribution policy which shall be disclosed in their annual reports and on their websites.

The Company currently has only one class of shares, i.e. equity, for which this policy is applicable. The policy is subject to review if and when the Company issues different classes of shares.

### Objective

The objective of this Policy is to ensure the right balance between the quantum of dividend paid and amount of profits retained in the business. The focus will continue to be on sustainable returns, through an appropriate capital strategy for both medium term and longer term value creation. Accordingly, the Board follows a dynamic dividend policy, considering the immediate and long-term needs of the business. Towards this end, the Policy lays down parameters to be considered by the Board of Directors of the Company for declaration of dividend from time to time.

### Considerations

The Company would, inter alia, consider the following financial parameters and / or internal & external factors before declaring dividend(s) or recommending dividend(s) to the shareholders:

- Current financial year's net profits in accordance with law and after transferring to reserves such amount as may be prescribed or as may be otherwise considered appropriate by the Board at its discretion.
- Track record of dividends distributed by the Company.
- Dividend pay-out ratios of companies in the same industry.

- Liquidity position and future cash flows needs.
- Fund requirements to finance the working capital needs of the business.
- Opportunities for investments of the funds of the Company to capture future growth in the industry, e.g. capital expenditure, etc.
- Funding requirements for any organic and inorganic growth opportunities to be pursued by the Company.
- Providing for unforeseen events and contingencies with financial implications.
- Macroeconomic and business conditions in general.
- Prevailing legal requirements, regulatory conditions or restrictions laid down under the applicable laws including tax laws.

The Board may declare interim dividend(s) as and when they consider it fit, and recommend final dividend to the shareholders for their approval in the annual general meeting of the Company.

In case the Board proposes not to distribute the profit, the reasons thereof and information on utilization of the undistributed profit, if any, shall be disclosed to the shareholders in the Annual Report of the Company.

### Retained Earnings

Retained Earnings may be used for corporate actions in accordance with applicable law and for investments towards growth of the business.

### Review & Amendment

The Policy shall be reviewed as and when required to ensure that it meets the objectives of the relevant legislation and remains effective. The Board has the right to change/amend the policy as may be expedient taking into account the law for the time being in force.

The Dividend Distribution Policy is effective from March 03, 2017.

## Corporate Governance Report

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Bayer CropScience Limited ("BCSL") believes in strong Corporate Governance that upholds its goodwill, enhances long-term shareholder value and protects the interest of its stakeholders. Good Corporate Governance is a key pillar of its growth strategy that ensures that the business is run in a legal, ethical and transparent manner. The Corporate Governance practices adopted by the Company goes beyond the legal requirements and are derived from the Company's vision and common values, which form the basis of the mutually respectful working relationship between the employees and the external partners.

The corporate culture at BCSL is built on its "LIFE" values, epitomizing Leadership, Integrity, Flexibility and Efficiency, which guide the Company in its day to day work. In its strategic journey, the Company is also led by its purpose – "Science for a better life". Guided by this Purpose in every facet of its business, the Company is committed to operating sustainably and addressing its social and ethical responsibilities as a responsible corporate citizen.

Corporate Governance at BCSL seeks to uphold these values and the Company's core values with ethical business conduct and a commitment to maximize value for all stakeholders and the Company over the long-term through innovation-driven projects, aimed at promoting sustainable business activity. This is supported by the Board of Directors commitment to a responsible and transparent style of management and supervision. The Company is also continuously striving towards improving people's quality of life, by helping provide an adequate supply of high-quality food and feed.

The Company believes in the importance of building stakeholder trust, attained by adhering to the highest levels of ethical business practices, as ingrained in the Bayer Code of Conduct and Corporate Compliance Policy, which lays down the guidelines for ethical conduct by the Directors and its employees. To maximize transparency, we provide regular and timely information on the Company's corporate position and significant

changes in the business activities to shareholders, financial analysts, media and general public.

#### Corporate Compliance

Integrity is core to achieving our vision of "Health for all, Hunger for none". The Corporate Compliance Policy outlines Bayer's principles of business conduct. Our commitments include competing fairly in every market, acting with integrity in all our business dealings, balancing economic growth with ecological and social responsibility, safeguarding equal opportunities in securities trading, treating each other with fairness and respect, protecting and securing personal data, etc. The Company's compliance framework is an amalgamation of the global Bayer Group policies and the national as well as local legislations that help employees carry out their job responsibilities in compliance with applicable laws and regulations.

Fostering digitalization for swifter and uniform response, the Company as part of a global operating model is catered by a team of expert compliance professionals for standard compliance and data privacy matters. Through our comprehensive compliance management system, we promote and reinforce compliant behaviour by proactively identifying and addressing the most significant compliance risks. As part of this system, the Company lays down procedures for adherence of employees to avoid potential violations, coupled with necessary training and monitoring as per the need of the business. Online trainings as well as need-based trainings are imparted to colleagues on routine basis to enable wider awareness.

The Company's reputation is upheld by every employee doing the right thing, however, if there are any violations sited, the Company also encourages its employees to speak up and report them, either anonymously or otherwise, through its Compliance Hotline via email, web reporting or through a toll-free number, without having a fear of retaliation. The senior management of the Company is also apprised on important compliance topics as well as cases in a timely manner. Overall, the robust compliance principles and system create a positive and reliable relation of the Company with its various stakeholders and supports a sustainable growth.

## 2. BOARD OF DIRECTORS

BCSL is a professionally managed Company, which functions under the overall supervision of the Board of Directors ("Board"). The Board operates with the goal of sustainably increasing the Company's enterprise value and achieving defined corporate objectives.

The Board along with its Committees, play a fundamental role in upholding and nurturing the principles of good corporate governance. The Board members have the requisite professional expertise, as well as management and leadership experience needed for the given task.

The Board operates within a well-defined framework, which enables it to discharge its responsibilities and duties of safeguarding the interests of the Company, thereby enhancing stakeholder value. The Board has identified certain core skills and competencies which are required in the context of the business, viz. understanding of governance, strategy, regulatory, fiduciary and ethical requirements, financial knowledge, integrity, credibility, trustworthiness, strong interpersonal skills, intercultural management and willingness to address issues proactively and has demonstrated all the required core skills as well as competencies.

The Board of your Company comprises highly experienced persons of repute, eminence and has a good and diverse mix of Executive, Non-Executive & Independent Directors including Independent Women Director. The Company's Board composition is in line with the applicable provisions of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended from time to time. As on the date of the Report, the Board consists of total 9 (nine) Directors, of which three are Executive Directors, four are Non-Executive Independent Directors, including an Independent Woman Director, and two are Non-Executive Non-Independent Directors. None of the Directors of the Company are related to each other. The number of Directorships, Committee Memberships Chairmanship of all Directors is within respective limits prescribed under the Act and SEBI Listing Regulations. All the Directors have made the necessary disclosures regarding their Committee positions and Directorships.

The details of each member of the Board along with the number of Directorship(s)/Committee Membership(s) are provided herein.

Directorship(s) in other companies / committee position as on March 31, 2022

Sr. No.	Name of Director	Category	Key Skills	No. of Directorship(s) held in other companies <sup>1</sup>	No. of Directorship(s) held in listed companies other than BCSL	No. of other Committee Memberships <sup>2</sup>	
						Chairperson	Memberships
1.	Mr. Pankaj Patel, Chairman	Non-Executive Independent Director	Vision, Strategy, Innovation & Value Enhancer	2	<ul style="list-style-type: none"> <li>• Zydus Lifesciences Limited (earlier Cadila Healthcare Limited)</li> <li>• Torrent Power Limited</li> </ul>	1	1
2.	Mr. Duraiswami Narain	Vice Chairman & Managing Director and CEO	Global Organisational Leadership, Business Strategy	-	-	-	-
3.	Mr. Simon Britsch	Executive Director & CFO	Finance, Accounting, Change Management	-	-	-	-
4.	Ms. Ketaki Bhagwati	Non-Executive Independent Director	Private Equity, Merger & Acquisition	1	<ul style="list-style-type: none"> <li>• Axis Bank Limited</li> </ul>	-	-

Sr. No.	Name of Director	Category	Key Skills	No. of Directorship(s) held in other companies <sup>1</sup>	No. of Directorship(s) held in listed companies other than BCSL	No. of other Committee Memberships <sup>2</sup>	
						Chairperson	Memberships
5.	Mr. Brian Naber	Non-Executive Non-Independent Director	Strategy, Commercial Operations, Enterprise Leadership	-	-	-	-
6.	Dr. Thomas Hoffmann	Non-Executive Non-Independent Director	Finance & Controlling, Intercultural Management	-	-	-	-
7.	Mr. Simon Wiebusch	Whole-time Director	Team Builder, Business Expansion & New Markets	-	-	-	-
8.	Mr. Sekhar Natarajan	Non-Executive Independent Director	Finance, Strategy and Business Development	2	<ul style="list-style-type: none"> <li>Ingersoll-Rand (India) Limited</li> <li>Colgate-Palmolive (India) Limited</li> </ul>	1	1
9.	Dr. Harsh Kumar Bhanwala	Non-Executive Independent Director	Organizational Transformation, Developmental Finance, Solving Rural Problems	2	<ul style="list-style-type: none"> <li>Capital India Finance Limited</li> <li>Multi Commodity Exchange of India Limited</li> </ul>	-	1

**Notes:**

- Directorships mentioned above includes alternate directorships, but excludes directorships in private limited companies, foreign companies and companies incorporated under Section 8 of the Act. The details mentioned above are for companies other than Bayer CropScience Limited.
- Committee details consist only of Audit and Stakeholders Relationship Committees in other listed companies.

**Board Independence**

The Company's Corporate Governance framework is steered by the belief that Independent Directors play a vital role in bringing objectivity and transparency in the overall functioning of the Company, and in enhancing the decision-making process through valuable contributions. The Company's definition of 'Independence' of Directors is derived from Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act.

The Company has received the annual confirmation and disclosures from all the Non-Executive Independent Directors. All Non-Executive Independent Directors comply with the requirements laid down by the SEBI Listing Regulations that are applicable to an Independent Director and are professionals, with expertise and

experience in general corporate management, finance, accounting, legal and other allied fields. Apart from drawing sitting fees and commission, none of these Directors have any other material pecuniary relationship or transaction with the Company, its Promoters and its Management, which, in the judgement of the Board, would affect the independence of the Directors.

Ms. Ketaki Bhagwati has been nominated by the Board of Directors to represent the Company at the Bayer South Asia Advisory Council ("Council") with effect from February 11, 2021 until December 31, 2021. Ms. Bhagwati's nomination was renewed with effect from January 1, 2022 until December 31, 2022. Apart from receiving sitting fees and commission from the Company, Ms. Bhagwati is paid an honorarium of ₹ 50,000/- per meeting for attending the meetings of the said Council.



### **Certification from Company Secretary in Practice**

Mr. Avinash Bagul, partner at BNP & Associates, Company Secretaries, has issued a certificate as required under the SEBI Listing Regulations, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed as an Annexure to this Section.

## **3. BOARD PROCEDURE**

As part of a well streamlined and transparent process, the Board/Committee meetings are pre-scheduled and a tentative annual calendar of Board and Committee meetings is circulated to all the Directors well in advance, to facilitate them to plan their schedule and to ensure meaningful participation in the meeting. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed in the subsequent Board meeting. The notice of the Board meeting is given well in advance to all the Directors. The meetings are governed by a detailed agenda. All issues included in the agenda are supported with comprehensive background information to enable the Board to take well-informed decisions. The agenda papers, containing detailed notes on various agenda items and other information that would enable the Board to discharge its responsibility effectively, are circulated to the Directors in advance. The Managing Director briefs the Board on the overall performance of the Company. The Chairman of the Audit Committee briefs the Board on important matters discussed at the meetings of the Audit Committee. The statements of Shareholders' / Investors' grievances received and resolved are also placed quarterly before the Board.

The Company held seven Board meetings during the financial year 2021-22 and the gap between two meetings did not exceed 120 days. The dates on which the Board meetings were held are May 25, 2021, August 13, 2021, October 13, 2021, November 01, 2021, December 17, 2021, February 04, 2022 and March 24, 2022.

### **Information given to the Board**

In line with the Company's total commitment to good governance and transparency, the Board

has complete access to all information within the Company, which includes, amongst others, the following:

- Quarterly and annual business performance of the Company
- Minutes of meetings of Audit Committee and other Committees of the Board
- Information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary
- Show cause, demand, prosecution notices and penalty notices, which are materially important
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems
- Any sale of material nature of investments, subsidiaries and assets, that is not in the normal course of business
- Quarterly details of foreign exchange exposures and the steps taken by the Management to limit the risks of adverse exchange rate movement, if material
- Non-compliance of any regulatory, statutory or listing requirements and members' service, such as non-payment of dividend, delay in share transfer etc.
- Budget & business updates

### **Board Support**

The Company Secretary is responsible for preparation of the agenda and convening the Board and Committee meetings and collating, reviewing and circulating the information for the agenda items circulated to the Board and the Committees for consideration thereof. The Company Secretary attends the meeting of the Board and the Committee and assures/advises the Board on the various compliances that need to be adhered to by the Company based on the different applicable regulations and ensures appropriate recording and timely circulation of minutes of meetings.

### **Statutory Compliance Monitoring Tool**

The Company has in place a web-based Statutory Compliance Monitoring Tool, which has been implemented to ensure tracking of all the statutory & legal compliances needed to be followed by the Company and is intended to provide the necessary

assurance to the Board of Directors. The said tool covers all the tasks that are applicable as per the statutes at various plant locations, registered and corporate offices and regional offices, thereby, making the existing tool more robust and comprehensive.

### Attendance Record of the Directors at Meetings of the Board and AGM

The attendance of the Directors at the Board Meetings held during the financial year ended March 31, 2022 and AGM held on August 12, 2021 is as under:

Sr. No.	Name of Director	Board Meetings held in Director's tenure	Attendance	
			Board Meeting (including attendance by video conferencing)	Annual General Meeting (held virtually)
1.	Mr. Pankaj Patel	7	5	Yes
2.	Mr. Duraiswami Narain	7	7	Yes
3.	Mr. Rolf Hoffmann <sup>#</sup>	2	2	Yes
4.	Mr. Sekhar Natarajan	7	7	Yes
5.	Ms. Ketaki Bhagwati	7	6	Yes
6.	Mr. Jens Hartmann <sup>#</sup>	5	5	Yes
7.	Dr. Thomas Hoffmann	7	6	Yes
8.	Dr. Sara Boettiger <sup>#</sup>	7	4	Yes
9.	Dr. Harsh Kumar Bhanwala	7	7	Yes
10.	Mr. Simon Britsch <sup>*</sup>	5	5	Not Applicable
11.	Mr. Simon Wiebusch <sup>*</sup>	2	2	Not Applicable
12.	Mr. Brian Naber <sup>*</sup>	2	1	Not Applicable

<sup>#</sup>Mr. Rolf Hoffmann, Mr. Jens Hartmann and Dr. Boettiger have resigned from the Board with effect from August 31, 2021, December 31, 2021 and March 24, 2022 respectively.

<sup>\*</sup>Mr. Simon Britsch, Mr. Simon Wiebusch and Mr. Brian Naber were not a part of Board of Directors as on date of AGM viz. August 12, 2021, as they were appointed as Directors with effect from September 01, 2021, December 17, 2021 and January 01, 2022 respectively.

### Meeting of Independent Directors

During the year under review, the Non-Executive Independent Directors of the Company met on March 22, 2022, without the attendance of Executive and Non-Independent Directors and the members of the Management. During the said meeting, the following points were discussed:

- Performance of Non-Independent Directors and the Board as a whole
- Performance of the Chairperson of the Company, considering the views of Executive Directors and Non-Executive Directors
- Quality, quantity and timeliness of flow of information between the Company Management and the Board, that is necessary for the Board to effectively and reasonably perform its duties

All the Non-Executive Independent Directors as on the date of the meeting were present at the meeting of Independent Directors. The Independent Directors expressed satisfaction at the governance process followed by the Company, the openness and transparency with which the Management

discusses various subject matters as provided in the agenda, as well as the information provided to them on a timely basis.

### Board Evaluation

In accordance with the provisions of the Act and the SEBI Listing Regulations, the Company has adopted a comprehensive Performance Evaluation Policy ("the Policy"), which provides for evaluation of the Board, the Committee of the Board, and the Individual Directors, including the Chairman of the Board. The criteria for Board Evaluation includes the experience and qualification possessed by the Directors, their relevant expertise that will be of assistance to the Management in operating the Company's business, integrity and accountability, as well as their judgement in bringing in objectivity in the Board proceedings. The Policy also sets independence standards for the Independent Directors to follow and adhere to. It also provides the procedure for evaluation of the Independent Directors and the Board as a whole. The Policy is available on the website of the Company at [www.bayer.in](http://www.bayer.in)

During the year, a Board Evaluation was conducted by the Company internally, and it included the evaluation of the Board as a whole, the Board Committees and the Directors, through a questionnaire having qualitative parameters. The evaluation process focused on the various aspects of the functioning of the Board and the Committees, such as composition, experience and competencies, performance of specific duties and obligations, governance issues, quality and value of contributions etc. A separate exercise was carried out to evaluate the performance of the individual Directors based on criteria such as attendance, contribution and independent judgement.

As an outcome of the above exercise, it was noted that the Board as a whole is functioning as a cohesive body and well engaged with different perspectives. The Board has a good focus on extant issues such as performance, compliance and controls and strategy. The Board members discuss the key topics, play a very constructive role and have a very collaborative approach.

#### **Induction Program for new Independent Director(s) & ongoing Familiarization Program for all existing Directors**

Alignment of Directors to the Company's strategic plans and actions is integral to its value accretive growth trajectory.

In line with the provisions of the SEBI Listing Regulations, the Company has adopted a familiarization program for its Non-Executive Independent Directors. The program aims to provide the Independent Directors with insights into the Company, to enable them to understand the Company's business in detail and facilitate their active participation in Board proceedings. At the time of appointing an Independent Director, a formal letter of appointment is given to him/her, which, inter alia, explains his/her, functions, roles,

duties and responsibilities, as well as the Board's expectations.

Mr. Simon Britsch, Mr. Simon Wiebusch and Mr. Brian Naber who were inducted as Board members were introduced to the Senior Management of the Company. They were apprised of the key business initiatives undertaken by the Company and were taken through the processes and approach followed by the Company in Legal, Accounting, Internal Controls and Risk Management, Human Resources, Public Affairs and Sustainability functions. The familiarization program of the newly inducted Board members gave them an opportunity to closely interact with the Senior Leadership and further provided them with better insight on important aspects related to the Company.

The familiarization program for Independent Directors is uploaded on the Company's website under the Corporate Governance Section at [www.bayer.in](http://www.bayer.in).

## **4. COMMITTEES OF THE BOARD**

The Company believes that the Committees of the Board play an important role in its overall governance structure. The Committees of the Board function as a viable support system for the Board members in the discharge of their duties and responsibilities. The Company has all the Statutory Committees in place. The Committees have been constituted to deal with specific areas/activities concerning the Company. The Board Committees are set with clearly defined roles and goals, which are crucial for the smooth functioning of the Company. The Board is responsible for the actions of the Committees. The Chairman/Chairpersons of the respective Committees keep the Board informed on the summary of the discussions held in various Committee Meetings. The minutes of the meetings of all the Committees are placed before the Board for review.

The Board has constituted the following Committees, which are mandatory.

Constitution of the Committees as on March 31, 2022				
Audit Committee	Nomination and Remuneration Committee	Corporate Social Responsibility Committee	Stakeholders' Relationship Committee	Risk Management Committee
Mr. Sekhar Natarajan - C	Ms. Ketaki Bhagwati - C	Mr. Duraiswami Narain - C	Mr. Pankaj Patel - C	Mr. Simon Wiebusch - C
Ms. Ketaki Bhagwati - M	Mr. Sekhar Natarajan - M	Mr. Pankaj Patel - M	Mr. Duraiswami Narain - M	Mr. Sekhar Natarajan - M
Dr. Harsh Kumar Bhanwala - M	Dr. Thomas Hoffmann - M	Ms. Ketaki Bhagwati - M	Mr. Simon Britsch - M	Mr. Amit Narkar - M
Dr. Thomas Hoffmann - M		Mr. Simon Britsch - M		

C – Chairman/Chairperson of the Committee

M – Member of the Committee

### Audit Committee

Financial transparency is critical for sustained good corporate practices. An important link between the Statutory and Internal Auditors, the Management and the Board, the Audit Committee provides necessary assistance to the Board in fulfilling its responsibilities of monitoring financial reporting processes, reviewing the Company's systems and processes for internal financial controls, and also for reviewing the Company's statutory and internal audit process.

The Company's Audit Committee, as on March 31, 2022, is comprised of four Non-Executive Directors, of whom three are Non-Executive Independent Directors and one is a Non-Executive Non-Independent Director. The members of the Audit Committee have relevant experience in financial matters.

The Audit Committee met six times during the financial year ended March 31, 2022. The meetings were held on May 25, 2021, August 13, 2021, October 13, 2021, November 01, 2021, February 04, 2022 and March 24, 2022. Necessary quorum was present at all the meetings. The attendance of the Committee members at the meetings for 2021-22 was as under.

Name of Member	Category	No. of Meetings during the tenure	No. of Meetings attended during 2021-22
Mr. Sekhar Natarajan, Chairman	Non-Executive Independent Director	6	6
Ms. Ketaki Bhagwati, Member	Non-Executive Independent Director	6	4
Dr. Harsh Kumar Bhanwala, Member*	Non-Executive Independent Director	6	6
Dr. Thomas Hoffmann, Member	Non-Executive Non-Independent Director	6	5
Mr. Pankaj Patel, Member <sup>#</sup>	Non-Executive Independent Director	-	-

\*Dr. Bhanwala was inducted as a member of the Audit Committee with effect from April 01, 2021.

<sup>#</sup>Mr. Pankaj Patel stepped down as a member of the Audit Committee with effect from April 01, 2021.

The Managing Director and Chief Executive Officer, Chief Financial Officer, Statutory Auditors and Internal Auditor also attend the meetings of Audit Committee as special invitees. The Company Secretary acts as the Secretary to the Audit Committee. The minutes of each Audit Committee meeting are placed and confirmed in the next meeting of the Board. The Audit Committee acts as a link between the Statutory and the Internal Auditors on the one hand, and the Board of Directors of the Company on the other.



### Role of the Audit Committee

The terms of reference of the Audit Committee are, inter alia, as follows:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information, to ensure that the financial statement is correct, sufficient and credible;
2. Making recommendations for appointment, remuneration and terms of appointment of auditors of the Company;
3. According approval for payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
4. Reviewing, with the Management, the annual financial statements and auditor's report thereon, before submission to the Board for approval, with particular reference to:
  - a) Matters required to be included in the Director's Responsibility Statement, to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b) Changes, if any, in accounting policies and practices, and reasons for the same;
  - c) Major accounting entries involving estimates based on the exercise of judgement by the Management;
  - d) Significant adjustments made in the financial statements arising out of audit findings;
  - e) Compliance with listing and other legal requirements relating to financial statements;
  - f) Disclosure of any related party transactions;
  - g) Qualifications in the draft audit report, if any.
5. Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice, and the report submitted by the agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of the audit process;
8. Approving, or making any subsequent modification to, transactions of the Company with related parties;
9. Scrutinizing inter-corporate loans and investments;
10. Valuating undertakings or assets of the Company, where necessary;
11. Evaluating internal financial controls and risk management systems;
12. Reviewing, with the Management, performance of Statutory and Internal Auditors, adequacy of the Internal Control Systems;
13. Reviewing the adequacy of the internal audit function, if any, including the structure of the Internal Audit department, staffing and seniority of the official heading the department, reporting structure coverage, and frequency of internal audit;
14. Discussing with Internal Auditors any significant findings and follow-ups thereon;
15. Reviewing the findings of any internal investigations by the Internal Auditors in matters where there is suspected fraud or irregularity or a failure of Internal Control Systems of a material nature, and reporting the matter to the Board;
16. Discussing with Statutory Auditors, before the audit commences, about the nature and scope of audit, as well as post-audit discussion to ascertain any area of concern;
17. Looking into the reasons for substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. Reviewing the functioning of the Whistle Blower mechanism;

19. Approving the appointment of CFO (i.e., the Whole-Time Finance Director or any other person heading the Finance function or discharging that function), after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as mentioned in the terms of reference of the Audit Committee.

### **Risk Management Committee**

Knowing the importance of managing and pre-empting risks effectively for having a sustainable business, the Company has constituted a Risk Management Committee, in line with the SEBI Listing Regulations.

The Risk Management Committee met twice during the financial year 2021-22, on May 24, 2021 and October 29, 2021.

The terms of reference of the Risk Management Committee are as follows:

- (1) To formulate a detailed risk management policy which shall include:
  - (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks, or any risk arising out of epidemic/pandemic or any other risk as may be determined by the Risk Management Committee.
  - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
  - (c) Business Continuity Plan.
- (2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (5) To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- (6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;
- (7) Supporting the executive management in the establishment of a culture which balances risks and opportunities facilitated by conscious risk decisions and a suitable "Tone from the Top".

### **Stakeholders Relationship Committee**

The Company has a duly constituted Stakeholders Relationship Committee, set up in pursuance of Section 178(5) of the Act and Regulation 20 of the SEBI Listing Regulations. Following are the terms of reference of the Stakeholders Relationship Committee:

- (1) To consider and effectively redress the shareholders and investor complaints including complaints related to transfer of shares, non-receipt of Annual Reports, non-receipt of declared dividends;
- (2) To review the measures taken for effective exercise of voting rights by shareholders;
- (3) To review the adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- (4) To review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

The Committee held two meetings during the financial year 2021-22. The meetings were held on May 25, 2021 and August 13, 2021. The attendance of the Committee members at the meetings was as under:

Sr. No.	Name of Member	Stakeholders Relationship Committee Meetings held in Member's tenure	No. of meetings attended during 2021-22
1.	Mr. Pankaj Patel, Chairman	2	2
2.	Mr. Duraiswami Narain, Member	2	2
3.	Mr. Rolf Hoffmann, Member <sup>#</sup>	2	2
4.	Mr. Simon Britsch, Member <sup>*</sup>	-	-

<sup>#</sup>Mr. Rolf Hoffman resigned as a member of the Stakeholder's Relationship Committee with effect from August 31, 2021.

<sup>\*</sup>Mr. Simon Britsch was appointed as a member of the Stakeholder's Relationship Committee with effect from September 01, 2021.

Complaints received and resolved by the Company during the financial year ended March 31, 2022 are given below:

Source of complaints	April 01, 2021 to March 31, 2022	
	Received	Resolved
Referred by SEBI SCORES	6	6
Referred by Stock Exchange/NSDL	9	9
Referred by Ministry of Corporate Affairs	-	-
<b>Total</b>	<b>15</b>	<b>15</b>

### Share Transfer Committee

The Share Transfer Committee has been formed to look into share transfer and all related applications as received from shareholders. The Company takes all due care to ensure that all rules and regulations with respect to share transfer are fully adhered to. In compliance with Regulation 40 of the SEBI Listing Regulations, shares of the Company can be transferred only in dematerialised form with effect from April 01, 2019. Further, with effect from January 24, 2022, listed companies shall issue securities in dematerialized mode only while processing any investor service requests viz. issue of duplicate share certificates, exchange/sub division/splitting/consolidation of securities, transmission/transposition of securities.

Further, a sub-committee has been constituted for attending to matters relating to issue of duplicate share certificates, transmission of shares, split and consolidation, etc. The composition of the aforementioned Committee as on March 31, 2022 is as under:

Sr. No.	Name of Member	Designation
1.	Mr. Duraiswami Narain <sup>#</sup> Vice Chairman & Managing Director and CEO	Chairman
2.	Mr. Simon Wiebusch <sup>*</sup> Whole-time Director	Chairman
3.	Mr. Rolf Hoffmann <sup>#</sup> Executive Director & CFO	Member
4.	Mr. Simon Britsch <sup>*</sup> Executive Director & CFO	Member
5.	Mr. Nikunj Kumar Savaliya Company Secretary & Compliance Officer	Member

<sup>#</sup>Mr. Duraiswami Narain ceased to be the Chairman of the Committee with effect from February 05, 2022 and Mr. Rolf Hoffmann resigned as a member of the Committee with effect from August 31, 2021.

<sup>\*</sup>Mr. Simon Wiebusch was appointed as the Chairman with effect from February 05, 2022 and Mr. Simon Britsch was appointed as a Member of the Committee with effect from September 01, 2021.

### Nomination and Remuneration Committee

As per Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations, the Company has constituted a Nomination and Remuneration Committee. As on March 31, 2022, the Committee comprises two Non-Executive Independent Directors, and one Non-Executive Non-Independent Director.

The terms of reference of the Nomination and Remuneration Committee are inter alia as follows:

- (1) To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, key managerial personnel and other employees;
- (2) To formulate criteria for evaluation of performance of the Independent Directors and the Board;

- (3) To devise a policy on Board diversity;
- (4) To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- (5) To consider, adopt and adhere to the Nomination and Remuneration Policy.

The Committee met five times during the financial year ended March 31, 2022. The meetings were held on May 20, 2021, August 13, 2021, December 17, 2021, February 04, 2022 and March 22, 2022. The attendance at the meetings was as under:

Sr. No.	Name of Member	Nomination and Remuneration Committee Meetings held in Member's tenure	No. of meetings attended during 2021-22
1.	Ms. Ketaki Bhagwati, Chairperson	5	4
2.	Mr. Sekhar Natarajan, Member	5	5
3.	Dr. Thomas Hoffmann, Member	5	5
4.	Mr. Jens Hartmann, Member*	3	2

\*Mr. Jens Hartmann was inducted as a member of Nomination and Remuneration Committee with effect from April 01, 2021 and resigned as a member with effect from December 31, 2021.

### Corporate Social Responsibility Committee

With the objective to drive its Corporate Social Responsibility agenda in letter and in spirit, the Company has constituted a Corporate Social Responsibility ("CSR") Committee, as required under Section 135 of the Act. The Committee, as on March 31, 2022, comprises of two Non-Executive Independent Directors and two Executive Directors .

The CSR Committee has a wide and comprehensive list of terms of reference, as listed below:

- (1) Formulating and recommending to the Board the structure of the Corporate Social Responsibility Policy and the activities to be undertaken by the Company;
- (2) Recommending the amount of expenditure to be incurred on the activities undertaken;
- (3) Reviewing the performance of the Company in the area of Corporate Social Responsibility;
- (4) Monitoring the Corporate Social Responsibility Policy of the Company;
- (5) Formulating policies and procedures based on the requirement of SEBI for Business Responsibility Reporting;
- (6) Ensuring implementation of all the policies pertaining to business responsibility;
- (7) Ensuring effective communication of all the policies to all relevant stakeholders;

- (8) Reviewing and assessing the business responsibility performance annually;
- (9) Reviewing the business responsibility initiatives and encouraging participation; and
- (10) Reviewing the Business Responsibility Report and recommending it to the Board for approval.

During the financial year 2021-22, the Committee met twice on May 20, 2021 and February 02, 2022. The attendance at the meeting was as under:

Sr. No.	Name of Member	CSR Committee Meetings held in Member's tenure	No. of meetings attended during 2021-22
1.	Mr. Duraiswami Narain, Chairman	2	2
2.	Mr. Pankaj Patel, Member	2	2
3.	Ms. Ketaki Bhagwati, Member	2	2
4.	Mr. Rolf Hoffmann, Member <sup>#</sup>	1	1
5.	Mr. Simon Britsch, Member <sup>*</sup>	1	1
6.	Dr. Sara Boettiger, Member <sup>§</sup>	2	0

\*Mr. Rolf Hoffmann resigned as a member with effect from August 31, 2021.

\*Mr. Simon Britsch was inducted as a member with effect from September 01, 2021.

§Dr. Sara Boettiger was appointed as a member with effect from April 01, 2021 and resigned as a member with effect from March 24, 2022.



## 5. REMUNERATION OF DIRECTORS

Details of Remuneration paid to Non-Executive Independent Directors and Executive Directors during the financial year ended March 31, 2022.

### a) Non-Executive Independent Directors

The details of the sitting fees and commission paid during the financial year ended March 31, 2022 are given in the table below:

(₹ in Million)

Sr. No.	Name of Director	Sitting Fees	Commission	Total
1.	Mr. Pankaj Patel	0.4	1.50	1.90
2.	Ms. Ketaki Bhagwati	0.86	1.50	2.36
3.	Mr. Sekhar Natarajan	1.02	1.50	2.52
4.	Dr. Harsh Kumar Bhanwala	0.77	0.19	0.96

Note: Commission was paid for the period 2020-21 in the month of August 2021.

### b) Executive Directors

The details of the remuneration paid/payable to the Executive Directors during the financial year ended March 31, 2022 is as under:

(₹ in Million)

Sr. No.	Name of Director	Position	Salary & Allowances	Perquisites	Total Remuneration <sup>(1)</sup>	Contract Period
1.	Mr. Duraiswami Narain	Vice Chairman, Managing Director and CEO	140.82	12.08	152.90	December 01, 2018 – November 30, 2023
2.	Mr. Rolf Hoffmann <sup>(2)</sup>	Executive Director & CFO	21.03	3.66	24.69	July 01, 2019 – June 30, 2024
3.	Mr. Simon Britsch <sup>(3)</sup>	Executive Director & CFO	42.14	5.28	47.42	September 01, 2021-August 31, 2026
4.	Mr. Simon Wiebusch <sup>(4)</sup>	Whole-time Director	24.73	3.98	28.71	December 17, 2021-December 16, 2026

#### Notes:

(1) The total remuneration for Executive Directors excludes:

- (a) provision of ₹ 57.62 Million made towards payment of unvested Long-Term Incentive payable to the Executive Directors of the Company; and
- (b) payment of ₹ 31.56 Million made by the Company on behalf of Bayer CropScience LP and later reimbursed by Bayer CropScience LP to the Company.

(2) Mr. Rolf Hoffmann resigned with effect from August 31, 2021.

(3) Mr. Simon Britsch was appointed with effect from September 01, 2021.

(4) Mr. Simon Wiebusch was appointed with effect from December 17, 2021.

### c) Service contract, notice period and severance fees

Mr. Duraiswami Narain was appointed as the Vice Chairman & Managing Director of the Company with effect from December 01, 2018 by the Board of Directors. The employment contract with Mr. Narain is for a period of 5 years, terminable by 3 months' notice on either side.

Mr. Simon Britsch was appointed as Whole-time Director of the Company with effect from September 01, 2021 by the Board of Directors. The employment contract with Mr. Britsch is for a period of 5 years, terminable by 3 months' notice on either side.

Mr. Simon Wiebusch was appointed as Whole-time Director of the Company with effect from December 17, 2021 by the Board of Directors. The employment contract with Mr. Wiebusch is for a period of 5 years, terminable by 3 months' notice on either side.

The Company does not have a scheme for stock options, for either its Directors or its employees. There is no severance fee paid to the Vice Chairman & Managing Director or Whole-time Director(s).

## 6. POLICIES

### Whistle Blower Policy

BCSL's commitment to high standards of Corporate Governance and stakeholder responsibility are deeply ingrained in its business fabric. The Company strives to achieve its business goals with utmost respect for human values, and to serve the interests of Bayer with integrity.

In terms of the Corporate Compliance Program and the SEBI Listing Regulations, the Company has in place a well-structured 'Whistle Blower Policy', with the objective to provide appropriate avenues to the employees and Directors of the Company to bring to the attention of the Management any genuine concerns regarding unethical behavior, actual or suspected frauds, including potential breach of Company's policies and standards, values or any laws within the country or elsewhere. This is a robust vigil mechanism that also provides for adequate safeguards against victimization of persons who use such mechanism. It basically enables the employees to raise their concerns, which are looked into, and fully investigated and acted upon. The Whistle Blower Policy is available on the website of the Company at [www.bayer.in](http://www.bayer.in).

### Policy for Prevention of Sexual Harassment

Your Company aims to provide a respectful and safe working environment for all its employees. While strictly adhering to the norms laid down by law, the Company has in place a 'Policy for Prevention of Sexual Harassment' ("Policy") at the workplace, in line with the provisions of the Sexual

Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and the Rules made thereunder. Awareness amongst the employees of the Company was created in a succinct manner with adequate information on the Internal Committee members and certain critical elements of the Policy during the year 2021.

### Code of Conduct for Directors and Senior Management

The Corporate Governance framework at the Company extends across its hierarchical structure, right up to the Company's Directors and top Management. In compliance with the requirements of Regulation 17(5) of the SEBI Listing Regulations, the Board of Directors had adopted a Code of Conduct for Directors, including Non-Executive Directors and Senior Management of the Company. All Board members and Senior Management personnel have affirmed compliance with the applicable Code of Conduct. A certificate to this effect, from Mr. Duraiswami Narain, Vice Chairman & Managing Director and CEO, and Mr. Simon Britsch, Executive Director & CFO, is attached with this Report. The policies as well as codes are posted on the website of the Company at [www.bayer.in](http://www.bayer.in).

### Risk Management Policy

As an integral component of the overall governance process, Risk Management, at BCSL comprises of all the organizational rules and actions for early identification of risks in the course of doing business as well as effective management of such risks. It includes implementing systems to identify risks at an early stage, take necessary and timely measures to mitigate them, and report them to the appropriate authority.

The Company has laid down detailed procedures to inform the Audit Committee and the Board of Directors about risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that the Executive Management monitors and controls risks pertinent to their business operations.

The Country Group Head – Internal Audit & Risk Management, South Asia, is responsible for coordinating with the various Heads of departments with respect to the process of identifying key risks associated with the business, manner of handling risks, adequacy of mitigating factors, recommending corrective action, and reporting to the Audit Committee.

### **Code of Conduct & Code of Fair Disclosures - For Prohibition of Insider Trading**

To prevent insider trading activities by dealing in shares of the Company, BCSL has in place an important governance code - Code of Conduct and Code of Fair Disclosures - For Prohibition of Insider Trading ("Code"). The Code, which is in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and further amendments, prohibits the Directors, designated persons and any other insider from dealing in the securities of the Company on the basis of any unpublished price sensitive information, available to them by virtue of their position in the Company, and during the trading window closure period. The Code has been revised in line with the amendments to the aforesaid Regulations.

The Company also has in place a mechanism for monitoring the trading done by the designated employees, as well as generation of system-based disclosures in line with the Code. The Company Secretary has been appointed as the Compliance Officer for ensuring implementation of the Code.

The objective of the Code is to protect the interest of the shareholders, to prevent the misuse of any unpublished price sensitive information, and to prevent any insider trading activity. The Code is available on the website of the Company at [www.bayer.in](http://www.bayer.in).

### **Policy on Related Party Transactions**

The Company has formulated a 'Policy on Related Party Transactions' in line with the requirements of

the Act and SEBI Listing Regulations. During the year under review, the Audit Committee and Board reviewed the said policy and amended on March 24, 2022 as per the recent amendments in the SEBI Listing Regulations to bring in line with the regulatory changes.

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for the Related Party Transaction on an yearly basis for the transactions which are of repetitive nature and / or entered in the ordinary course of business and are at arm's length. All Related Party Transactions are reviewed to establish compliance with the requirements of Related Party Transactions under the Act and SEBI Listing Regulations.

The Company has not entered into any materially significant Related Party Transactions with its Promoters, Directors, or Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. All material transactions entered into with the Related Parties, as defined under the Act and Regulation 23 of the SEBI Listing Regulations, during the financial year, were as per the Board approved policy, in the ordinary course of business and at arm's length. Transactions with Related Parties as per the requirements of Accounting Standards 18 are disclosed in the Notes to Financial Statements. The Related Party Transaction Policy has been uploaded on the website of the Company at [www.bayer.in](http://www.bayer.in)

### **Dividend Distribution Policy**

As per Regulation 43A of the SEBI Listing Regulations, the Company has formulated a Dividend Distribution Policy based on the parameters laid down by SEBI Listing Regulations, and the details of the same are available on the Company's website at [www.bayer.in](http://www.bayer.in).

### Policy for Determining Material Subsidiary

The Board has adopted a Policy for determining material subsidiary of the Company as well as to provide a governance framework for such material subsidiary. At present, BCSL does not have any material subsidiary. The Policy for determining material subsidiary is adopted in accordance with the SEBI Listing Regulations and is available on the Company's website at [www.bayer.in](http://www.bayer.in).

## 7. COMPLIANCE OFFICER

Mr. Nikunj Kumar Savaliya, Company Secretary is the Compliance Officer of the Company.

## 8. GENERAL SHAREHOLDER INFORMATION

### Annual General Meeting

Date of AGM	: Monday, August 22, 2022
Time	: 03:00 p.m. IST
Venue	: The Company is conducting the AGM through VC/OAVM pursuant to the MCA circulars and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of the AGM.

### Record Date

The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 06, 2022 till Saturday, August 13, 2022 (both days inclusive).

### Proposed Date of Dividend Payment

The final dividend of ₹ 25 per Equity Share, as recommended by the Board of Directors, if declared at the ensuing Annual General Meeting will be paid at par within 30 days of the said date:

- (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 Friday, August 05, 2022.
- (ii) in respect of shares held in dematerialized form, to the beneficial owners of the shares as at the close of business hours on Friday, August 05, 2022 as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

### The Financial Calendar of the Company is from April 01 to March 31.

#### Board Meetings for Quarterly Results\*

First Quarter Results	On or before August 14, 2022
Second Quarter and Half Yearly Results	On or before November 14, 2022
Third Quarter Results	On or before February 14, 2023
Fourth Quarter and Annual Results	On or before May 30, 2023

\*Tentative and subject to change

Corporate Identity Number (CIN)	L24210MH1958PLC011173
Registered Office Address	Bayer House, Central Avenue, Hiranandani Estate, Thane (West) - 400 607, Maharashtra

### Listing of Equity Shares on Stock Exchange

Name and Address of Stock Exchange	: BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001
Scrip Code	: 506285
Scrip ID	: BAYERCROP
ISIN	: INE462A01022 (NSDL & CDSL)
Annual Listing Fees	: The Company has paid the Annual Listing Fees



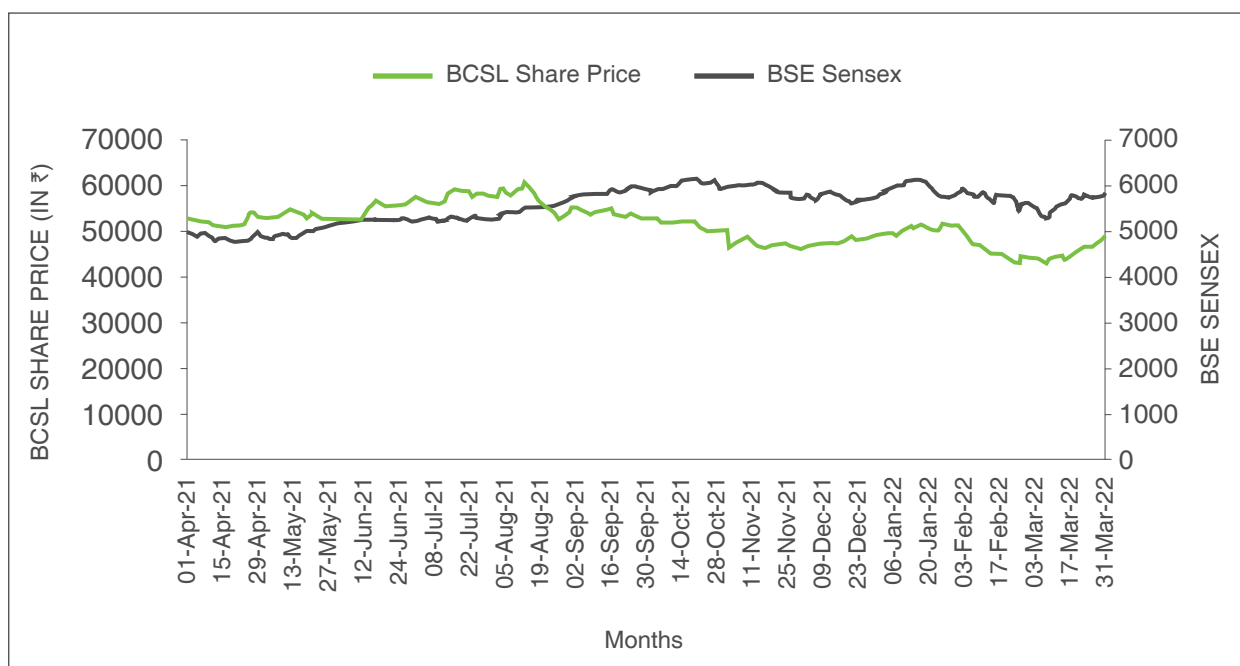
## Stock Price Data

The monthly high and low price of the Company's shares on BSE Limited from April 01, 2021 to March 31, 2022 was as under:

Month	Share Price (In ₹)	
	High Price	Low Price
April 2021	5562.40	5051.00
May 2021	5560.00	5160.00
June 2021	5800.00	5232.10
July 2021	6079.95	5506.00
August 2021	6127.45	5226.00
September 2021	5645.65	5255.55
October 2021	5374.70	4960.00
November 2021	5075.95	4519.90
December 2021	4991.55	4570.00
January 2022	5223.00	4850.00
February 2022	5264.30	4101.20
March 2022	4994.70	4284.95

## Stock Performance

Bayer CropScience Limited ("BCSL") Share Price vis-à-vis BSE Sensex April 01, 2021 to March 31, 2022:



### Registrar & Share Transfer Agent

TSR Consultants Private Limited ("TCPL") acts as the Registrar and Share Transfer Agent of the Company. Share transfers, dividend payment, requests for duplicates, revalidation, transmission and other investor related requests are attended by TCPL at its Registered Office situated at:

#### TSR CONSULTANTS PRIVATE LIMITED

(Unit - Bayer CropScience Limited)

C-101, 1<sup>st</sup> Floor, 247 Park,

L.B.S. Marg,

Vikhroli (West),

Mumbai - 400083

Tel: +91-22-66568484 Extn: 411 / 412 / 413

Fax: +91-22-66568494

Email ID: csg-unit@tcplindia.co.in

Website: <https://www.tcplindia.co.in>

Contact Person: Ms. Mary George

#### a) Branch Offices of TCPL

<b>1. Bengaluru</b> C/o. Mr. D. Nagendra Rao "Vaghdevi" 543/A, 7 <sup>th</sup> Main 3 <sup>rd</sup> Cross, Hanumanthnagar Bengaluru – 560019 Tel: +91-80-26509004 Email : tcplbang@tcplindia.co.in	<b>2. Kolkata</b> C/o. Link Intime India Private Limited Vaishno Chamber, Flat No. 502 & 503 5 <sup>th</sup> Floor, 6, Brabourne Road Kolkata – 700001 Tel: +91-33-40081986 Email : tcplcal@tcplindia.co.in
<b>3. New Delhi</b> C/o Link Intime India Private Limited Noble Heights, 1 <sup>st</sup> Floor Plot No. NH-2, C-1 Block, LSC Near Savitri Market, Janakpuri New Delhi – 110058 Tel: +91-11-49411030 Email : tcpldel@tcplindia.co.in	<b>4. Jamshedpur</b> Bungalow No. 1, 'E' Road, Northern Town Bistupur, Jamshedpur – 831001 Tel: +91-657-2426937 Email : tcpljsr@tcplindia.co.in
<b>5. Ahmedabad</b> C/o Link Intime India Private Limited Amarnath Business Centre-1 (ABC-1) Beside Gala Business Centre Nr. St. Xavier's College Corner Off. C.G. Road, Ellisbridge Ahmedabad – 380006 Tel: +91-79-26465179 Email : csg-unit@tcplindia.co.in	<b>6. Mumbai</b> Building 17/19, Office No. 415 Rex Chambers, Ballard Estate, Walchand Hirachand Marg, Fort, Mumbai-400 001 Tel: +91- 7304874606

### Share Transfer System

In terms of amended Regulation 40 of SEBI Listing Regulations w.e.f. April 01, 2019, transfer of securities are permissible only in electronic/demat form. The shares of the Company being in compulsory dematerialised form, are transferable through the depository system. However, the requests for transmission/transposition/amalgamation are processed if technically found to be in order and complete in all respects. All such requests processed are approved by the Company on a weekly basis. Further, with effect from January 24, 2022, SEBI has made it mandatory for listed companies to issue securities in demat mode only while processing any investor service requests viz. issue of duplicate share certificates, exchange/sub-division/splitting/consolidation of securities, transmission/transposition of securities. Also, vide its Circular dated January 25, 2022, SEBI has clarified that listed entities/RTAs shall now issue a Letter of Confirmation in lieu of the share

certificate while processing any of the aforesaid investor service request. The shareholders are required to lodge the Letter of Confirmation with the Depository Participant with whom they maintain their demat account to receive the credit of shares for the service request lodged.

### Simplified Norms for processing Investor Service Request

SEBI vide its Circular dated November 03, 2021, and December 14, 2021 has made it mandatory for holders of physical securities to furnish PAN, KYC and Nomination / Opt-out of Nomination details to avail any investor service. Folios wherein any one of the above mentioned details are not registered by April 01, 2023 shall be frozen. The concerned Members are therefore urged to furnish PAN, KYC and Nomination/Opt-out of Nomination by sending a physical copy of the prescribed forms duly filled and signed by the registered holders to TSR Consultants Private Limited (Unit – Bayer CropScience Limited) C-101, 1<sup>st</sup> Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083. The forms are also available at the website of the Company at [www.bayer.in](http://www.bayer.in).

### Distribution of shareholding as on March 31, 2022

Range of Shares	Number of Shareholders	Number of Shares	Percentage to Total Shareholders
1-500	60,583	2,252,525	97.57
501-1,000	902	614,822	1.45
1,001-2,000	321	446,402	0.52
2,001-3,000	89	216,479	0.14
3,001-4,000	33	116,248	0.05
4,001-5,000	26	115,667	0.04
5,001-10,000	51	345,747	0.08
10,001-20,000	26	366,092	0.04
20,001- 99,999,999,999	62	40,468,110	0.10
<b>Total</b>	<b>62,093</b>	<b>44,942,092</b>	<b>100.00</b>

### Shareholding Pattern as on March 31, 2022

Category of Shareholder	Number of Shareholders	Number of Shares	Number of Shares in Dematerialized Form	Shareholding as a Percentage of Total Number of Shares
<b>(A) Promoter and Promoter Group</b>				
1 Indian Body Corporate	2	14,797,818	14,797,818	32.93
2 Foreign Body Corporate	4	17,305,181	17,305,181	38.51
<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	<b>6</b>	<b>32,102,999</b>	<b>32,102,999</b>	<b>71.43</b>
<b>(B) Public Shareholding</b>				
<b>1 Institutions</b>				
(a) Mutual Funds / UTI	19	4,462,896	4,462,363	9.93
(b) Financial Institutions / Banks	9	10,863	7,550	0.02
(c) Insurance Companies	11	1,301,460	1,301,460	2.90
(d) Foreign Institutional Investors / Foreign Portfolio Investors - Corps	121	1,302,890	1,302,890	2.90
<b>Sub-total (B)(1)</b>	<b>160</b>	<b>7,078,109</b>	<b>7,074,263</b>	<b>15.75</b>
<b>2 (a) Central Govt / State Govt</b>	<b>1</b>	<b>311</b>	<b>311</b>	<b>0.00</b>
<b>Sub-total (B) (2)</b>	<b>1</b>	<b>311</b>	<b>311</b>	<b>0.00</b>

Category of Shareholder	Number of Shareholders	Number of Shares	Number of Shares in Dematerialized Form	Shareholding as a Percentage of Total Number of Shares
<b>3 Non-Institutions</b>				
(a) Bodies Corporate	715	1,212,483	1,210,299	2.70
(b) Individuals –				
Individual shareholders holding nominal share capital upto ₹ 2 lakh	55,218	3,403,700	3,168,978	7.57
Individual shareholders holding nominal share capital in excess of ₹ 2 lakh	7	291,467	264,307	0.65
<b>(c) Any other</b>				
i. HUF	1,710	375,151	375,151	0.83
ii. Non-Resident Indian (NRI)	2,285	318,291	317,780	0.71
iii. LLP	41	7,732	7,732	0.02
iv. Trust	10	1,984	1,984	0.00
v. Clearing Members	68	12,171	12,171	0.03
vi. Alternate Investment Funds	4	20,720	20,720	0.05
vii. NBFCs registered with RBI	2	5,680	5,680	0.01
viii. Bodies Corp - Non-NBFC	0	0	0	0.00
ix. Foreign Nationals	1	33	33	0.00
x. Directors & Relatives	1	533	533	0.00
xi. IEPF A/c	1	110,728	110,728	0.25
<b>Sub-total (B) (3)</b>	<b>60,063</b>	<b>5,760,673</b>	<b>5,496,096</b>	<b>12.82</b>
<b>Total Public Shareholding (B) = (B)(1) + (B)(2) + (B)(3)</b>	<b>60,224</b>	<b>12,839,093</b>	<b>12,570,670</b>	<b>28.57</b>
<b>Total (A)+(B)</b>	<b>60,230</b>	<b>44,942,092</b>	<b>44,673,669</b>	<b>100.00</b>

#### List of Top 10 shareholders as on March 31, 2022

Sr. No.	Name of Shareholders	Number of shares	Percentage to Total Share Capital
1.	Bayer Vapi Private Limited	8,039,736	17.89
2.	Monsanto Investments India Private Limited	6,758,082	15.04
3.	Bayer SAS	6,618,105	14.73
4.	Bayer CropScience AG	5,354,030	11.91
5.	Bayer AG	3,788,433	8.43
6.	Monsanto Company	1,544,613	3.44
7.	Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Tax Relief 96	1,320,407	2.94
8.	HDFC Life Insurance Company Limited	571,366	1.27
9.	Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life MNC Fund	478,321	1.06
10.	Indian Syntans Investments Private Limited	469,185	1.04



### Pledge of Equity Shares

None of the Equity Shares held by the Promoters and / or Promoter Group as on March 31, 2022 have been pledged or otherwise encumbered.

### Dematerialization of Shares and Liquidity

In line with the notification received from Securities and Exchange Board of India, the shares of the Company are traded compulsorily in dematerialized form with effect from March 21, 2000. The Company has signed an Agreement with both the Depositories in the country, viz. National Securities Depositories Limited and Central Depository Services (India) Limited, whereby the shareholders have an option to get the shares dematerialized with any of the Depositories.

The process of conversion of the shares from physical to electronic form is known as Dematerialization. The member desiring to dematerialize the shares has to open a Demat account with a Depository Participant (DP) of his/her choice. Many nationalized banks and private sector undertakings offer this facility. After opening the Demat account, the member has to hand over the physical share certificates, along with the Demat Request Form, to his/her DP, who in turn will forward the documents to TCPL, both physically and electronically. On receipt of the physical documents and electronic request routed through the Depository, TCPL shall dematerialize the shares, if the documents are complete in all respect and give a credit into the member's Demat account maintained with the DP.

### Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, conversion date and likely impact on equity

Not Applicable

### Plant Location

Sr. No.	Address
1.	Plot Nos. 66/1 to 75/2, G.I.D.C. Industrial Estate, Himatnagar - 383 001, Gujarat
2.	Plot No. 1, 4 & 5, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi, Silvassa – 396 240, Union Territory of Dadra & Nagar Haveli
3.	Survey No. 677, 678, Lalgadi Malakpet Village, Shamirpet Mandal, Medhchal District – 500078, Telangana

### List of Bankers

Sr. No.	Name of Bankers
1.	Axis Bank Limited
2.	Bank of America
3.	Citibank N.A.
4.	Deutsche Bank
5.	HDFC Bank Limited
6.	The Hongkong and Shanghai Banking Corporation Limited
7.	Sumitomo Mitsui Banking Corporation
8.	State Bank of India
9.	Cooperative Rabobank U A

### Address for Investor Correspondence

- |  |   |
|--|---|
| <p><b>1. The Company at the following address:</b><br/> <b>Bayer CropScience Limited</b><br/>         Law, Patents &amp; Compliance Department<br/>         Bayer House, Central Avenue,<br/>         Hiranandani Estate,<br/>         Thane (West) - 400 607.<br/>         Tel. No.: 022 - 2531 1234<br/>         Fax No.: 022 - 2545 5063<br/>         E-mail: <a href="mailto:ir_bcs@bayer.com">ir_bcs@bayer.com</a><br/>         Website: <a href="http://www.bayer.in">www.bayer.in</a></p> | <p><b>2. TCPL at their following address:</b><br/> <b>TSR Consultants Private Limited</b><br/>         (Unit – Bayer CropScience Limited)<br/>         C-101, 1<sup>st</sup> Floor, 247 Park,<br/>         L.B.S. Marg, Vikhroli (West)<br/>         Mumbai – 400083<br/>         Tel: +91-22-6656 8484<br/>         Extn.: 411 / 412 / 413<br/>         Fax: +91-22-6656 8494<br/>         E mail: <a href="mailto:csg-unit@tcplindia.co.in">csg-unit@tcplindia.co.in</a><br/>         Website: <a href="http://www.tcplindia.co.in">www.tcplindia.co.in</a></p> |
|--|---|
3. The Company has a specific Investor Grievance E-mail ID: [ir\\_bcs@bayer.com](mailto:ir_bcs@bayer.com)  
 All information / requests for share transfers, dematerialization, transmissions, change of address, non-receipt of dividend warrants, duplicate/missing share certificates, and other matters connected therewith, may be addressed to TCPL at the address mentioned above.

## 9. OTHER DISCLOSURES

### Details of Annual General Meetings held in the past 3 years

Year	Venue	Date	Time
2020-2021	AGM conducted through Video Conferencing/Other Audio-Visual Means (OAVM)	August 12, 2021	03:00 p.m.
2019-2020	AGM conducted through Video Conferencing/Other Audio-Visual Means (OAVM)	August 07, 2020	11:00 a.m.
2018-2019	Yashwantrao Chavan Pratishthan Auditorium, Y. B. Chavan Centre, Gen. J. Bhonsale Marg, Mumbai - 400 021	July 24, 2019	11:00 a.m.

### Special Resolutions passed in the previous 3 Annual General Meetings

- Re-appointment of Mr. Pankaj Patel (DIN: 00131852) as the Non-Executive Independent Director of the Company at the AGM held on August 12, 2021.
- Appointment of Mr. Rolf Hoffmann (DIN: 08460583) as the Whole-time Director and Chief Financial Officer of the Company at the AGM held on July 24, 2019.
- Appointment of Mr. Duraiswami Narain (DIN: 03310642) as the Managing Director and Chief Executive Officer of the Company at the AGM held on July 24, 2019.

### Postal Ballot

Pursuant to Section 110 of the Act read with Rule 22 of Companies (Management and Administration) Rules, 2014 (Management Rules), as amended, the Company issued Postal Ballot Notice dated February 04, 2022, for the following resolutions during FY 2021-22:

- Appointment of Mr. Simon Britsch (DIN: 09194547) as the Director of the Company
- Appointment of Mr. Simon Britsch (DIN: 09194547) as the Whole-time Director and Chief Financial Officer of the Company
- Appointment of Mr. Simon Wiebusch (DIN: 08335591) as the Director of the Company
- Appointment of Mr. Simon Wiebusch (DIN: 08335591) as the Whole-time Director of the Company
- Appointment of Mr. Brian Naber (DIN: 09115300) as the Non-Executive Non-Independent Director of the Company

The said resolutions were passed by requisite majority. The voting results are given below:

Sr. No.	Particulars of Resolution	No. of Votes Cast	Votes in Favour		Votes Against	
			No. of Shares	%	No. of Shares	%
1.	Appointment of Mr. Simon Britsch (DIN: 09194547) as the Director of the Company.	38,611,529	38,547,357	99.83	64,172	0.17
2.	Appointment of Mr. Simon Britsch (DIN: 09194547) as the Whole-time Director and Chief Financial Officer of the Company.	38,606,206	37,289,910	96.59	1,316,296	3.41
3.	Appointment of Mr. Simon Wiebusch (DIN: 08335591) as the Director of the Company.	38,611,513	38,545,343	99.83	66,170	0.17
4.	Appointment of Mr. Simon Wiebusch (DIN: 08335591) as the Whole-time Director of the Company.	38,606,176	37,289,511	96.59	1,316,665	3.41
5.	Appointment of Mr. Brian Naber (DIN: 09115300) as the Non-Executive Non-Independent Director of the Company.	38,611,483	38,574,456	99.90	37,027	0.10

#### Details of non-compliance

There was no non-compliance by the Company on any matters related to capital markets during the last 3 years.

#### Means of communication

The Company provides all the statutory information to its shareholders using multiple channels of communication, including dissemination of information on the online portal of BSE Limited, Press Releases, Annual Reports, Investor Presentations, and by placing relevant information on its Website.

The quarterly and annual results are shared with BSE Limited in a timely manner. The results are also published in leading English newspapers having nationwide circulation, as well as leading Marathi daily newspapers.

The Annual Report is also available on the website of the Company at [www.bayer.in](http://www.bayer.in) in a user-friendly and downloadable manner, along with all official news releases and Board approved policies.

For and on behalf of the Board of Directors

**Pankaj Patel**

Chairman

(DIN: 00131852)

Ahmedabad, May 24, 2022



## CERTIFICATION BY THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY

We, Duraiswami Narain, Vice Chairman & Managing Director and Chief Executive Officer and Simon Britsch, Executive Director & Chief Financial Officer, to the best of our knowledge and belief, hereby certify that:

- A. We have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2022 and that to the best of our knowledge and belief we state that:
- 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
  - 2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
- a) significant changes in internal control over financial reporting during the financial year;
  - b) significant changes, if any in accounting policies during the financial year and that the same have been disclosed in the notes to the financial statements; and
  - c) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.
- E. We affirm that we have not denied any personnel access to the Audit Committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to the 'whistle blowers' from unfair termination and other unfair or prejudicial employment malpractices; and
- F. We further declare that all the Board members and Senior Managerial personnel of the Company have affirmed compliance with the Code of Conduct for the year under review.

For and on behalf of the Board of Directors

**Duraiswami Narain**

Vice Chairman & Managing Director  
and Chief Executive Officer  
(DIN: 03310642)

**Simon Britsch**

Executive Director &  
Chief Financial Officer  
(DIN: 09194547)

Mumbai, India  
May 24, 2022



## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to regulation 34(3) and Schedule V Para C clause (10)(i) of the  
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")]

To,  
The Members,  
**Bayer CropScience Limited,**  
Bayer House, Central Avenue,  
Hiranandani Estate,  
Thane West - 400607  
Maharashtra

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Bayer CropScience Limited** [CIN.: L24210MH1958PLC011173] (hereinafter called the 'Company') having its Registered Office at Bayer House, Central Avenue, Hiranandani Estate, Thane West - 400607 and also the information provided by the Company, its officers and the authorised representatives for the purpose of issuance of the Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), as amended vide notification no SEBI/LAD/NRO/GN/2018/10 dated May 9, 2018 issued by SEBI.

In our opinion and to the best of our information and according to the verifications [including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)] as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S. No.	Name of the Director	DIN	Date of Appointment in the Company*
1.	Mr. Pankaj Patel	00131852	July 5, 2016
2.	Mr. Sekhar Natarajan	01031445	October 1, 2019
3.	Mr. Narain Duraiswami	03310642	October 23, 2018
4.	Dr. Harsh Kumar Bhanwala	06417704	February 12, 2021
5.	Dr. Thomas Hoffmann	06485949	April 02, 2013
6.	Ms. Ketaki Sanat Bhagwati	07367868	January 15, 2019
7.	Mr. Simon Wiebusch	08335591	December 17, 2021
8.	Mr. Brian Naber	09115300	January 01, 2022
9.	Mr. Simon Britsch	09194547	September 01, 2021

\*Date of appointment is taken from MCA.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For BNP & Associates**

Company Secretaries

[Firm Regn. No.: P2014MH037400]

PR No. 637/2019

**Avinash Bagul**

Partner

FCS 5578 / CP No. 19862

UDIN: F005578D000367478

Place: Mumbai  
Date: May 24, 2022



## CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To  
The Members  
**Bayer CropScience Limited**

We have examined the compliance of conditions of Corporate Governance by Bayer CropScience Limited ("the Company"), for the year ended on March 31, 2022, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') pursuant to the Listing Agreement of the said Company with stock exchange.

The compliance of the conditions of Corporate Governance is a responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India in view of COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We further state that compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Nilesh A. Pradhan & Co., LLP  
Company Secretaries

**Nilesh A. Pradhan**

Partner

FCS No: 5445

COP No: 3659

PR No.:1908/2022

UDIN: F005545D000366718

Place: Mumbai  
Date: May 24, 2022

# Business Responsibility Report

## Section A: General Information about the Company

1. Corporate Identity Number (CIN) of the Company	L24210MH1958PLC011173
2. Name of the Listed Entity	Bayer CropScience Limited
3. Registered address	Bayer House, Central Avenue, Hiranandani Estate, Thane (West) - 400 607. Tel. No.: + 91 22 2531 1234 Fax No.: + 91 22 2545 5063
4. Website	<a href="http://www.bayer.in">www.bayer.in</a>
5. E-mail id	ir_bcs1@bayer.com
6. Financial year reported	FY 2021-22
7. Sector(s) that the Company is engaged in (industrial activity code-wise)	NIC Code: 20211 - Manufacture of insecticides, rodenticides, fungicides, herbicides 01113 - Growing of other cereals
8. List three key products/services that the Company manufactures/provides (as in Balance Sheet)	Dekalb, Nativio WG and Roundup
9. Total number of locations where business activity is undertaken by the Company	Number of International Locations (Provide details of major 5) – None Number of National locations – 28 locations including Manufacturing plants, Multi-breeding stations, Registered office and Regional offices
10. Markets served by the Company	Pan India

## Section B: Financial Details of the Company

1. Paid-up Capital	₹ 449,420,920
2. Total Turnover	₹ 47,344 Million
3. Total profit after taxes	₹ 6,453 Million
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of Profit after taxes (%)	1.95%
5. List of activities in which expenditure in 4 above has been incurred	Rural Development Preventive Healthcare Education and Community Engagement

## Section C: Other Details

### 1. Does the Company have any Subsidiary Company/Companies?

There are no subsidiary companies.

### 2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such subsidiary Company(s).

Not applicable.

### 3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, more than 60%]

Bayer engages with 30-60% of the business partners including suppliers and contract manufacturers on various sustainability initiatives. Bayer regularly audits its business partners for operational risks in line with the Supplier Code of Conduct which is signed and adhered by all its business.

We continue to consider health and safety as our top priority. Through our CSR activities, we continued our contribution by donation of oxygen concentrator, PPE Kits to nearby hospitals. We also held awareness campaigns at nearby villages on importance of vaccination and provided necessary administrative support along with conducting an eye checkup camp and free Cataract operation at nearby hospitals.

## Section D: Business Responsibility (BR) Information

### 1. Details of Director/Directors responsible for BR

#### a. Details of the Director/Directors responsible for the implementation of the BR policy/policies:

The CSR Committee of the Company is responsible for the implementation of the Business Responsibility Reporting. The composition of the CSR Committee as on March 31, 2022 is given herein:

Name	DIN	Designation
Mr. Duraiswami Narain	03310642	Vice Chairman & Managing Director and CEO
Mr. Simon Britsch	09194547	Executive Director & Chief Financial Officer (CFO)
Mr. Pankaj Patel	00131852	Non-Executive Independent Director
Ms. Ketaki Bhagwati	07367868	Non-Executive Independent Director

#### b. Details of the BR Head

Particulars	Details
DIN Number (if applicable)	03310642
Name	Mr. Duraiswami Narain
Designation	Vice Chairman & Managing Director and CEO
Telephone Number	+91 22 2531 1234
E-mail ID	ir_bcs1@bayer.com



## 2. Principle-wise (as per NVGs) BR policy/policies

### a. Details of compliance (Reply in Y/N)

Sr. No.	Particulars	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy/policies for...?	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to any national/ International standards? If yes, specify? (50 words)	Y*	Y*	Y*	Y*	Y*	Y*	Y*	Y*	Y*
4.	Has the policy been approved by the Board? If yes, has it been signed by MD/ owner/CEO/Appropriate Board Director?	Y**	Y**	Y**	Y**	Y**	Y**	Y**	Y**	Y**
5.	Does the Company have a specified committee of the Board/Director/Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6.	Indicate the link for the policy to be viewed online	Y+	Y+	Y+	Y+	Y+	Y+	Y+	Y+	Y+
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8.	Does the Company have in-house structure to implement the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the Company carried out independent Audit/evaluation of the working of this policy by an internal or external agency?	Y++	Y++	Y++	Y++	Y++	Y++	Y++	Y++	Y++

\*The policies have been developed as per the Companies Act, 2013 ("the Act") and SEBI Listing Regulations and the global policies are in line with the global statutory requirements. They are also on the lines of the 'National Voluntary Guidelines on Social, Environment and Economic responsibilities of businesses' established by the Ministry of Corporate Affairs, Government of India in 2011.

\*\*Few statutory policies viz. CSR and Whistle Blower Policy are approved by the Board and other internal policies are approved by Bayer AG globally and are implemented as per local laws and regulations.

+ All our policies are available for employees to view on the Company's intranet. For external stakeholders wishing to view the policies, a request can be emailed to the Compliance Officer.

++We have various kinds of audits carried out like Internal Audit, Global Audit, Compliance Audit which are independent and cover specific policies.

### b. If answer to Sr. No. 2 against any principle, is 'No', please explain why:

Not applicable

### Governance related to BR:

#### a. Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, more than 1 year

CSR committee is responsible for the BR performance of the Company. The committee, annually reviews and assesses the business responsibility performance of the Company.

#### b. Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

This is Company's sixth Business Responsibility Report which is published annually in the Annual Report. The report is also available at [www.bayer.in](http://www.bayer.in). The detailed aspects of our sustainability performance are highlighted in our parent organization Bayer AG's sustainability report which can be accessed at [www.bayer.com](http://www.bayer.com).

## Section E: Principle-Wise Performance

### Principle 1 - Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

Bayer CropScience Limited demonstrates LIFE (Leadership, Integrity, Flexibility and Efficiency) values to enhance trust, transparency and satisfactory consumer services. We also ensure effective implementation of our values across our business operations to strengthen relationships with all our stakeholders. During the pandemic, the Company exhibited strong leadership skills and adopted effective digital mechanisms to track preparedness across all sites. Further, leaders across sites ensured the provision of a safe working environment in line with the Company's business continuity plan. Furthermore, we efficiently communicated all safety norms and healthy lifestyle measures through training programs and social media platforms.



**1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/No. Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/ Others?**

The Company expects highest standard of integrity in all its business dealings. The global Corporate Compliance Policy that outlines Bayer's principles of business conduct, is applicable to all the employees and covers all the legal entities worldwide, including BCSL. This Policy, amongst others, expects our suppliers and subcontractors to share Bayer's commitment of operating in a responsible and ethical manner, consistent with our principles and ensuring compliance with the Bayer Supplier Code of Conduct.

Further, Bayer maintains a comprehensive system designed to identify risks in high stake topics such as antitrust, corruption, conflict of interest, data privacy, etc. As part of this integrated compliance management system, there are well-established policies as well as procedures to mitigate the identified risks and safeguard the interest of the Company to avoid any violations.

**2. How many stakeholders' complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

We have established a toll-free number as well as an e-mail reporting mechanism, the details of which are given in the Whistle Blower Policy as uploaded on the website of the Company [www.bayer.in](http://www.bayer.in), to ensure effective redressal of stakeholder complaints against any identified unethical practices within the organization. Further, our Whistle Blower Policy, in line with Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI Listing Regulations, represents a stronghold for our employees to raise any ethical concerns. Additionally, our Stakeholder Relationship Committee ensures all investor queries and concerns are effectively resolved in a timely manner.

In FY 2021-22, we have received 15 investor complaints and all of which have been satisfactorily resolved as on the date of this report.

## Principle 2 - Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

Bayer adheres to its responsibility of providing safe and secure goods and services to its consumers. We also prioritize product stewardship to manage environmental impacts of our products and materials at different stages of production, use and disposal. Furthermore, we ensure safe standards, procedures, quality and performance through our regulatory stewardship, based on the following 5 pillars:

- Promote sustainable AG impact
- Next level digital data R&D organization
- Fuel leading portfolio
- Put grower and end consumer in forefront
- Develop and empower People



### 1. List up to 3 products or services whose design has incorporated social or environmental concerns, risks, and/or opportunities.

Bayer CropScience Limited caters to the needs of nearly 20 Million farmers by providing services pertaining to crop protection, seeds, traits, biologicals, digital farming, and environmental science. Our product portfolio is designed to support and nurture the environment.

Our product categorization is provided below:

- Wettable Powders (Melody Duo WP, Aliette WP)
- Water Dispersible Granules (Profler WG, Admire WG)
- Suspension Concentrates (Movento Energy, Gaucho FS, Infinito SC, Bounous SC, Vayego SC)
- Oil Dispersion (Movento OD, Solomon OD)
- Water-based soluble Liquid (Roundup 41% SL, Roundup Speed 54% SL)
- Hybrid seeds (Corn)

The Company incorporates and assesses the direct and indirect environmental and social risks across upstream and downstream manufacturing processes of the above-mentioned products. By incorporating environmental and social risks, we focus on conserving resources, minimizing waste and hence reducing our overall environmental impact of the products.

**To ensure the safe and responsible use of products, we have implemented targeted initiatives as mentioned below:**

#### **Preventing unhealthy reuse of discarded packaged products**

Reuse of our discarded bags and containers possess a health hazard to our society. We continue to enhance awareness among farmers on the health risks associated with discarded packaging. We targeted to withdraw these discarded packages from rural and farfetched areas. In order to do so, we obtained a licence from Pollution Control Board and onboarded vendors to collect this waste and incinerate it. Furthermore, we continued to enhance awareness among farmers from rural and back urban areas on the health risks associated with discarded packaged bags.

#### **2D - Anti-Counterfeiting**

To address the issue of counterfeiting of products, we developed a unique 2D code for all our products which gets printed during packaging. The 2D code helps famers to identify genuine products by verifying the code and sharing the number to Bayer's helpline. The request would be followed by a confirmation message to the farmer authenticating the registered product. In case of unavailability of technology, the farmer can reach out to the nearest supplier with a photograph to confirm the authenticity of the product.

#### **Mono dose pack and measuring cup with products**

Pesticides have both advantages and disadvantages for the farmers. The optimum usage of the pesticides is necessary to ensure good yielding of crops. To address the issue, we packaged fixed mono dosage amounts of 2g, 5g and 10g packs for easier and measured utilization of the product. This initiative helped farmers to deliver consistent and high-quality crops.

#### **Awareness sessions**

Creating awareness regarding product stewardship is one of our key priorities. While conducting product promotion campaigns, we highlight safe and responsible use of the products. Furthermore, we also initiate partnerships with academia and industries to create cascading mass impact by demonstrating pilot and campaigns organized in sync with the season.

## **2. For each product, provide the following details in respect of resources (energy, water, raw material etc.) per unit of product (Optional)**

Products whose design has incorporated environmental/social concerns, risks and opportunities	Reduction in resource use (raw material, energy, water, any other) per unit of production achieved throughout the value chain with respect to the previous year	
	Energy (MWH)	Water (Million Cubic Meter)
WP Products (Melody Duo WP, Aliette WP, K-Obiol WP)	No reduction	NA (No water use in products)
WG Products (Glamore WG, Jump WG, Lesenta WG, Profiler WG, Admire WG)	0.285	1.0 x 10 <sup>-7</sup>
SC Products (Movento Energy, Gaucho FS, Solomon OD, Bounous SC, K-Othrine SC, Premise SC, Monceren SC, Velum Prime SC, EverGol Xtend, Emesto Prime, Raxil, Responsar, Regent Gold, Luna Experience, Infinito, Bounos)	0.08	0.2 x 10 <sup>-7</sup>
Roundup 41% SL	0.03	0.222
IPA Salt of glyphosate 54% SL	0.03	0.044



Increased focus and significant efforts in conservation, recycling and reuse of resources have resulted in achieving optimum levels. Bayer has also undertaken the following mentioned initiatives to ensure conservation of resources such as energy and water:

- Reducing water consumption and wastewater generation by use of Sunflower oil (25% replacement) as alternative
- Certified Zero Liquid Discharge (ZLD) at Himatnagar and Silvassa plants
- Installed 20 KLD capacity sewage treatment plant at Shamirpet site for handling of sewage water and reusing the treated water for surface gardening
- Installed 70 KW solar power generation plant at Shamirpet site and 20 KWp Solar power generation plant at Silvassa site for enhancing renewable energy consumption and reducing dependency on non-renewable sources

### 3. Does the Company have procedures in place for sustainable sourcing (including transportation)?

As a global company, Bayer procures services and materials from different geographies. Our procurement and supplier management processes anchor a high level of ethical, social and environment-related principles. We expect our suppliers to also observe and adhere to these principles and support them in doing so. Through this approach we help to improve the sustainability of our supply chain.

Procurement operates in accordance with ethical, environmental, social, and economic principles. We regard adherence to sustainability standards within the supply chain as a crucial factor in the value chain and therefore aim to minimize risks and create stable, long-term business relationships with our suppliers. The procurement organization supplies the Company with raw materials, goods and services all around the world. We exert influence on society and the environment through our procurement activities and supplier relationships. Not only economic, but

also ethical, social and ecological principles are therefore anchored in our Procurement Policy, which is binding for all employees worldwide.

Procurement is an enabling function that acts centrally on behalf of all divisions and enabling functions and leverages synergies by bundling know-how and procurement spend. Our main direct procurement materials include active ingredients, raw materials, intermediates, finished products and seeds. Technical goods and services, marketing services and research and development services are important components of our indirect procurement portfolio.

Procurement operates according to established procurement and supplier management processes. Long-term contracts and active supplier management for strategically important goods and services are important elements here. They serve to minimize procurement-specific risks such as supply bottlenecks or significant price fluctuations, safeguard the Company's competitiveness and ensure smooth production processes. Bayer works closely with selected suppliers to systematically involve them in innovation processes.

### Sustainability in the Supply Chain

Clear, sustainability-oriented criteria and standards apply to our supply chain at both a global and regional level. A four-step process is established throughout the Company to improve sustainability practices in the supply chain. Bayer's procurement employees are supported in the implementation of our sustainability requirements through targeted Group-wide training measures.

Furthermore, a worldwide network of local sustainability experts provides support in the communication and implementation of measures in countries where heightened sustainability risks predominate. These experts undergo regular training and then share the acquired knowledge in their teams and countries, as well as with suppliers.

Our four-stage Management Process to Improve Sustainability Practices in the Supply Chain encompasses:



### Raising awareness

The core principles of our sustainability requirements are established in Bayer's Supplier Code of Conduct, which is based on our Bayer Human Rights Policy, the principles of the U.N. Global Compact. The code is available in 12 languages and covers the areas of ethics, relations with employees and other stakeholders (including human rights), health, safety, environment and quality, and governance and management systems.

The code is applied in the selection and evaluation of our suppliers and is integrated into electronic ordering systems and contracts throughout the Bayer Group. As a result, suppliers must already commit to our core principles upon registration.

### Selecting suppliers for evaluation

Each year, Bayer systematically selects suppliers whose observance of the code requirements needs to be reviewed through an online evaluation or an audit. The first step is to identify all suppliers of strategic relevance to Bayer who must automatically undergo a sustainability evaluation.

In the second step, Bayer gives the remaining suppliers a sustainability risk classification based on the country / category risk and significant

procurement spend (more than €0.5 Million). The suppliers identified in these two steps are once again validated by the procurement organization, and the suppliers requiring evaluation are then conclusively specified.

Also included are suppliers for which evaluations were performed through our industry initiatives 'Together for Sustainability' ("TfS") as well as those who have proactively allowed themselves to be evaluated.

### Evaluating sustainability performance

Bayer verifies the observance of the code requirements by the suppliers selected in Step 2 through EcoVadis online assessments or on-site audits conducted by external and Bayer auditors. The online assessment criteria of EcoVadis – broken down into the areas of environment, ethics, labor practices & human rights, and sustainable procurement – correspond to the requirements of our code and also consider country and industry-specific conditions and supplier size. The audit criteria included both the specifications of our code and the industry-specific requirements of the TfS.

### Developing suppliers

The online assessments and on-site audits are analyzed so that specific improvement measures can be defined. A supplier receives a critical result if a serious violation or several major findings in sustainability performance are identified. In these cases, Bayer requests that the suppliers remedy the identified weaknesses within an appropriate timeframe based on specific action plans. We monitor the implementation of these activities by way of re-assessments or follow-up audits.

The management process helps suppliers to enhance their sustainability performance and bridge the identified gaps through evaluations. Apart from evaluations, training courses and workshops are also organized for the suppliers by industry initiatives such as 'Together for Sustainability'.

## 4. What percentage of the inputs were sourced sustainably? Also, provide details thereof, in about 50 words or so.

The Supplier Code of Conduct is the guiding principle for procurement and all our suppliers have to adhere to the same which ensures sustainability

in supply chain. Bayer has the right to review the sustainability performance of a supplier, either by assessment or by audit executed by Bayer or a third party. Audits for Quality, Health, Safety and Environment (QHSE) are carried out for numerous suppliers to ensure 100% responsible procurement.

**5. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

Partnering with local vendors and suppliers provides advantages for both the organization and the local vendors. It helps to build the local economy, enriches local culture, benefits the environment, and reduces delivery hours and inventory measures. We strategically ally with those local vendors and suppliers who affirm to meet our business requirements and provide enough livelihood opportunities to the local manpower.

For FY 2021-22, we actively procured goods from more than 100 MSME (Micro, Small and Medium Enterprise) vendors.

Bayer established 1,100 Better Life Farming (BLF) Centers across India under Better Life Farming Alliance, which is a one-stop shop for end-to-end farmer solutions. This initiative also helped to augment rural employment by appointing agri-entrepreneurs in rural markets who run BLF Centers. Farmer Producer Organization ("FPO") engagements were undertaken for capacity building of local farmers. The key enablers of these programmes were resource planning, developing crop solution, potential mapping of FPO's, partnerships, etc. Through FPO engagement few key highlights are as follows:

- Engagement with approximately 1,250 FPOs
- Extended reach to FPO smallholder farmer
- Formation of FPO clusters
- Enabling 180 FPO clusters
- Developing crop value chains for FPOs
- Up-skilling with training series on finance to governance along with partners

Bayer directed reach to smallholder farmers through Project Sahbhaagi, an app-based service for local farmers. We have effectively implemented the Sahbhaagi programme across 235 territories in 48 business locations, consisting of 5 commercial units. Sahbhaagi's play a critical role in connecting with smallholder growers in India's rural marketplaces for safe and responsible product and service use, as well as assisting us in registering digitally enabled sales and generating grower transactional data and insights.

**6. Does the Company have mechanism to recycle products and waste? If yes, what is the percentage of recycling waste and products?**

Bayer has adopted a waste management strategy across its sites and business practices to minimize the waste generated and conserve natural resources. This continued effort to eliminate, recycle, and reuse waste, has resulted in reduction of the quantity of waste being disposed. For water conservation, we have taken various initiatives to recycle 95% of washed water for Suspension Concentrates and Wettable Granule products.

Initiatives undertaken by the Himatnagar Site and Bengaluru R&D station with estimated savings have been provided below:

- 72% of water was recycled through 20 KLD of STP and used for gardening purposes
- 62% of the water from seed washing and RO reject water recycling system was reused for gardening purposes
- Around 88% of compost was generated from compost pit and later used in agricultural research
- Reducing Packaging Waste: Measures undertaken for managing waste across the sites of Bayer have been mentioned below:
  - » Recycle of Primary Packing Materials, Flexible Intermediate Bulk Container (FIBC): To prevent environmental damage from packaging waste, several approaches were adopted like strategic short-term storage, resulting in the elimination of 3.6 MT of contaminated waste, thus assisting in environmental conservation

» Sourcing of Raw Materials into Bigger Packs:

We have normalized our packing size of raw materials to bigger packs instead of the small ones. This has indeed reduced waste generation and decreased the production of contaminated waste. We have also changed the sourcing of few liquid raw materials from high-density polyethylene (HDPE) drums to tankers. This has increased reusability, storage, and decreased contamination matters

» Packing of Finished Goods into Big Packs:

Increasing the packing quantity has resulted in reduced exposure of chemicals, reduced human intervention and it also improves handling. Our imports of 20 kg packs have been increased to 180 kg packs

Modified the Roundup 5-litre bottle for finished products at Silvassa site, which has resulted in 10% weight reduction; expected to reduce HDPE usage by 15MT

» At Shamirpet site, waste corn cobs are sent to biomass plant and used as fuel for power generation

» 1,316 tonnes waste corn cobs (shank) are sent to biomass plant as fuel for power generation

» 1,330 kgs gardening and canteen waste is converted into compost using organic waste converter

» Other wastes like 860 litres waste oil, 27 used batteries and 127 kgs E-waste are being sent to Central Pollution Control Board authorized recyclers

### Principle 3 - Businesses should promote the well-being of all employees

Our employees are the driving force of the Company across all our business operations. It is our key priority to ensure their well-being in terms of physical and mental health to boost productivity and build an inclusive work environment, one that respects and promotes basic human rights. We have a strong Performance Management Process (PMP) in place which not only prioritizes the well-being of employees but also accelerates a high performance culture. The PMP is inclusive of goal settings for all our employees, regular employee engagement and robust feedback mechanisms. It also includes short-term incentives and rewards for each employee category.





1. Please indicate the Total number of employees. Please indicate the Total number of employees hired on temporary/contractual/casual basis. Please indicate the Number of permanent women employees. Please indicate the Number of permanent employees with disabilities. Do you have an employee association that is recognized by management. What percentage of your permanent employees is members of this recognized employee association?



2. Please indicate the number of complaints relating to child labor, forced labor, involuntary labor, and sexual harassment in the last financial year and pending, as on the end of the financial year.

Through our policies and procedures, we ensure zero tolerance towards non-compliances of basic human rights, i.e., child labor, forced labor, discrimination, sexual harassment, among others across our business operations. Along with Bayer's Code of Conduct, we also have a comprehensive anti-sexual harassment policy, in line with Government regulations and requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act of 2013. The policy is extended to all our employees, notwithstanding the nature of contract, to ensure zero tolerance against any misconduct identified and reported. Additionally, we have set up an Internal Committee (IC) and a dedicated compliance hotline to address all grievances pertaining to sexual harassment and human rights. Furthermore, we have a dedicated compliance hotline and have made all our policies available to all our employees for their perusal.

Sr. No.	Category	No. of complaints filed during the financial year 2021-22	No. of complaints pending as on end of this financial year 2021-22
1.	Child labor/forced labor/involuntary labor	NIL	NIL
2.	Sexual harassment	NIL	NIL
3.	Discriminatory employment	NIL	NIL

3. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

Everything we do begins with our people. Employees are any company's most essential resource and asset. Our employees and their knowledge & skills play an important role in our success. To enhance the skill set of our employees, we offer a broad portfolio of development and training opportunities that ensure real-life application. Learning & Training is not a stand-alone solution; it is part of a holistic talent management approach, driven by the Check-Ins, Development Dialogue discussions, PMP discussions, and feedback tools like the 360° feedback, Mentoring Connects, Leadership, Pulse Surveys, etc.

At Bayer, we have a strong learning strategy that guides our training and development initiatives. We follow a PULL v/s PUSH approach across our trainings, enabling real-time and future-ready skill-upgradation for all our employees. We also implement a blended learning approach across the organization through Micro Bite Sized Learnings, Cross-Functional Action Learning Projects, Expert Masterclasses and innovative App-based learning, among others.

We conduct a myriad of skill-upgradation and safety trainings for all our employees. Further, our leadership development is provided across various platforms as mentioned below:

The “Bayer Academy” offers training for both Leadership & General Management, a wide selection of learning opportunities based on skill sets and challenges with both global and local relevance, and a broad variety of Functional Academies & Learning Organisations within Bayer.

Selected and customised external learning programmes.

Internal & customised learning offerings catering to the need of the function/business/teams.

Special Cross-Functional Learning Projects, Initiatives, Short Term Assignments, etc. which further fuel the career development, cross-functional learning, and growth opportunities for our employees.

**Performance and awareness of our employees are upgraded by undergoing various skill - upgradation and safety training.**

Category	Safety Training		
	Himatnagar	Silvassa	Shamirpet
Permanent Employees	100%	100%	100%
Permanent Women Employees	100%	0	100%
Casual/Temporary/Contractual Employees	100%	100%	100%

Category	Skill-upgradation Training		
	Himatnagar	Silvassa	Shamirpet
Permanent Employees	100%	100%	100%
Permanent Women Employees	100%	0	100%
Casual/Temporary/Contractual Employees	100%	90%	100%

## Principle 4 - Businesses should respect the interests of, and be responsive to the needs of all stakeholders, especially those who are disadvantaged, vulnerable, and marginalized

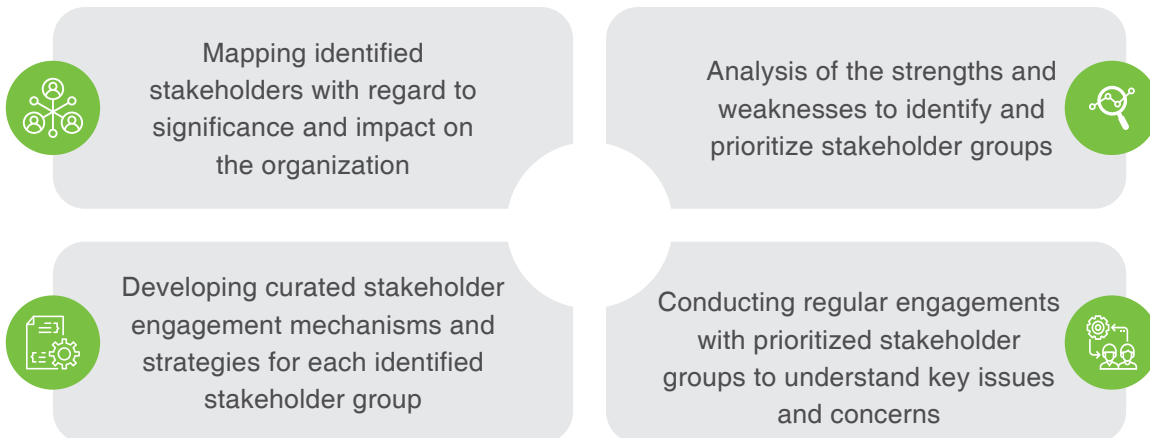
At Bayer, we conduct periodic stakeholder engagements, ensuring inclusivity and prioritization to understand key issues that impact both the organization and stakeholder wellbeing. Further, we consistently aim to incorporate stakeholder concerns across our business operations to ensure long-term value creation.

These engagements enable us to enhance trust and transparency amongst stakeholders and effectively respond to their needs and concerns. We have mapped our internal and external stakeholders along with the identification of vulnerable and marginalized groups of the society, to address their grievances and implement initiatives for their welfare.



### 1. Has the Company mapped its internal and external stakeholders?

Yes, Bayer has mapped its internal and external stakeholders through the following methodology:



The prioritized stakeholder groups of Bayer CropScience Limited identified through the above-mentioned methodology are listed below:

- Partners: Customers, Suppliers, Employees, Associations and Universities/schools
- Financial Markets and Participants: Investors, Banks and rating agencies
- Social interest groups: General public, NGOs, local communities and competitors
- Regulators: Law makers and authorities

## 2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders?

Bayer has mapped its vulnerable, marginalized and underdeveloped stakeholder groups of the society and conducts periodic interactions with them to understand evolving issues and concerns. Additionally, we undertake dedicated and curated initiatives to address stakeholder needs. We also incorporate feedback across initiatives to further improvise on our engagement mechanisms. Additionally, certain awareness and training sessions are conducted for the below mentioned vulnerable groups:

- Women
- Children
- Handicapped/Specially abled people
- Farmers from a marginalized background

## 3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable, and marginalized stakeholders? If so, provide details thereof, in about 50 words or so.

We implement dedicated initiatives for identified disadvantaged, vulnerable and marginalized stakeholders. Further details on our initiatives are provided in Principle 8 of this report.

### Principle 5 - Businesses should respect and promote human rights

At Bayer, we respect and promote Human Rights as a fundamental pillar upon which the Company's values are built. Human rights represent universal fundamental rights based on dignity, fairness, equality, and respect for all. We ensure zero tolerance towards discrimination based on caste, creed, religion, color, gender, age, nationality, or disability.

We consistently aim to foster a workplace and culture free of bigotry and harassment, enabling people to work at their optimum capacity. Additionally, our Sustainability team collaborates with all entities to ensure effective implementation of our Human Rights policy across our business operations.





**1. Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?**

Yes, the policy covers all our employees and suppliers. We believe that our ideals must be reflected across the business operations of all our partners as well. The Bayer Code of Conduct provides guidelines to protect human rights, and our Whistle Blower Policy represents a safe platform for all our employees to report infractions of these policies.

Our Supplier Code of Conduct clearly outlines and defines key human rights parameters that all our suppliers must be in compliance with. We strictly ban the use of child labor in any of our business and supply chain operations to ensure compliance with the Child Labor (Prohibition and Regulation) Act, 1996. Additionally, our LIFE principles and

Corporate Compliance Policy obligate all of our employees, regardless of location, to act in a fair and lawful manner towards everyone in the Company.

**2. How many stakeholders' complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

We ensure strict implementation of all our policies across our business operations. Further, we also encourage the integration of our values amongst our workforce and value chain. This approach enables us to consistently strengthen stakeholder relationships as well as instill trust and transparency across the Company's business processes and services. There were no grievances against any of the service providers in FY 2021-22.

**Principle 6 - Business should respect, protect, and make efforts to restore the environment**

As per Bayer's Global Sustainable Development Policy, we focus on mitigating our environmental footprint and creating a positive impact on society. We have set ESG targets for FY 2030 and FY 2050 in line with key strategic elements and the United Nations Sustainable Development Goals (UNSDGs). The ESG strategic elements focus on the impact across our planet and people and thus encourage responsible behavior across our business operations. Additionally, we also incorporate environmental and social initiatives across our business activities to reduce resource consumption and enhance our sustainability performance.



### 1. Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others?

Yes, our policy extends to our suppliers, vendors, contractors, and other business associates. We also ensure adherence to industry-best standards in our operations and motivate our value chain partners to adopt the policy in action.

We also provide training to our stakeholders on environment, health, and safety-related topics such as General Safety, Health, and Hygiene practices at the site, Safety Rules and Regulations, Do's and Don'ts, Safety work permits, Chemical handling and machinery hazards and risks at the site, Material Safety Data Sheets (MSDS), Job Safety Analysis, Emergency Communication, Use of PPEs, Good Housekeeping, Environmental Protection and Waste Management.

To check compliance, we also conduct surprise HSE audits in our suppliers' units, toll manufacturers' units, and warehouses.

### 2. Does the Company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc.?

Climate change is one of humanity's most challenging and pressing concerns. Organizations and countries across the world have set net-zero targets and ambitions to achieve carbon neutrality across their operations. Bayer has also implemented certain measures across its business practices to reduce its carbon footprint and address broader environmental issues. Some of the initiatives include:

- Reduced electricity consumption for hot water bath by heat recovery from air compressor
- Implementation of battery-operated forklift, solar-based streetlights, and rainwater harvesting scheme to recharge the groundwater table at Silvassa plant

- Reduced waste material sent for incineration and promoted recycling of packaging material. We have also implemented unpacking of raw material at the primary level to avoid contamination from the shop floor due to packaging.
- Achieved reduction in GHG emissions by installation of hydraulic press, compacting solid hazardous waste and hence reduced transportation trips
- Installation of Sewage Treatment Plant (STP) and Effluent Treatment Plant (ETP) for treatment of domestic wastewater
- Implemented FELS - Fire Explosion Leakage & Spillage Prevention Project & conducted HACRA - Hazardous Area Classification and Risk Assessment
- Replacement of bag filters by the installation of cartridge filter and HEPA filter to reduce dust emissions
- Installation of solar power generation panels on the roof of the plant and administration building to reduce electricity consumption at Himatnagar plant (Capacity – 112 KWp)
- Installed organic waste composter to convert organic waste into manure, used within the fields at Shamirpet plant
- At Himatnagar plant, empty drums recycling has been initiated in collaboration with Gujarat Pollution Control Board (GPCB) approved vendor

### 3. Does the Company identify and assess potential environmental risks?

Environmental risks have a strong potential to impact the Company's business operations. Bayer has identified several environmental risks across its sites and has implemented necessary actions to mitigate these risks. All three manufacturing sites - Himatnagar, Silvassa, and Shamirpet are certified with Environment Management Systems – ISO 14001:2015.

Some of the risks identified throughout these sites include:

- Resource depletion
- Air pollution
- Solid waste
- Noise pollution
- Land contamination
- Hazardous waste generation
- Spillage of chemicals

After identifying the above mentioned risks, certain measures were adopted by the Company to mitigate the impact of these risks. In this regard, we have also developed necessary action plans towards risk mitigation, as provided below.

- Air pollution – Conducting regular stack monitoring to maintain prescribed limits by the regulatory body
- Hazardous waste generation – Segregating hazardous waste and disposing it through an authorized CPCB/SPCB vendor
- Noise pollution – Periodically assessing noise monitoring systems
- Health checkups – Partnering with a third-party health managing team to periodically check the health and well-being of all the employees
- Land contamination - Good chemical and waste storage and disposal practices
- Spillage of chemicals - Good storage practices with secondary containment and spill control measures
- Resource depletion - Implementation of renewable energy projects at some locations, improving water use efficiency in grower farms

**4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?**

We currently do not have any projects related to Clean Development Mechanism.

**5. Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc.? Y/N.**

Bayer ensures continuous efforts to increase energy efficiency, enhance the use of renewable resources, drive technological advancements and interventions to adopt clean and green processes and hence reduce any adverse impact on the community and society at large.

Some of the key initiatives of Bayer include:

- Installation of 64 solar streetlights to reduce the dependency on grid electricity and hence enhance energy efficiency
- Other initiatives to conserve electricity include - studying OEE (Overall Equipment Efficiency) and some individual equipment enhancement by the installation of VFD (Variable Frequency Drive) for motors
- Implemented a Heat Recovery system for heating drums in a hot water bath by using existing air compressors' heat
- Process optimization measures across SC formulation plants, such as reduction in product change over time, reduction in batch cycle time, reduction in milling time
- For water conservation, reject water from the RO plant is stored at the site, blended with fresh water, and then used for gardening purposes
- All our sites have installed a gardening sprinkling system and drip irrigation system to eliminate wastage of water and effective use of resources
- The sites are transitioning from R22 to resilient refrigerants like R134A and R410A to enhance energy efficiency
- At the Himatnagar site, a fully automatic liquid filling & packing line project is initiated, to improve process efficiency
- The solar system implemented at Silvassa site to be expanded up to 100 KVA

- At Himatnagar site, the Company will implement a Power Purchase Agreement (PPA) for renewable hybrid (Solar + Wind) energy with 0.63MW capacity, leading to a reduction of approximately 1,850 tonnes of CO2 emissions, annually
- Shamirpet site installed solar tubes for shopfloor and warehouse lighting resulting energy saving of 7,800 kWh (Kilowatt hour)
- Shamirpet site is also in the planning phase of installing 500 KW solar plant during FY 2022-23

#### **6. Are the Emissions/Waste generated by the Company within the permissible limits are given by CPCB/SPCB for the financial year being reported?**

Yes, air emissions and waste generated by the Company are within the permissible limit specified by the State Pollution Control Boards (SPCB) through Consolidated Consent & Authorization (CC&A) for FY 2021-22. We also ensure that all legal requirements are met with respect to the generation, packing, storage, and disposal of hazardous and biomedical waste and there has been no instances of non-compliance for the same. No deviations were observed from SPCB limit in Air, Stack, Treated sewage and Noise emissions during FY 2021-22.

#### **7. Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of financial year.**

Bayer complies with all the regulations issued by the Central Pollution Control Board (CPCB) and State Pollution Control Board (SPCB) and

continues to maintain zero non-compliances for FY 2021-22 as well.

Bayer has received multiple awards throughout its journey for environmentally and socially conscious behavior and business activities. For FY 2021-22, the Company was awarded the Healthy workplace Gold Category award from Arogya World Healthy.

Few of the awards received by Bayer sites throughout its sustainability journey include:

##### **Himatnagar Site:**

- IMS Certification (ISO 9001:2015, 14001:2015) Recertification in FY2019 and Surveillance Audit conducted in FY2021
- Best Warehousing Practices Award for FY2016 from the Indian Institute of Material Management
- Silver CSR Achievement Badge - FY2014 & FY2016 by EcoVadis.
- Sustainability award for excellence in safety in FY2014
- Sustainability award for Best Green process in FY2015

##### **Silvassa Site:**

- Health and Family Welfare Award FY2019
- National Safety Council Award FY2017
- The site is certified for ISO 9001:2015, 14001:2015, OHSAS 18001:2015

##### **Shamirpet Site:**

- British Safety Council International Merit Award FY2017
- Global Safety and Health Award FY2011 and FY2016
- The site is certified for ISO 9001:2015, 14001:2015, OHSAS 18001:2015

## Principle 7 - Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

Bayer is a member of key associations, focused on the development and enhancement of its business operations as well as industrial knowledge and expertise. The Company ensures that all of the engagements/associations are conducted in an ethical and responsible manner, aligned to its core values and vision statement.



### 1. Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

Yes, Bayer is a member of the following major associations:

- The Federation of Indian Chambers of Commerce and Industry [FICCI] - (Agrochemicals & Seeds/Traits)
- The Associated Chambers of Commerce and Industry of India (ASSOCHAM) - Agrochemicals, Seeds, ES, etc.
- CII (Confederation of Indian Industries) - Agrochemicals and Seeds/Traits - Bayer is a member of the committee, however, no membership in CII
- Crop Life India (Agrochemicals)
- Public Affairs Forum of India (External Communication) – Seeds, Agrochemicals, Traits & Policy

- AgroChem Federation of India (Agrochemicals & Seeds/Traits)
- Indo German Chamber of Commerce - External Communication (Agrochemicals & Seeds/Traits)

### 2. Have you advocated/lobbied through the above associations for the advancement or improvement of public good? Yes/No; if yes, specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy Security, Water, Food Security, Sustainable Business Principles, Others)

Yes, our membership as part of the above mentioned trade and industry chambers is to enhance learning opportunities, drive technological and professional advancements, encourage regulatory compliances and ensure holistic well-being of employees, stakeholders and the society at large. Bayer also ensures responsible and ethical associations while achieving these objectives.



## Principle 8 - Businesses should support inclusive growth and equitable development

Inclusivity and equity foster a sense of value, empowerment and growth among employees and businesses at large. Along with financial growth, we also prioritize the integration of ESG parameters across our business activities. These parameters include reduction in environmental footprint, engaging and empowering communities, rural development and fostering healthcare of communities, among others. Sustained growth across economic, environmental and social parameters also strengthens an inclusive and equitable work culture across the Company. Our approach for Corporate Societal Engagement (CSE) is focused on Rural development, Preventive Healthcare as well as Education and Community engagement.



### 1. Does the Company have specified programs/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

Yes, Bayer has taken several initiatives/projects in pursuit of the policy related to Principle 8. All our projects are designed and implemented along with our partner NGOs and other agencies. We ensure effective collaboration with the agencies/NGOs who hold relevant skill sets and experience, in line with key requirements of our projects.

### 2. Are the programs/projects undertaken through in-house team/own foundation/ external NGO/government structures/any other organization?

We have a Board level CSR Committee which regularly reviews ongoing projects and facilitates innovative ideas for novel community development projects. The committee focusses on identifying new opportunities in rural livelihoods, designing woman centric approaches working for the upliftment of aspirational districts, delivering innovative technology-based solutions to bridge

the healthcare gap in the country and also drives unified community engagement project around education. Further, the Committee governs the overall progress of each community development agenda and also engages with different groups of stakeholders for various projects to accrue insights into effective implementation of our initiatives based on their skill set, experience and organizational strength.

All the initiatives implemented by the CSR Committee along with key stakeholders are governed and executed by Bayer Foundation India (BFI), a non-profit Section 8 company.

### 3. Have you done any impact assessment of your initiative?

For the reporting year, we conducted impact assessments for two of our below mentioned initiatives:

- Impact assessment study was conducted by Sattva for our initiative, "Discovering Hands". The initiative focuses on preventive healthcare, one of the key focus areas of our CSE approach.

The objective of the initiative was to promote employment of visually impaired women. These women are trained and certified as Medical Tactile Examiners (MTE's) and are further guided to use their heightened sense of touch to detect abnormalities in the breasts, and efficiently contribute to early detection of breast cancer. The impact assessment conducted for the initiative included both qualitative and quantitative research methods for data collection. The methodology involved developing a set of research questions to draw evidence towards the effectiveness and impact of the aforementioned program. As part of the data collection exercise, during the study, Sattva surveyed 165 women who had undergone breast cancer screening, 12 MTEs, and 4 Trainers over the phone. Apart from the quantitative surveys, Sattva also conducted Focus Group Discussions (FGDs) and in-depth interviews with doctors and with our implementation partner – National Association for Blind (NAB) India, Centre for blind women and disability studies

- Another impact assessment study was conducted by Crisil for smallholder farmer capacity building initiatives. The assessment included finalization of impact variables of the project and certain questionnaires, surveys and interviews were developed to conduct the assessment. The survey questionnaire was administered to a sample of 770 project beneficiaries, i.e., smallholder farmers through field-based interactions. 19 of the interviews were conducted online with the implementation partners, both for mobilization and training

**4. What is your Company's direct contribution to community development projects - Amount in ₹ and the details of the projects undertaken?**

Please find below the initiatives taken by Bayer for community development and monetary contribution for each of the initiatives:

Sr. No.	Enlist the initiatives undertaken by the Company for Supporting Inclusive Development	Amount contributed directly in the initiative by the Company (in Million ₹)
1.	Initiatives to Combat COVID-19	35.20
2.	Rural Development Initiative - Healthcare Program	17.01
3.	Promoting Science Education by Adoption of Atal Tinkering Labs	12.61
4.	Rural Development Initiative - FPO Program	55.66

**5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

While we take initiatives for the development of our surrounding communities and society at large, we also ensure that the initiatives are being implemented at ground level and are benefiting the targeted group of the society.

In order to do so, we conduct capacity building workshops for all our beneficiaries. Through our workshops, we train the respective beneficiary on diverse aspects of the project and handhold the project for a significant period of time before handing it over completely, to ensure that appropriate practices are effectively adopted by the communities.

For the initiatives taken for small holder farmers, we provided a holistic in-depth training on crop agronomy practices advisory, stewardship, safety as well as general health tips and awareness on vector control. Additionally, we also trained the farmers on use of safety equipment, safe & judicious use of crop protection products, responsible and safe disposal of pesticides and safe practices to be adopted during the pandemic as well.

## Principle 9 - Businesses should engage with and provide value to their customers and consumers in a responsible manner

Bayer offers Crop Protection products, seeds, and services that have received regulatory approval from the central and state governments. We consistently aim to empower smallholder farmers across developing countries, augmenting access to sustainable agricultural solutions.

When used according to label instructions, all of our crop protection solutions are safe for both the operator and the environment. Our commitment to product stewardship does not end there. We also follow the United Nations Food and Agriculture Organization's (FAO) International Code of Conduct on Pesticide Management. The principles of this code apply throughout the life cycle of a product or technology, from conception to implementation.



### 1. What percentage of customer complaints/ consumer cases are pending as on the end of financial year?

As of March 31, 2022, 72 cases are pending.

### 2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./Remarks (additional information)

For product labelling, Bayer ensures transparency across product information that meets the highest specified standards and as required by law. It also offers Direction for Use (DFU) to help the customers use our products in ways that adds the most value to their businesses, including safety regulations. We have established the following platforms for product information as per requisite regulations and standards:

- AgroSmart platform provides farmers with an easy way to obtain product information and technical features in the emerging digital ecosystem and through social media outreach

- Across our CropScience transparency pages, users have access to our disclosures on the Bayer operator safety standard. This is the global standard for operator safety in our pesticide risk assessment and management systems. External stakeholders can also access Q&A and more in addition to the operator safety standard
- Farmers utilize Bayer Advisory Services across the globe. Handholding is supported by a toll-free helpline, a multilingual call centre. Bayer's agri-inputs, technology services, crop & farm consultancy, and digital solutions supported more than 20 Million smallholder farmers across India as at end of March 2022. One of our key initiatives that has helped us reach out to smallholder farmers and create a conducive eco-system is the Better Life Farming (BLF) alliance, which works with enterprising partners across the agri-value chain to support smallholder farmers in developing economies to increase crop quality, yields and farm incomes. The BLF alliance has local partners that include Bayer with its expertise in seeds, crop protection, and agronomy.

**3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.**

We have an ethical work culture at Bayer and consistently aim to provide a transparent and fair approach across our business conduct and operations. We confidently declare that we have zero pending cases for unfair trade practices, irresponsible advertising, or anti-competitive behavior in FY 2021-22.

**4. Did your Company carry out any consumer survey/consumer satisfaction trends?**

Yes, we conduct consumer satisfaction surveys on a regular basis. A scaled response comprising of consumer satisfaction with our products and

services is being used in an annual brand equity analysis for brands in crops such as rice, cotton, and grapes. This feedback method assists us to consistently differentiate and improve our product offerings. Additionally, continuous feedback studies have been conducted to assess our brand and customer satisfaction levels, and the results of the same have been overwhelmingly positive. Furthermore, we are working on an online system to track and trace customer complaints, allowing for in-depth investigation and resolution of issues with the help of specialists from many sectors. Through this system, we also present clients with effective and innovative solutions.

Along with the above-mentioned initiatives for consumer satisfaction, we have also established innovation hubs across the country to support farmers with queries about modern agricultural developments, thus enhancing connectivity with our end consumers and addressing their concerns.

For and on behalf of the Board of Directors

**Pankaj Patel**

Chairman  
(DIN: 00131852)  
Ahmedabad, India

**Duraiswami Narain**

Vice Chairman & Managing Director  
and Chief Executive Officer  
(DIN: 03310642)  
Mumbai, India

May 24, 2022

# Management Discussion & Analysis Report

## 1. Overview of Indian Agriculture

India has the second-largest arable land resource in the world. Indian agricultural industry, with its allied sectors, is the largest livelihood provider in India, providing primary source of livelihood to about 54% of India's population, especially in the vast rural areas. It is also a significant contributor to the Gross Domestic Product (GDP). The Indian food industry is poised for huge growth, increasing its contribution to the world food trade every year due to its immense potential for value addition, particularly within the food processing industry. The Indian food and grocery market is the world's sixth largest, with retail contributing 70% of the sales. The Indian food processing industry accounts for 32% of the country's total food market, one of the largest industries in India, and is ranked fifth in terms of production, consumption, export, and expected growth.

During the COVID-19 pandemic, the Indian agriculture sector faced major challenges, for example the harvesting process, which usually starts in mid-April, was thrown off balance completely, resulting in major liquidity issues. Labor scarcity also affected the supporting infrastructure around the agriculture sector. Due to heavily restricted movement across state borders the movement of crops was blocked which consequently affected the sales. Lockdowns across the country caused delays and backlogs in supply chains, exports faced transport and logistics problems, more stringent customs restrictions, etc.

In FY22, agricultural exports increased by about 20% to US\$ 50.21 Billion despite logistical challenges posed by the COVID-19 pandemic. According to the Commerce and Industry Ministry of India, export of rice was the top forex earner at US\$ 9.65 Billion among agri commodities during FY22, growing by 9.35% from the previous, and wheat exports also jumped to US\$ 2.2 Billion in FY22 against US\$ 567 Million in FY21.

The high proportion of agricultural land and diverse-agro climatic conditions for cultivating different crops are some of the factors favouring agriculture in the country. Schemes such as

Paramparagat Krishi Vikas Yojana (PKVY) are helping in developing organic farming by promoting farmers to produce commodities free of pesticides and residue. Substantial increases in productivity can be achieved even with diminishing land and water resources provided the use of better and quality seeds equipped with better traits under superior crop agronomy in the country. With intensive cultivation using hybrids, the average yields under open field conditions in India have been steadily increasing.

There needs to be clear know-how of the problems of farmers at the grassroots which stretch beyond capital requirements. The solution to increasing farmers' income lies in increasing farmers' share in the final consumer paid price by decreasing the cost of marketing, transaction cost, and other intermediaries. The recently increased access to mobile connectivity in India has also increased the potential to solve problems of information dissemination and provide verified market linkages at both the demand and supply sides. This potential is being rapidly tapped into by private players offering transparency and working directly with farmers, by empowering them to make the first leap into digital transactions. Several players within the agritech ecosystem are working to provide customized solutions to the pain points of smallholder farmers.

### Government Initiatives

The productivity growth in the agriculture sector is indicated to have the most sweeping impact on poverty reduction, twice that of manufacturing. Recognizing this, the government declared its goal to double farmer income by calendar year 2022. The Government of India through the Ministry of Agriculture is making all efforts to encourage agriculture growth by launching various policies. The government has been instrumental in the growth and development of agriculture in the country through the Agricultural and Processed Food Products Export Development Authority (APEDA), such as organizing B2B exhibitions in different countries, exploring new potential markets through product-specific and general marketing campaigns by the active involvement of Indian Embassies.

Source: <https://agriinfoindia.com/agriculture-is-the-primary-source-of-livelihood-for-about-58-of-indias-population/>

Source: <https://timesofindia.indiatimes.com/blogs/voices/unlocking-the-potential-of-indias-agricultural-sector/>



- The Ministry of Agriculture and Farmers Welfare's budget has been enhanced from ₹ 1.25 lakh Crore in FY21 to ₹ 1.32 lakh Crore in FY22.
- NABARD will assist the creation of a blended capital fund with a focus on the agricultural start-up ecosystem which will be used to fund agriculture and rural enterprise startups that are related to the farm product value chain.
- The government is promoting the use of drones in agriculture by providing financial assistance through the 'Sub-Mission on Agriculture Mechanization.'
- A network of 729 Krishi Vigyan Kendras has been established at the district level across the country to ensure that newer technologies such as improved variety seeds of crops, new breeds/strains of livestock and fish, and improved production and protection technologies reach farmers.
- In October 2021, the Union Minister of Home Affairs launched the 'Dairy Sahakar' scheme in Anand, Gujarat. With a total investment of ₹ 5,000 Crore, the scheme will be implemented by NCDC under Ministry of Cooperation, Government of India to realize the vision, "from cooperation to prosperity" by extending financial support to eligible cooperatives for activities such as bovine development, milk procurement, processing, quality assurance, value addition, branding, packaging, marketing, transportation and storage of milk and milk products, exports of dairy products within the overall objectives of "Doubling the farmers income" and "Atmanirbhar Bharat".
- In September 2021, the Prime Minister launched 35 crop varieties with special traits such as climate resilience and higher nutrient content.
- The Electronic National Agriculture Market (e-NAM), launched in April 2016 to create a unified national market for agricultural commodities by networking existing Agriculture Produce Marketing Committees (APMCs), had 16.6 Million farmers and 131,000 traders registered on its platform until May 2020. As per the Union Budget 2021-22, government announced that through e-NAM, ~1.68 Crore farmers were registered, and trade worth ₹ 1.14 lakh Crore was carried out; 1,000 more mandis will be integrated to achieve transparency and bring competitiveness.
- Pradhan Mantri Gram Sinchai Yojana (PMGSY) aims to irrigate the field of every farmer and improve water use efficiency to achieve the motto, 'Per Drop More Crop'. Overall, the scheme ensures improved access to irrigation. As per the Union Budget 2021-22, ₹ 11,588 Crore was allocated to Pradhan Mantri Krishi Sinchai Yojana (PMKSY).
- The Prime Minister launched the Pradhan Mantri Kisan Samman Nidhi Yojana (PM-Kisan). Benefits under the PM Kisan plan have been delivered to about 11.78 Crore farmers as of February 22, 2022, and ₹ 1.82 lakh Crore have been released to qualified recipients across India in various payments. As per the Union Budget 2021-22, ₹ 65,000 Crore was allocated to PM-Kisan and ₹ 8,514 Crore was allocated to the Department of Agricultural Research and Education.
- In April 2021, the Government of India approved a PLI scheme for the food processing sector with an incentive outlay of ₹ 10,900 Crore over a period of six years starting from FY22.
- To boost farmer incomes and growth of the agricultural economy, the Indian government released funds in June 2021 for farm mechanisation such as establishment of custom hiring centres, farm machinery bank and high-tech hubs in different states.
- In September 2020, the government launched the PM Matsya Sampada Yojana, e-Gopala App and several initiatives in fisheries production, dairy, animal husbandry and agriculture. Under this scheme, an investment of ₹ 20,000 Crore will be made in the next 4-5 years in 21 states.
- In June 2020, Government introduced Pradhan Mantri Formalization of Micro Food Processing Enterprises (PM-FME) scheme. It is expected to generate total investment of ₹ 35,000 Crore, generate 9 lakh skilled and

semi-skilled employment, and benefit 8 lakh units through access to information, training, better exposure, and formalization.

- Agriculture Industry In India Size | 2022-27 | Industry Analysis (mordorintelligence.com)
- Agri Exports shoot by 20% to US\$ 50 Billion in FY22 - The Vaultz News
- Unlocking the potential of India's agricultural sector (indiatimes.com)

### Foodgrain production in 2020-21

According to the second Advance Estimates of Production of Major Crops for 2021-22, total food grain production in India is estimated at a record 316.06 Million tonnes, 5.32 Million tonnes higher than that during 2020-21 when production crossed the 300 Million mark. The production during 2021-22 is higher by 25.35 Million tonnes than the previous five years' (2016-17 to 2020-21) average production of foodgrains. This is the highest ever foodgrain production in India. The new record of foodgrains production is the result of hard work of farmers, efficient research of scientists and farmer friendly policies of the Government.

Source: <https://www.pib.gov.in/PressReleasePage.aspx?PRID=1798835>

## 2. Industry Overview

### Impact of monsoon

The southwest monsoon seasonal rainfall during June to September for the country as a whole was normal at 99% of its Long Period Average (LPA) in 2021-22. The seasonal rainfall over the four homogeneous regions was normal over Northwest India (96%) and central India (104%), below normal over East and Northeast India (88%) and above normal over South Peninsula India (111%). Seasonal rainfall over the monsoon core zone, was above normal (>106% of LPA). 58% of the total area of the country received normal seasonal rainfall, 25% of the total area received excess rainfall and 17% of the total area received deficient season rainfall. The season was very uniquely placed in the historical record for its distinct and contrasting month to month variation. The rainfall over country as a whole was 110%, 93%, 76% and 135% of LPA during June, July, August and September respectively. A deep depression formed during 12-15 September and cyclonic storm "GULAB" during 24-28 September.

The formation and movement of the cyclone TAUKTAE, over Arabian Sea (during 14-19 May) and severe Cyclonic storm "YAAS" over Bay of Bengal (during 23 to 28<sup>th</sup> May) helped to increase cross equatorial flow and the onset of monsoon. Subsequent features favoured timely advance. However, monsoon covered entire country by 13<sup>th</sup> July against normal date of 8<sup>th</sup> July.

Source: [end\\_of\\_season\\_report\\_2021.pdf](#) (imdpune.gov.in)

### Crop Protection

In India, farmers lose a significant part of their income as their crops are being attacked by pests and weeds. According to the Government, 15-25% of crops are lost due to pests every year. Indian farmers' major concern is safeguarding their crops from pests and diseases. Crop protection chemicals can play a vital role when judiciously applied, protecting the crop and produce from pests and increasing farm productivity.

During COVID-19 pandemic, the availability of fertilizers was significantly impacted due to disruption in supply caused by the restrictions on the movement of vehicles and the closure of shops and markets, amidst lockdowns. The maximum shortage was observed for chemical fertilizers (46%) and biofertilizers (30%) compared to cow dung (18%) and poultry manure (6%), indicating that farmers tended to use more local materials compared to shop-based inputs. In India, synthetic pesticides have been extensively used for alleviating the estimated 45% gross loss of crops due to the infestation of pests and diseases. Major factors driving the Indian market include greater demand for food grains, limited availability of arable land, increasing exports, growth in horticulture and floriculture, and increasing public awareness regarding pesticides and biopesticides.

The number of global crop protection molecules is over 1,175, whereas India has just 280 registered molecules due to a lack of legal provisions for new product registration such as the protection of regulatory data. India has a much smaller market in crop protection as compared to other developed markets of North America and Europe, presenting huge potential for innovation and research & development.

Insecticides are widely used by Indian farmers to safeguard their crops. However, bactericides are expected to be rapidly adopted by farmers to fight against the growing of bacteria around crops.

Agricultural productivity is directly related to the input of crop protection. India uses just 307 g/ha as compared to 13 kg/ha in USA, China and other countries. As a result of which Indian farmers lose significant profits as their crops are attacked with weeds and pests. However, India is a net exporter of crop protection chemicals. Because of the government's initiatives for Atmanirbhar Bharat, Make In India and Go Global programmes. Various organisations and foundations are working towards educating farmers on effective and timely use of crop protection products to enhance yield and profits. The central government is likely to bring in PLI scheme for incentive-based agrochemicals use. The Indian crop protection chemicals market is projected to grow at 4.6% CAGR during 2022-27. The demand for crop protection will increase. Because not in lieu of increasing food demands along with government support.

*Source: India Crop Protection Chemicals Market Outlook, 2022-2027: Bayer CropScience Ltd., Syngenta, E.I. DuPont India takes Lead in Industry Among Others - ResearchAndMarkets.com - Fintech News*

*Source: India Crop Protection Chemicals Market | 2022 - 27 | Industry Share, Size, Growth - Mordor Intelligence*

## Seeds

The COVID-19 pandemic affected the seed industry, with the availability of quality seeds being the greatest challenge for farmers. The pandemic and the restrictions imposed by governments restricted the production, certification, and international trade of seeds, with serious consequences for farmers. Despite the various restrictions in the turnover of the seeds industry for 2021, vegetable seeds contributed the most with a 30% share, followed by cotton at 18%, maize at 13%, paddy at 10% and rest by other seeds.

There has been an increase in hybrid seed penetration in multiple crops in order to address the increasing food demand-supply gap in the country led by declining per capita arable land, poor crop productivity, etc. In India, hybrid seed penetration is high in cotton (90%), corn (60%), limited cereals, such as sorghum and pearl millet, and oilseeds, such as sunflower (hybridization 80%). However, penetration is still very low in major cereals, such as paddy and wheat (5%). Cotton hybridization is almost reaching

saturation, as BT cotton is sown in over 90% of the cotton-producing area in the country. Hybridization in corn, paddy, and vegetables is estimated to drive future growth.

Substantial increases in productivity can be achieved even with diminishing land and water resources with the use of better quality seeds equipped with better traits. With intensive cultivation using hybrids, India's average yields under open field conditions have been steadily increasing. The need for producing more from the decreasing per capita arable land to get higher returns can be possible with the use of high yielding varieties and hybrid varieties of seeds. This trend is encouraging farmers to shift their focus from conventional seed sources to packaged seeds that promise better returns.

The patenting process in India is not very vigorous, enabling companies to replicate better-performing seeds in the marketplace. In addition, after the discovery of a successful hybrid, seed multiplication needs many rounds of sowing. Therefore, the increasing government initiatives and investments by players are expected to drive the market. The Indian seed market is projected to record 6.8% CAGR during 2022-27.

*Source: India Seed Sector Analysis Market | 2022 - 27 | Industry Share, Size, Growth - Mordor Intelligence*

## Environmental Science

According to World Health Organization (WHO) estimations, over 80% of the global population is at risk of one or more vector-borne disease such as dengue, malaria, Zika, Chikungunya, etc. Rising health concerns fuel the growth of vector control industry.

Rapid urbanization in India led to a significant rise in vector borne diseases such as malaria and dengue, escalating the demand for vector control chemicals. The coronavirus pandemic caused disruption in the supply chain and stopped the production of vector control chemicals. However, the focus has returned due to significant reduction in corona cases. India has a National Vector Borne Disease Control Program (NVBDCP), responsible for control and prevention of all these diseases. The vectors and the VBD control operations and preventions are implemented by the NVBDCP and National Centre for Disease Control (NCDC) at national level. Already, two diseases Guineaworm

(Dracunculiasis) and Polio have been successfully eradicated from India. WHO's goal to reduce mortality due to vector-borne disease by at least 75% up to 2030 boosts the growth of the vector control market. Chemical method segment held the largest share among the various methods used for vector control with more than 30% share in 2019. The chemical method is preferred over biological and physical methods due to its effectiveness and ability to destroy vectors faster. Larviciding, indoor residual sprays, and space-spraying (fogging) are the most popular ways used for vector control in India. Recently, the health ministry, made it mandatory for the smart cities to have a vector-control component included in strategic planning for urban development. The Government is focusing on web-based reporting on vector-borne diseases and also working to make malaria treatment training mandatory for doctors and public health workers.

With most lockdown restrictions removed, Indian Pest Control Operators (PCO) have resumed their services and regained business stability to reach their pre-2020 performance levels. However, the industry's inherent weakness continues to limit it, though the country's economic growth presents a good opportunity for rapid and multifold expansion. With all service segments switching to digital mode of operations, customers now expect even PCOs to have digital processes and interactions. Digitisation replaces paper and enhances accuracy and business efficiency, leading to rapid growth without a PCO having to add employees in proportion to the business volume. PCOs try to dole out unique propositions to differentiate from competition by offering fast response time, ease of communication, effective pest treatments, results guarantee, solutions to pest problems others can't solve, money-back guarantees, customer loyalty programs and expansion in complete home care. The PPM market presents good growth opportunities in both commercial and residential pest control segments.

### Digital Farming

Agriculture, like every other industry or sector, is being digitalized at a fast pace. AIoT (Agriculture Internet of Things), Artificial Intelligence (AI), Machine Learning, Block Chain, Big Data, Geographical Information Systems and Remote Sensing, Drones, Robots, and automated farm machinery are already being used in India.

These technologies have the potential to improve production, ensure quality, optimize resource use, lower farming expenses, and increase farm and farmer revenue. Recognizing the relevance of these new technologies in achieving the goal of doubling farmers' incomes, the Government is taking huge steps for future adoption of digital tech agriculture in India. In September 2021, the Digital Tech Agriculture Mission 2021-2025 was initiated to forward digital agriculture through pilot projects. The Digital Agriculture Mission 2021-2025 aims to support and accelerate projects based on new technologies, like AI, block chain, remote sensing and GIS technology and use of drones and robots.

## 3. Company Overview

Bayer CropScience Limited is a key player in the Indian agriculture industry. The Company's operations include four key business areas: Crop Protection, Seeds & Traits, Environmental Science and Digital Farming.

- Crop Protection:** The Company's Crop Protection portfolio comprises a wide range of innovative chemical and biological pest management solutions. It also provides extensive customer service for modern and sustainable agriculture. Within this business segment, the Company focuses on Insecticides, Fungicides, Herbicides, and Seed Growth.
- Seeds & Traits:** Through traditional and advanced breeding techniques, as well as research in biotechnology, the Company develops seeds and traits that provide farmers with new solutions. BCSL's hybrid seeds make use of the natural genetic diversity within each crop family and can withstand environmental challenges like pests, disease, and drought while providing more choice for farmers. BCSL's product portfolio consists of hybrid seeds for crops such as corn and paddy.
- Environmental Science:** The Environmental Science business focuses on non-agricultural applications and aims to safeguard public health by protecting the spaces where people live, work, and play. It operates in the segments of Professional Pest Management and Vector Control.
- Digital Farming:** This comprises software tools that integrate data from farm equipment, satellites, field sensors, irrigation systems, drones and other input sources and then analyze that data



to empower farmers to make better decisions through data science and predictive analytics. With detailed, real-time assessments of growing conditions and crop health, Bayer's digital tools such as FarmRise™ and its Digital Prediction System support a sustainable, abundant harvest.

### Transformative Initiatives for Indian Farmers

The Company has distinguished itself by leveraging its proven capabilities in innovation-driven solutions, sophisticated processes and technologies, world-class services, and superior business models. It continues to work closely with Indian farmers to help them surmount agricultural challenges. Several transformative initiatives have been undertaken by the Company to support Indian farmers. They include:

#### Supporting smallholder farmers

Agriculture is India's largest employer with 140 Million smallholder farmers and an additional 100 Million people employed directly or indirectly in farming operations. Together, these 200 Million people represent more than 54 percent of India's working population. Smallholder farmers own landholdings that are less than 2 hectares of land. Besides fragmented land, they grapple with limited access to natural resources, modern agricultural technologies, finance, credit, and market linkages. To ensure safe, affordable and enough food, it is important to tackle farmers' challenges around low productivity and income.

#### Better Life Farming: a multi-stakeholder partnership

As of 2022, more than 20 Million smallholder farmers across India were supported by Bayer's agri-inputs, technologies, crop & farm advisory, and digital solutions. One of the key initiatives that have helped us reach out to smallholder farmers and create a conducive eco-system is the **Better Life Farming (BLF)** alliance, which works with partners across the agri-value chain to support smallholder farmers in developing economies to increase crop yields and farm incomes. The BLF alliance has global partners that include Bayer with its expertise in seeds, crop protection, and agronomy; IFC, the development finance institution for impact assessment; and Netafim for drip irrigation technologies.

In India, the BLF alliance works with additional local partners including Yara Fertilisers and Fertis India Private Limited for soil and nutrient management, Netafim for drip irrigation technologies and Axis Bank for financing. Similarly, in smallholder markets in other developing countries, the BLF alliance works with

strong local partners who can train farmers on good agricultural practices, financial literacy, and improved market linkages.

The Better Life Farming initiative has led to a doubling of crop yields and tripling of farm incomes among participating farmers while keeping an eye on water usage and integrated farm management. It has created price transparency in the marketplace, increased the bargaining power of smallholders and promoted clusters of rural agri-entrepreneurs. It has also created opportunities for women farmers to be integrated into mainstream farming operations and emerge as rural agri-entrepreneurs.

The BLF alliance's agri-entrepreneurship model functions through Better Life Farming Centers run by local agri-entrepreneurs. At these centers, agri-entrepreneurs enable the transfer of technology to other smallholders on seeds, crop protection, crop nutrition, drip irrigation, mulching, etc. They also deliver services such as market linkages, access to inputs and crop advisory. Each center covers a group of 500 farmers from five to six nearby villages. These centers open up economic opportunities for smallholders by enabling knowledge and technology transfer on good agricultural practices (GAP) and delivering services such as market linkages, access to agri-inputs, financial solutions, and mechanization services as well as crop advisory.

Currently, over 1,300 Better Life Farming Centers are operational in India. By 2025, the Better Life Farming initiative aims to empower 2.5 Million smallholders in the Indian Subcontinent through access to modern agri-inputs and better public health. These smallholders will be served by five thousand agri-entrepreneurs across horticulture, corn, and rice crops. In states like Jharkhand, the BLF alliance has adopted a gender-smart approach by promoting women agri-entrepreneurs to serve women smallholder farmers.

#### Food Value Chain Partnership

Food Value Chain Partnership is an innovative business model developed by Bayer to serve the needs of the food industry. The concept was introduced globally in 2005 and in India in 2007. Globally, there are 365 Food Value Chain Partnerships across 39 countries in 64 different crops. Bayer's Food Value Chain Partnerships focus on collaboration between farmers, processors, traders, and retailers to meet consumer demand for





sustainable production of healthy, high-quality, and affordable food.

With its Food Value Chain Partnerships in India, BCSL provides farmers with innovative crop protection products, seeds, and services, as well as advice on the optimal use of products and application technologies. It also helps farmers get certified and gain relevant knowledge and skills to successfully market their produce in local, regional, and international markets.

### Project beneficiaries

- 75 Food Chain Partnerships across 365,000 acres and 16 crops, benefiting 90,000 farmers
- In 2021-22, Bayer conducted 29 BayG.A.P. training programs for 972 Indian farmers to help them learn good agricultural practices required for certification programs
- Our top five Food Chain Partners in India by volumes include: Reliance Fresh (fruits & vegetables), PepsiCo (potato), LT Foods (rice), Fortune (rice) & ITC (hot peppers)

### Bayer Learning Center

In smallholder geographies, crop performance is held back due to low farmer awareness and limited access to quality agronomic support and advice. The majority of farmers depends on fellow farmers or channel partners for crop management advisory. Best practices and technologies don't always reach farmers, which leads to low farm incomes and low returns on investment. To help meet farmer expectations and provide the right product and crop solutions at the right time, BCSL piloted a new market development concept of 'Bayer Learning Centers' (BLC). The first such center was launched in June 2020 and 14 more BLCs were added across India throughout the year. Subsequently, 67 BLCs of solo and multi crops across India have been launched in FY 2021-22 to increase our footprint.

This initiative aims to provide seamless knowledge transfer, confidence and competency building for farmers as well as employees. The centers are designed to showcase product performance, technical positioning of innovations, crop system interventions, agronomy, etc. to internal stakeholders, influential farmers, Farm Producing Organizations (FPOs), Institutional Business and Channel partners. Academia & Research Associates from State Agriculture Universities and Officials from the Department of Agriculture have also Participated & appreciated Bayer's effort in developing such platforms. The centers are also digitally-enabled

to support live telecasting that can deliver consistent, high-quality communication compared to conventional methods such as in-house training, learning center visits etc. This had proven to be particularly beneficial and effective for knowledge transfer during the COVID-19 pandemic, which had made in-person visits and travel difficult.

### Product Stewardship

Supporting our customers and partners in the safe handling of our seed and crop protection products is the cornerstone of our product stewardship strategy. Bayer markets Crop Protection products, seeds and services, which have been granted regulatory approval by the concerned Central and state authorities. All our crop protection products are safe for the operator and the environment when used in accordance with label instructions. We also observe the International Code of Conduct on Pesticide Management of the United Nations Food and Agriculture Organization (FAO). The principles of this code cover the entire life cycle of a product or technology, from its development to its application and beyond.

Our product stewardship measures also include displaying product information of highest mandated standards and transparency in line with the law of land for labelling of our products. In addition to product information, it also offers key information such as Direction for Use (DFU) that enables our customers to utilize our products in ways that generate maximum value for their enterprises including safety standards.

BCSL continues to offer regular trainings and awareness programs to help farmers identify and purchase authentic crop protection products in a developing digital ecosystem and to cater to the evolving needs of the farmers, in 2021, Bayer launched a digital agriculture platform "AgrowSmart" – One-Stop Agro Solution that delivers localized best in class crop advisory on seeds & traits, crop protection solutions and provides agronomic insights to both internal and external stakeholders in the parameterized form to support business and sustainability goals.

Bayer advisory service is utilized by farmers across the geographies of our operation. With the introduction of 'Hello Bayer', a centralized toll-free helpline, where farmers can reach out for agri-related queries, resolution and after-sales support, Bayer has supported more than 20 Million smallholder farmers across India for Bayer's agri-inputs, technologies, crop & farm advisory and digital solutions.

Sahbhaagi (Advisor) is one of our new go-to-market approaches which we have introduced in India. Despite challenges such as COVID-19, we have successfully implemented the Sahbhaagi program across India. Sahbhaagis play a key role in connecting with smallholder growers for safe and responsible use of products and services and help us to register digitally enabled sales and generate grower transactional data and insights.

Supporting our customers and partners in the safe handling of our seed and crop protection products is a focus of our product stewardship. In this connection, we offer regular trainings and awareness programs to help farmers identify and purchase authentic crop protection products. Our training programs focus on

the safe & responsible use of crop protection products and proper use of Personal Protection Equipment (PPE). Bayer Crop Science Limited is making PPEs available at the warehouses to be called in by the distributors and dealers to sell to farmers engaged in spray operations.

## 4. Financial and Operational Performance

### Financial Performance including ratio analysis

In FY 2021-22, the Company registered Revenue from Operations of ₹ 47,344 Million, compared to ₹ 42,613 Million in the previous year, registering an overall revenue growth of 11%. Profit Before Exceptional Items & Tax stood at ₹ 7,883 Million, compared to ₹ 7,894 Million in the previous year.

### Ratio Analysis

Ratio	Formula	Apr'21 - Mar'22	Apr'20 - Mar'21	Deviation
Debtors Turnover Ratio (times)	[Revenue from Operations/Average Trade receivables]	5.4	5.8	-7%
Inventories Turnover Ratio (times)	[COGS/Average Inventories]	1.9	2.1	-12%
Interest Coverage Ratio (times)	[EBIT/Finance Cost]	62.1	63.7	-2%
Current Ratio (times)	[Current Asset/Current Liability]	2.2	2.3	-4%
Debt Equity Ratio (times)	[Debt/Shareholders Equity]	-	-	-
Operating Profit Margin Ratio (%)	[EBIT/Revenue from Operations]	16.9%	18.8%	-10%
Net Profit Margin Ratio (%)	[Profit After Tax/Revenue from Operations]	13.6%	11.6%	18%
Return on Net Worth (%)	[Profit for the year (before exceptional item and after tax)/Net Worth]	23.8%	19.2%	24%

### Operational Performance

**Crop Protection:** We continue to strive for operational excellence, ensuring that we create demand for our portfolio and place products closer to the market and season and have optimum inventory in the channel. This not only affords us greater flexibility to react to market conditions and situations but also helps us in improving our collection efficiency. Last year some geographies experienced dry spells in between monsoons and our teams were able to react faster to cater to these changes in demand. Overall good monsoon also led to good crop protection demand in both,

Kharif and Rabi seasons. Crop Protection demand from key crops remained strong through Kharif with some challenges in horticulture in Rabi. Intermittent dry spells also presented a challenging situation for herbicides as a whole. Our focus on 'Differentiated Portfolio' also bore fruit in identified segments.

In 2021-22, the Company commercially launched one new product in Crop Protection which is:

- **Vayego:** An insecticide, which gives broad-spectrum protection in rice and soybean crops

- **Seeds & Traits:** Our seeds & traits business benefited from successfully placing our hybrid seeds on time for the season. Commodity price-related challenges in corn and weather-related challenges in rice negatively affected acreages, and therefore our volumes were below the previous year. However, corn seed scripted a powerful comeback in spring.

In 2021-22, the Company successfully launched the following new products in hybrid seeds:

- **Dekalb 7204:** Early maturity Kharif hybrid with higher yield and suitable for rainfed conditions in states such as Rajasthan and Madhya Pradesh
- **Dekalb 8209:** Medium maturity Kharif hybrid suitable for rainfed conditions in states such as Rajasthan, Madhya Pradesh, Himachal Pradesh and Jammu & Kashmir
- **Dekalb 9217:** Full maturity Rabi Hybrid with a higher yield, good standability and attractive grain colour in the states of Andhra Pradesh and Telangana
- **Dekalb 9208:** Full maturity Spring season hybrid with a higher yield, wider adaptability and good standability with attractive grain colour in Punjab and Uttar Pradesh

**Environmental Science:** 2021-22 marks an outstanding performance by ES India, and it continues to enjoy its position as the market leader in Professional Pest Control Management.

In 2021-22, the Company successfully launched Pest Expert 360° - a one-stop solution for all things 'Pest'. The App has seen immense success and now boasts a rating of 4.8 and a family of 5,000+ members. The App has been designed keeping customer needs in mind and addresses all the needs of a Pest Control Operator. This is a big leap in our Digitisation journey, and in our vision to be Digitally-forward.

## 5. Opportunities and Outlook

By 2050, the world will have 10 Billion people, with India accounting for 1.73 Billion (*Source: United Nations*). To feed India's growing population, the yield per hectare needs to increase significantly

– especially keeping in mind the declining arable land in India. Further, India's agricultural yield is far lower as compared to global averages. Extreme weather coupled with low penetration of high-yielding hybrid seeds, lack of awareness of modern agricultural technologies and inefficient use of agrochemicals are some of the factors behind the low yields. This presents a significant opportunity for the Company's Crop Protection and Seeds & Traits business along with opportunities for expanding crop advisory and digital offerings.

Innovation in seeds, crop protection and digital farming solutions can go a long way in addressing the productivity problems affecting Indian agriculture. It will also help farmers get good commodity prices, encouraging them to spend on qualitative inputs for achieving higher yields. BCSL with its product offerings, distribution reach and a strong network of more than 4,500 field officers and strong value chain collaborations, is well-positioned to support Indian farmers.

### Driving sustainable agriculture

While the population is increasing, arable land is decreasing, and farmers are grappling with limited natural resources and climate change. Extreme weather conditions such as floods, droughts and poor rainfall are lowering crop productivity and farmer incomes. This is especially detrimental to smallholder farmers who farm on less than two hectares of land and have limited access to resources and modern inputs and technologies.

The practice of sustainable agriculture can help ensure safe, affordable and enough food and overcome farmers' challenges around low productivity and income while conserving natural resources. India needs smarter ways to conserve its limited water supply and reduce the dependence on monsoons for a successful crop season. This means reviewing traditional agricultural practices and crop cultivation based on local ecological situations.

While measuring India's success and growth in agriculture, we must focus not only on increased farm incomes but also on sustainability efforts to conserve water and soil, while increasing crop

productivity with the limited land available for cultivation.

#### **Conserving water and reducing emissions**

Rice farming in India is more suited to states with better water availability, compared to states that have lower groundwater reserves and must rely on irrigation. If the land under rice cultivation in the North Indian states of Punjab and Haryana is diversified to include crops like corn and cotton, it will help to conserve water. To drive such crop switches competitively, farmers need reforms to the incentives and subsidy regimes. At the same time, the export competitiveness of rice has to be preserved by improving crop yields and quality. This requires the adoption of a holistic crop management system and driving more hybridization.

#### **Strengthening supply and logistics infrastructure**

The absence of a proper storage and processing infrastructure has prevented Indian farmers from getting the best prices for their produce. There is an urgent need to establish efficient farm-to-fork supply chains through public-private partnerships. Apart from that, deploying data analytics to forecast global production trends accurately will enable farmers to hedge their risk by diversifying crop production. These measures would ensure a steady and sufficient supply of diverse crops and would protect both consumers and farmers from price fluctuations.

## **6. Risks and Concerns**

The Company has developed a comprehensive framework of robust mechanisms and processes to identify risks that may negatively impact its operations. It endeavours to review and identify threats and formulate mitigating measures to curtail them within set timeframes. It has well-placed risk monitoring systems for swift response to safeguard itself from the permanent loss of capital and ensure sustenance of operational performance.

## **7. Internal Control Systems**

The Company has appropriate internal control systems for business processes with regards to its operations, financial reporting and compliance with applicable laws and regulations. The Audit Committee approves the Internal Audit Plan and internal audits are conducted at regular intervals across various locations and processes in line with the approved plan. Audit observations and follow-up actions are discussed by the Internal Audit team with the Management of the Company as well as the Audit Committee.

## **8. Cautionary Statement**

The statements in the Management Discussion & Analysis, describing the Company's objectives, expectations and forecasts may be forward-looking within the meaning of applicable securities laws and regulations. The actual results may differ from those expressed or implied, depending upon the economic and climatic conditions, government policies and other incidental factors.

For and on behalf of the Board of Directors

**Pankaj Patel**

Chairman

(DIN: 00131852)

Ahmedabad, May 24, 2022

## Independent Auditor's Report

### To The Members of Bayer CropScience Limited Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying financial statements of Bayer CropScience Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Sr. No.	Key Audit Matter
1	<p><b>Revenue Recognition – Rebates/ Discounts and Returns.</b></p> <p>A description of key accounting policies for revenue recognition, rebates / discounts and returns is disclosed in Note 1(d) Significant accounting policies of the financial statements.</p> <p>Management is required to make certain judgements in respect of revenue recognition and level of expected rebates/ discounts and returns which are deducted in arriving at revenue. These estimates are material to the financial statement and require significant judgement.</p> <p>To determine these estimates, Management is required to consider historical experience, specific contractual terms and future expectation of revenue. Management judgement is also significantly impacted by volatility in the market, weather conditions and action of third parties. Hence the estimation of refund liabilities is complex, subjective and susceptible to material misstatement if judgement is inaccurate.</p> <p>The Management has determined refund liabilities of ₹ 3,664 million as at March 31, 2022 (refer note 22 of the financial statement).</p>

#### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

#### Auditor's Response

##### Principal audit procedures performed:

We obtained an understanding of the policies applied to estimate rebates/discount/returns and Company's process for making estimates in these areas and performed the following procedures:

We tested the design and operating effectiveness of key controls related to rebates/ discounts and returns. We obtained an understanding of key contractual arrangements with customers, for rebates/ discounts and returns.

We evaluated the reasonableness of management's estimates in previous years by comparing historical accrued liabilities to the actual settlements.

We assessed the accuracy of the refund liabilities by recalculating the amount based on historical actual returns, adjusted for volatility in the market and weather condition.

We considered the adequacy of the Company's revenue recognition accounting policies, including the recognition and measurement of deductions to gross sales relating to rebates / discounts and returns and related disclosures.



## Independent Auditor's Report (Contd.)

Sr. No.	Key Audit Matter	Auditor's Response
2	<p><b>Litigation related to Direct tax matters.</b></p> <p>The Company has outstanding contingent liabilities arising from litigation related to direct tax matters amounting to ₹ 2,026 million as at March 31, 2022 (Refer note 35 of the financial statement)</p> <p>Management applies significant judgement in estimating the likelihood of the future outcome in each case based on its own past assessments, judicial precedents and opinions of experts / legal counsels when considering whether and how much to provide or in determining the required disclosure for the potential exposure.</p> <p>Due to inherent complexity and magnitude of the potential exposures these matters are susceptible to material misstatement if evaluation is inappropriate.</p>	<p><b>Principal audit procedures performed:</b></p> <p>We evaluated the design and tested the operating effectiveness of internal controls related to the Management's assessment of the likely outcome of income tax litigation.</p> <p>We discussed significant open matters and developments with the Company's direct tax team.</p> <p>We involved our internal tax experts to understand and evaluate the status of litigations for direct tax matters, review legal precedents and external expert opinions obtained by the management to evaluate whether the direct tax position is appropriate after taking into account recent developments, if any.</p> <p>We verified the appropriateness of the accounting policies and disclosures related to Contingent liabilities pertaining to Direct Tax matters.</p>

### Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report, Corporate Governance Report and Management Discussion & Analysis Report, but does not include the financial statements and our auditor's report thereon.
- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with

respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

## Independent Auditor's Report (Contd.)

### Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists,

we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

## Independent Auditor's Report (Contd.)

- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,  
  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 35
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts and shares, required to be

transferred, to the Investor Education and Protection Fund by the Company, except the amount pertaining to Unpaid dividend of ₹ 6 million and the related equity shares which has not been transferred. Based on the information and records available with the Company, all these relate to disputed shareholder matters of Monsanto India Limited, the erstwhile amalgamating Company.

- iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the note 47 of the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the note 47 of the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our



## Independent Auditor's Report (Contd.)

notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.

The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with section 123 of the Act.

As stated in Note 40 of the financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend proposed is in accordance with section 123 of the Act, as applicable.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For Deloitte Haskins & Sells LLP**

Chartered Accountants  
(Firm's Registration No.117366W/W-100018)

**Sampada S Narvankar**

Partner  
(Membership No. 102911)  
(UDIN: 22102911AJNKCH8132)

Place: Mumbai

Date: May 24, 2022

**Report on Internal Financial Controls Over Financial Reporting****Annexure "A" To The Independent Auditor's Report**

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Bayer CropScience Limited** ("the Company") as of March 31, 2022 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over

financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.





## Annexure “A” To The Independent Auditor’s Report (Contd.)

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Place: Mumbai

Date: May 24, 2022

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm’s Registration No.117366W/W-100018)

**Sampada S Narvankar**

Partner

(Membership No. 102911)

(UDIN: 22102911AJNKCH8132)

## Annexure "B" To The Independent Auditor's Report

(Referred to in paragraph 2, under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date on financial statements of Bayer CropScience Limited for the year ended March 31, 2022)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment, Investment properties and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a program of verification of Property, Plant and Equipment, Investment properties and right-of-use assets to cover all the items in a phased manner over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets.

Pursuant to the program, certain Property, Plant and Equipment, Capital work-in-progress and Investment properties were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

- (c) With respect to immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the Company) disclosed in the financial statements included in property, plant and equipment and investment property, according to the information and explanations given to us and based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds of such immovable properties are held in the name of the Company as at the balance sheet date, except for the following:

Description of property	As at March 31, 2022		Held in the name of	Whether promoter director or their relative or employee	Period held	Reason for not being held in name of the Company
	Gross carrying value	Carrying value in the financial statements				
Freehold land located at Kallinayakanahalli, Bangalore	47	47	Monsanto India Limited	No	2009	The title deeds are in the name of Monsanto India Limited, erstwhile amalgamating Company under section 230 to 232 of the Companies Act, 2013 in terms of the approval of the National Company Law tribunal.
Freehold land located at Udaipur, Rajasthan	30	30	Monsanto India Limited	No	2013	
Freehold land located at Shamirpet, Hyderabad	35	35	Monsanto India Limited	No	2005	
Investment Property located at Shamirpet, Hyderabad	10	10	Monsanto India Limited	No	2005	

## Annexure “B” To The Independent Auditor’s Report (Contd.)

In respect of immovable properties of land and buildings that have been taken on lease and disclosed in the financial statements as right-of use asset as at the balance sheet date, the lease agreements are duly executed in favor of the Company, where the Company is the lessee in the agreement, except for the following:

Description of property	As at March 31, 2022		Held in the name of	Whether promoter director or their relative or employee	Period held	Reason for not being held in name of the Company
	Gross carrying value	Carrying value in the financial statements				
Leasehold Land (Number of leases- 20)	14	7	Monsanto India Limited	No	2009 to 2019	The lease agreements are in the name of Monsanto India Limited, erstwhile amalgamating Company under section 230 to 232 of the Companies Act, 2013 in terms of the approval of the National Company Law tribunal.
Leasehold Building (Number of leases- 17)	9	-	Monsanto India Limited	No	2017 to 2018	The lease agreements are in the name of Monsanto India Limited, erstwhile amalgamating Company under section 230 to 232 of the Companies Act, 2013 in terms of the approval of the National Company Law tribunal.

- (d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The inventories except for goods-in-transit and stocks held with third parties, were physically verified during the year by the Management at reasonable intervals. In our opinion and based on information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. For stocks held with third parties at the year-end, written confirmations have been obtained no discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories/alternate procedures performed as applicable, when compared with the books of account.
- (b) According to the information and explanations given to us, the Company has not been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets. Hence reporting on the quarterly returns of statements filed by the Company with such banks or financial institutions is not applicable.

## Annexure "B" To The Independent Auditor's Report (Contd.)

- (iii) The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence reporting under clauses iii (a), (c), (d), (e), (f) of the Order is not applicable.
- (b) The investments made, during the year are, prima facie, not prejudicial to the Company's interest.
- (iv) The Company has complied with the provisions of Section 186 of the Act in respect of making investments. The Company has not granted any loans or provided guarantees and securities.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of accounts maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central

Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) In respect of statutory dues:

- (a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees State Insurance, Income-Tax, Profession Tax, Sales Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities in all cases during the year.

There were no undisputed amounts payable in respect of Goods and Services tax, Provident Fund, Employees' State Insurance, Income-Tax, Profession tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2022, for a period of more than six months from the date they became payable.

- (b) Details of statutory dues referred to in sub clause (a) above which have not been deposited as on March 31, 2022 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount (₹ in Million)
Income Tax Act, 1961 <sup>1</sup>	Income Tax Dues	Appellate Authority - up to Appellate Tribunal level	Assessment Years 2003-2004, 2007-2008, 2009-2010, 2012-2013, 2014-2015 and 2018-2019	882
		Supreme Court	Assessment Years 1999-2000 and 2001-2002	264
The Central Sales Tax Act, 1956 and Local Sales Tax Acts <sup>2</sup>	Sales Tax and Value Added Tax liability	Appellate Authority - up to Commissioner's level	Financial Years 1977-1978, 1979-1980 to 1981-1982, 1983-1984 to 1984-1985, 1998-1999 to 2017-2018	942
		Sales Tax Appellate Tribunal	Financial Years 1989-1990 to 1990-1991, 1995-1996 to 1996-1997, 2009-2010	3
Central Excise Act, 1944	Excise Duty liability	Supreme Court	Financial Years 2000-2001 to 2002-2003	10
		Appellate Authority - upto Commissioner's level	Financial Year 2018-2019 and 2019-2020	34

## Annexure “B” To The Independent Auditor’s Report (Contd.)

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount (₹ in Million)
The Finance Act, 1994	Service Tax Liability	Custom, Excise and Service Tax Appellate Tribunal	Financial Years 2005-2006, 2006-2007, 2009-2010 to 2017-2018	271
The Custom Act, 1962	Custom Duty	Appellate Authority - up to Commissioner's level	Financial Years 2002-2003	8
The Entry Tax Act, 1976	Entry Tax	Appellate Authority - up to Commissioner's level	Financial year 2015-2016	1
The Central Goods and Service Tax Act, 2017 <sup>3</sup>	Goods and Service Tax	Appellate Authority - up to Commissioner's level	Financial Year 2018-2019, 2020-2021	38
Companies Act, 2013	Investor education and protection Fund	Not Applicable*	Financial year 1996-1997 to 2014-2015	6

1. Net of 697 million paid; 2. Net of 75 million paid; 3. Net of 0.5 million paid

\* relates to disputed shareholder matters of Monsanto India Limited, the erstwhile amalgamating Company

- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause (ix)(a) of the Order is not applicable to the company.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause (ix)(e) of the Order is not applicable.
- (f) The Company has not raised any loans during the year and hence reporting on clause (ix)(f) of the Order is not applicable.
- (x) (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (x) (a) of the Order is not applicable.
- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year and upto the date of this report and provided to us, when performing our audit.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.



## Annexure "B" To The Independent Auditor's Report (Contd.)

- (xiii) In our opinion the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto March 31, 2022 and the draft of the internal audit reports were issued after the balance sheet date covering the period upto March 31, 2022 for the period under audit.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is not capable of meeting its liabilities existing at the date of balance sheet date and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act, 2013 or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

**For Deloitte Haskins & Sells LLP**

Chartered Accountants  
(Firm's Registration No.117366W/W-100018)

**Sampada S Narvankar**

Partner

(Membership No. 102911)

(UDIN: 22102911AJNKCH8132)

Place: Mumbai

Date: May 24, 2022



## Balance Sheet as at March 31, 2022

₹ in Millions

	Notes	As At 31.03.2022	As At 31.03.2021
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	2	4,371	3,932
Capital work-in-progress	3	133	76
Investment Properties	4	261	300
Intangible Assets	5	43	15
Intangible Assets under development	6	850	687
Financial Assets			
- Other Financial Assets	7	68	151
Income Tax Asset (Net)	8	1,716	1,359
Deferred Tax Assets (Net)	9	73	179
Other Assets	10	259	255
<b>Total Non-Current Assets</b>		<b>7,774</b>	<b>6,954</b>
<b>Current Assets</b>			
Inventories	11	15,120	13,251
Financial Assets			
- Investments	12	385	522
- Trade Receivables	13	10,047	7,549
- Cash and Cash Equivalents	14	7,809	12,045
- Bank Balances other than Cash and Cash Equivalents	15	65	50
- Other Financial Assets	7	102	77
Other Assets	10	2,227	1,945
<b>Total Current Assets</b>		<b>35,755</b>	<b>35,439</b>
<b>Total Assets</b>		<b>43,529</b>	<b>42,393</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	16	449	449
Other Equity	17	24,794	25,054
<b>Total Equity</b>		<b>25,243</b>	<b>25,503</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
Financial Liabilities			
- Lease Liabilities	18	518	141
Provisions	19	1,175	1,043
<b>Total Non-Current Liabilities</b>		<b>1,693</b>	<b>1,184</b>
<b>Current Liabilities</b>			
Financial Liabilities			
- Lease Liabilities	18	346	122
- Trade Payables	20		
Total outstanding dues of micro enterprises and small enterprises		154	192
Total outstanding dues of creditors other than micro enterprises and small enterprises		8,044	8,111
- Other Financial Liabilities	21	444	610
Other Liabilities	22	6,348	5,494
Provisions	19	1,098	637
Current Tax Liabilities (Net)	23	159	540
<b>Total Current Liabilities</b>		<b>16,593</b>	<b>15,706</b>
<b>Total Liabilities</b>		<b>18,286</b>	<b>16,890</b>
<b>Total Equity and Liabilities</b>		<b>43,529</b>	<b>42,393</b>
The accompanying Notes are an integral part of these financial statements.	1 - 48		

In terms of our report attached.

For Deloitte Haskins &amp; Sells LLP

Chartered Accountants

Sampada S Narvankar

Partner

Place: Mumbai

Date: May 24, 2022

For and on behalf of the Board

Pankaj Patel

Chairman

DIN 00131852

Place: Ahmedabad

Date: May 24, 2022

DuraiSwami Narain

Vice Chairman &  
Managing Director and CEO

DIN 03310642

Place: Mumbai

Date: May 24, 2022

Simon Johannes Britsch

Executive Director  
& CFO

DIN 09194547

Place: Thane

Date: May 24, 2022

Nikunj Kumar Savaliya

Company Secretary &  
Compliance Officer

Place: Thane

Date: May 24, 2022

# Statement of Profit and Loss for the year ended March 31, 2022

₹ in Millions

	Notes	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
Revenue from Operations	24	47,344	42,613
Other Income	25	546	638
<b>Total Income</b>		<b>47,890</b>	<b>43,251</b>
<b>Expenses</b>			
Cost of Materials Consumed	26	25,779	24,840
Purchases of Stock-in-Trade		2,304	1,398
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	27	(1,441)	(1,779)
Employee Benefits Expense	28	4,631	3,622
Finance Costs	29	129	126
Depreciation and Amortisation Expense	30	645	735
Other Expenses	31	7,960	6,415
<b>Total Expenses</b>		<b>40,007</b>	<b>35,357</b>
<b>Profit Before Exceptional Items and Tax</b>		<b>7,883</b>	<b>7,894</b>
<b>Add/(Less): Exceptional Items [Refer Note 46]</b>			
- Employee separation expenses		-	51
- Profit on sale of Business		585	-
		<b>585</b>	<b>51</b>
<b>Profit Before Tax</b>		<b>8,468</b>	<b>7,945</b>
Tax Expense/ (Credit)	32		
- Current Tax		1,919	2,939
- Deferred Tax		96	75
		<b>2,015</b>	<b>3,014</b>
<b>Profit for the year</b>		<b>6,453</b>	<b>4,931</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss:			
- Remeasurement of Defined Benefit Obligation		39	32
- Tax on remeasurement of Defined Benefit Obligation	32(d)	(10)	(16)
<b>Total Other Comprehensive Income</b>		<b>29</b>	<b>16</b>
<b>Total Comprehensive Income for the year</b>		<b>6,482</b>	<b>4,947</b>
Earnings Per Share - Basic and Diluted	43	₹143.58	₹109.72
[Face Value per Equity Share ₹ 10/-]			
The accompanying Notes are an integral part of these financial statements.	1 - 48		

In terms of our report attached.

For Deloitte Haskins &amp; Sells LLP

Chartered Accountants

Sampada S Narvankar  
PartnerPlace: Mumbai  
Date: May 24, 2022

For and on behalf of the Board

Pankaj Patel  
Chairman

DIN 00131852

Place: Ahmedabad  
Date: May 24, 2022Duraismwami Narain  
Vice Chairman &  
Managing Director and CEO  
DIN 03310642Place: Mumbai  
Date: May 24, 2022Simon Johannes Britsch  
Executive Director  
& CFO  
DIN 09194547Place: Thane  
Date: May 24, 2022Nikunj Kumar Savaliya  
Company Secretary &  
Compliance OfficerPlace: Thane  
Date: May 24, 2022



## Statement of Changes in Equity for the year ended March 31, 2022

₹ in Millions

A	Equity Share Capital	Notes		As at 31.03.2022	As at 31.03.2021		
	Balance as at the beginning of the year	16		449	449		
	Changes during the year			-			
	Balance as at the end of the year			449	449		
B	Other Equity	17					
				Reserves and Surplus		Total Other Equity	
			Retained Earnings	General Reserve	Capital Redemption Reserve	Securities Premium	
	Balance as at 01.04.2020		21,898	1,932	52	1,394	25,276
	Profit for the year		4,931	-	-	-	4,931
	Other Comprehensive Income for the year		16	-	-	-	16
	Total Comprehensive Income for the year		4,947	-	-	-	4,947
	Transfer to General Reserve		(456)	456	-	-	-
	Transactions with owners in their capacity as owners						
	Dividend declared	40(b)(i)	(5,169)	-	-	-	(5,169)
	Balance as at 31.03.2021		21,220	2,388	52	1,394	25,054
	Profit for the year		6,453	-	-	-	6,453
	Other Comprehensive Income for the year		29	-	-	-	29
	Total Comprehensive Income for the year		6,482	-	-	-	6,482
	Transfer to General Reserve		(495)	495	-	-	-
	Transactions with owners in their capacity as owners		-				
	Dividend declared	40(b)(i)	(6,742)	-	-	-	(6,742)
	Balance as at 31.03.2022		20,465	2,883	52	1,394	24,794

The accompanying Notes 1 - 48 are an integral part of these financial statements.

In terms of our report attached.

For Deloitte Haskins & Sells LLP

Chartered Accountants

Sampada S Narvankar

Partner

Place: Mumbai  
Date: May 24, 2022

For and on behalf of the Board

Pankaj Patel

Chairman

DIN 00131852

Place: Ahmedabad  
Date: May 24, 2022

Duraiswami Narain

Vice Chairman &  
Managing Director and CEO  
DIN 03310642

Place: Mumbai  
Date: May 24, 2022

Simon Johannes Britsch

Executive Director  
& CFO  
DIN 09194547

Place: Thane  
Date: May 24, 2022

Nikunj Kumar Savaliya

Company Secretary &  
Compliance Officer

Place: Thane  
Date: May 24, 2022

# Statement of Cash Flow for the year ended March 31, 2022

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
₹ in Millions		
<b>A. Cash Flow from Operating Activities:</b>		
Profit Before Tax	8,468	7,945
<b>Adjustments for:</b>		
Exceptional items	(585)	(51)
Depreciation and Amortization Expense	645	735
Finance Cost	129	126
Interest income	(198)	(278)
Dividend Income from Investments measured at Fair Value through Profit or Loss	-	(1)
Rent income on Investment properties	(81)	(92)
Penal Interest on Overdue Trade Receivables	(47)	(35)
Loss/ (Profit) on tangible assets Sold/ Discarded (Net)	6	(64)
Loss on intangible assets Sold/ Discarded (Net)	17	4
Profit on sale of investments measured at fair value through profit or loss (FVTPL)	(117)	(88)
Bad debts	53	21
Provision for Expected Credit Loss on Trade Receivables (Net)	56	25
Inventory write off/ write down	495	340
Fair Value loss/ (gain) on investments measured through profit or loss	23	(15)
Unrealised Foreign Exchange Fluctuations (gain) (Net)	(5)	(6)
	<b>391</b>	<b>621</b>
<b>Operating profit before Working Capital changes</b>	<b>8,859</b>	<b>8,566</b>
<b>Adjustments for changes in Working Capital</b>		
(Increase)/ Decrease in Trade Receivables	(2,563)	(378)
(Increase)/ Decrease in Financial Assets	71	46
(Increase)/ Decrease in Other Assets	(311)	168
(Increase)/ Decrease in Inventories	(2,364)	(3,956)
Increase/ (Decrease) in Trade Payables	(97)	3,558
Increase/ (Decrease) in Financial Liabilities	(209)	(64)
Increase/ (Decrease) in Provisions and Other Liabilities	1,411	552
<b>Net change in Working Capital</b>	<b>(4,062)</b>	<b>(74)</b>
<b>Cash generated from Operations</b>	<b>4,797</b>	<b>8,492</b>
Taxes paid	(2,642)	(1,625)
<b>Net cash from Operating Activities (A)</b>	<b>2,155</b>	<b>6,867</b>
<b>B. Cash Flow from Investing Activities:</b>		
Purchase of Property, Plant and Equipment/ Intangible Assets	(554)	(420)
Proceeds from sale of Property, Plant and Equipment/ Intangible Assets	81	108
Proceeds from sale of/ (Purchase of) Investments	231	(11)
Interest received	200	288
Rent received on Investment Properties	70	101
Dividend received on Current Investments	-	1
Proceeds from sale of part of seeds distribution business	614	-
<b>Net cash generated from Investing Activities (B)</b>	<b>642</b>	<b>67</b>





## Statement of Cash Flow for the year ended March 31, 2022 (Contd.)

	₹ in Millions	
	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
<b>C. Cash flows from Financing Activities:</b>		
Proceeds from Short Term Borrowings	-	125
Repayment of Short Term Borrowings	-	(140)
Repayment of Lease Liabilities	(263)	(355)
Interest paid	(42)	(28)
Dividend paid	(6,728)	(5,160)
<b>Net cash used in Financing Activities (C)</b>	<b>(7,033)</b>	<b>(5,558)</b>
<b>D. Net (decrease)/ increase in Cash and Cash Equivalents (A + B + C)</b>	<b>(4,236)</b>	<b>1,376</b>
<b>E. Cash and Cash Equivalents at the beginning of the year</b>	<b>12,045</b>	<b>10,669</b>
<b>F. Cash and Cash Equivalents at the end of the year (D+E)</b>	<b>7,809</b>	<b>12,045</b>

	₹ in Millions	
	As at 31.03.2022	As at 31.03.2021
<b>Cash and Cash Equivalents comprise :</b>		
Balances with Banks	5,910	8,752
Short-term Highly Liquid Investments	1,899	3,293
	<b>7,809</b>	<b>12,045</b>

### Notes:

- 1) The above Statement of Cash Flow has been prepared under the "Indirect Method" set out in Ind AS 7 - Statement of Cash Flows.
- 2) Short-term Highly Liquid Investments comprise of Investment in Mutual Funds which are highly liquid and have an insignificant risk of change in value.

The accompanying Notes 1 - 48 are an integral part of these financial statements.

In terms of our report attached.

### For Deloitte Haskins & Sells LLP

Chartered Accountants

**Sampada S Narvankar**

Partner

Place: Mumbai

Date: May 24, 2022

### For and on behalf of the Board

**Pankaj Patel**

Chairman

DIN 00131852

Place: Ahmedabad

Date: May 24, 2022

**Duraiswami Narain**

Vice Chairman &  
Managing Director and CEO

DIN 03310642

Place: Mumbai

Date: May 24, 2022

**Simon Johannes Britsch**

Executive Director  
& CFO

DIN 09194547

Place: Thane

Date: May 24, 2022

**Nikunj Kumar Savaliya**

Company Secretary &  
Compliance Officer

Place: Thane

Date: May 24, 2022

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(All amounts in ₹ Millions, unless otherwise stated)

### Company Profile

Bayer CropScience Limited ("the Company") is a Company incorporated under the Companies Act, 1956 and having its registered office at Bayer House, Central Avenue, Hiranandani Estate, Thane (West) - 400 607, India. The Company is engaged in 'Agri Care' business which primarily includes manufacture, sale and distribution of insecticides, fungicides, herbicide and various other agrochemical products and corn seeds. The Company is also involved in sale and distribution of hybrid seeds. Out of the total paid-up share capital of the Company, 71.43% is held by its promoters. The ultimate parent company is Bayer AG, Germany. The Company is listed on the Bombay Stock Exchange, Mumbai. The Company has its own manufacturing site for agrochemical production at Himatnagar and Silvassa, drying and processing station at Hyderabad and breeding stations at Bengaluru and Udaipur.

### 1 Significant Accounting Policies

#### (a) Basis of Preparation

##### Compliance with Ind AS

The financial statements of the Company are based on the principle of historical cost except for certain financial assets and liabilities and defined benefit plan that are measured at fair value, and are drawn up to comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

The accounting policies are applied consistently to all the years presented in the financial statements.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

All amounts disclosed in the financial statements and notes have been rounded off to the nearest million as per the requirement of Schedule III, unless otherwise stated. Amount below the

rounding off norm adopted by the Company is disclosed as \*.

#### (b) Use of Estimates and Judgements

In preparing the financial statements, the Management has to make certain assumptions and estimates that may substantially impact the presentation of the Company's financial position and/ or results of operations.

Such assumptions and estimates mainly relate to the useful life of Property, Plant and Equipment, Investment Properties and Intangible Assets and the recognition of provisions, including those for litigation, employee benefits, refund liabilities and assessment of impact of health pandemic of COVID-19.

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Although the Company regularly assesses these estimates, actual results may differ from these estimates. Changes in estimates are recorded in the periods in which they become known.

#### (c) Foreign Currency Transactions

The financial statements are presented in Indian Rupee, which is Company's functional and presentation currency. A company's functional currency is that of the primary economic environment in which the company operates.

Foreign currency transactions are translated into the functional currency using the exchange rate at the date of the transaction. Foreign exchange gains/ losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in the Statement of Profit and Loss.

#### (d) Revenue Recognition

Revenue is recognised in accordance with Ind AS 115 - Revenue from Contracts with Customers.

- (i) Revenue from the sale of goods is recognised on the basis of customer contracts and

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### (d) Revenue Recognition (Contd.)

performance obligations contained therein. Revenue is recognised at a point in time when the control of goods is transferred to customer, this is generally when the goods are delivered to the customer's location. Control lies with the customer if the customer can independently determine the use of and consume the benefit derived from goods or services. Revenue from delivery of goods is recognised at a point in time based on an overall assessment of the existence of a right to payment, the transfer of physical possession, the transfer of risks and rewards and acceptance by the customer.

Revenue is reduced by goods and service tax and for actual and expected sales deductions resulting from sales returns, rebates and discounts. Sales deductions are estimated on the basis of historical experience, specific contractual terms and future expectations of sales development. Sales are reduced on the date of sale or on the date when the amount can be reasonably estimated. A refund liability and a right to recover the returned goods is recognised for the goods expected to be returned.

The Company operates loyalty programs where direct/ indirect customers accumulate points for purchases made which entitles them to free or discounted goods, other than Company's goods. The promise to provide additional points to customers is therefore a separate performance obligation. The transaction price is allocated to the goods and the points on a relative standalone selling price basis. A contract liability for the award points is recognised at the time of sale. Revenue is recognised as sales when obligation is fulfilled based on the points redeemed.

The Company evaluates sales and distribution arrangement with supplier whether it is acting as a principal or an agent of the supplier, considering whether it controls the specified goods before it is transferred to customer and based on factors such as primary responsibility for providing goods to customer, inventory risk and pricing latitude. Where the supplier

retains control over the specified goods and the Company performs the function of selling and distribution for a margin within a range by acting as an agent, it recognises only the margin (i.e. sales less material cost) as its revenue from such transactions.

- (ii) Recoveries from Group Companies and Third Parties include recoveries towards common facilities/ resources, information technology and other support provided to such parties which is recognised as per terms of agreement and in the accounting period in which the services are rendered.
- (iii) Royalty income is recognised on an accrual basis in accordance and as per terms of agreement.

### (e) Other Income

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts over the expected life of the financial asset to the asset's gross carrying amount on initial recognition. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument.

Income from export incentives is recognised on accrual basis to the extent the ultimate realisation is reasonably certain.

### (f) Income Tax

Income taxes comprise the taxes levied on taxable income along with changes in deferred tax assets and liabilities that are recognized in the Statement of Profit and Loss. The income taxes recognized are reflected at the amounts likely to be payable under the statutory regulations in force, or substantively enacted in relation to future periods, at the end of the reporting period. Complex tax regulations may give rise to uncertainties with respect to their interpretation and the amounts

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### (f) Income Tax (Contd.)

and timing of future taxable income. Given the long-term nature and complexity of tax regulations, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate adjustments to tax income and expense in future periods. Liabilities to tax authorities that are uncertain as to their amount and the probability of their occurrence are recognized as tax liabilities based on reasonable estimates. The amounts recognized are based on various factors, such as experience with previous tax assessments, legal interpretations by the Company and in certain cases based on legal opinion.

In compliance with Ind AS 12 - Income Taxes, deferred taxes are recognised for temporary differences between the carrying amounts of assets and liabilities in the Balance Sheet prepared according to Ind AS and their tax bases.

Deferred tax assets relating to deductible temporary differences, tax credits or tax loss carry forwards are recognized where it is probable that taxable income or sufficiently taxable temporary differences will be available in the future to enable them to be used. Deferred tax liabilities are recognized on temporary differences taxable in the future.

The probability that deferred tax assets resulting from temporary differences or tax loss carryforwards can be used in the future, is the subject of forecasts by the Company regarding its future earnings situation and other parameters.

Deferred taxes are calculated at the rates which, on the basis of the statutory regulations in force, or substantively enacted in relation to future periods, as of the closing date, are expected to apply at the time of realisation. Deferred tax assets and deferred tax liabilities are offset if they relate to income taxes levied by the same taxation authority and the Company has a legal right to settle on a net basis. Material effects of changes in tax rates or tax law on deferred tax assets and liabilities are generally accounted for in the period in which the changes are enacted. Such effects are recognised in the Statement of Profit and Loss except where they relate to deferred taxes that were recognised outside the Statement of Profit and Loss, in which case they, too, are recognised in Other Comprehensive Income or directly in Equity.

Deferred and current taxes are recognised in the Statement of Profit and Loss unless they relate to items recognised outside the Statement of Profit and Loss in Other Comprehensive Income or directly in Equity, in which case they, too, are recognised in Other Comprehensive Income or directly in Equity respectively.

### (g) Leases

Lease contracts in which the Company is the lessee mainly pertain to offices, residential premises, warehouses, vehicles and plant and machinery. Lease contracts are negotiated individually and each contain different arrangements on extension, termination or purchase options except in case of vehicle leases. Offices, residential premises and warehouses leases generally contain clauses that prohibit subleasing except with the consent of the lessor.

#### As a lessee:

As per Ind AS 116, the Company assesses whether a contract contains a lease at inception of the contract. The Company recognises a right-of-use asset and corresponding lease liabilities with respect to all lease arrangements in which it is the lessee except for short-term leases and leases of low value assets. Contracts may contain both lease and non-lease components. The Company has elected practical expedient of not to separate lease and non-lease components and instead account for these as a single lease component in respect of lease contracts for certain Buildings and Plant and Machinery.

Lease liabilities are initially measured at present value of future lease payments discounted at the Company's incremental borrowing rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. The lease liabilities are subsequently measured by increasing the carrying amount to reflect interest on the lease liabilities (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### (g) Leases (Contd.)

The right-of-use asset is measured at cost, which is the sum of initial measurement of the lease liability, any initial direct costs incurred by the Company and any lease payments made in advance of the lease commencement date. The right-of-use asset is amortised on a straight line basis from the commencement date over the shorter of lease term or useful life of right-of-use asset except certain Plant and Machinery which is amortised using production unit method. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the Statement of Profit and Loss.

The lease payments associated with short-term leases and leases of low value assets are recognized as a Rent expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

When the lease liability is remeasured due to change in contract terms, a corresponding change is made to the carrying amount of right-of-use asset, or is recorded in the profit and loss account if the carrying amount of right-of-use asset is reduced to zero.

#### As a lessor:

In respect of assets given on operating lease, the lease rental income is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term.

### (h) Cash And Cash Equivalents

Cash and Cash Equivalents comprise balances with banks including demand deposits and other short term highly liquid investments that are subject to an insignificant risk of change in value, are easily convertible into a known amount of cash and have a maturity of three months or less from the date of acquisition or investment.

### (i) Inventories

Inventories encompass goods consumed in production (raw materials, packing materials and stores and spare parts), goods in the production process for sale (work-in-progress) and goods held for sale in the ordinary course of business (finished goods and stock-in-trade). Inventories are

recognised at the lower of their cost of acquisition calculated by the weighted average method and at their net realisable value. The net realisable value is the estimated selling price in the ordinary course of business less estimated cost of completion and selling expenses necessary to make the sale.

### (j) Investment And Financial Assets

Financial assets are recognised and measured in accordance with Ind AS 109 - Financial Instruments. Accordingly, the Company recognises financial asset only when it has a contractual right to receive cash or other financial assets from another entity.

All Financial assets are recognised initially at fair value, in the case of a financial asset not recorded at Fair Value through Profit or Loss (FVPL), plus transaction costs that are directly attributable to the acquisition of the Financial asset.

Subsequent to initial recognition, financial assets are measured at amortised cost, fair value through other comprehensive income (FVOCI) or FVPL. The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

#### Debt instruments

There are three measurement categories into which the Company classifies its debt instruments:

#### At amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are accounted for at amortised cost using the effective interest method. This category comprises trade accounts receivable, loans, cash and cash equivalents, bank balances and other financial assets. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the Statement of Profit and Loss when the asset is derecognised or impaired. Interest income from these financial assets is included in Other Income using the effective interest rate method.

#### Fair Value through Other Comprehensive Income (FVOCI)

Assets that are held for collection of contractual cash flows and for selling the financial assets,



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### Fair Value through Other Comprehensive Income (FVOCI) (Contd.)

where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. The movements in carrying amount are taken through Other Comprehensive Income, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the Statement of Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from equity to the Statement of Profit and Loss and recognised in other gains/ (losses). Interest income from these financial assets is included in Other Income using the effective interest rate method.

### Fair Value through Profit or Loss (FVPL)

Assets shall be measured at FVPL unless it is measured at amortised cost or at FVOCI. A gain or loss on a debt instrument that is subsequently measured at FVPL and is not part of a hedging relationship is recognised in the Statement of Profit and Loss and presented within other gains/ (losses) in the period in which it arises. Interest income from these financial assets is included in Other Income.

### Equity instruments

Investment in Equity Instruments are classified as FVPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in Other Comprehensive Income for investment in equity instruments which are not held for trading.

Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The Company applies Expected Credit Loss (ECL) model for recognising impairment loss on financial assets measured at amortised cost. The Company follows 'simplified approach' permitted by Ind AS 109 - Financial Instruments for recognition of impairment loss on trade receivables and lease receivables based on expected lifetime losses at

each reporting date right from its initial recognition. If the reasons for previously recognised impairment losses no longer apply, the impairment losses are reversed provided that this does not cause the carrying amounts to exceed the amortised cost of acquisition.

Financial assets are derecognised when contractual rights to receive cash flows from the financial assets expire or the financial assets are transferred together with all material risks and benefits.

### (k) Derivatives

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks which are not designated as hedges. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are recognised immediately in the Statement of Profit and Loss.

### (l) Property, Plant And Equipment

Freehold land is carried at historical cost. Property, plant and equipment is carried at the cost of acquisition or construction and depreciated over its estimated useful life. An impairment loss is recognised in addition if an asset's recoverable amount falls below its carrying amount.

If the construction phase of property, plant and equipment extends over a substantial period of time, the interest incurred on borrowed capital up to the date of completion is capitalised as part of the cost of acquisition or construction in accordance with Ind AS 23 - Borrowing Cost.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it meets the asset recognition criteria as per Ind AS 16 - Property, Plant and Equipment.

Significant asset components with different useful lives are accounted for and depreciated separately.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### (l) Property, Plant And Equipment (contd.)

If there are indications that an individual item of property, plant and equipment may be impaired, the recoverable amount is compared to the carrying amount. The recoverable amount is the higher of an asset's fair value less costs to sell and its value in use. If the recoverable amount is less than the carrying amount, an impairment loss is recognised for the difference. If the reasons for a previously recognised impairment loss no longer apply, the impairment loss is reversed provided that the reversal does not exceed the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognised for the asset in prior years.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

The Company, based on internal Management assessment, depreciates property, plant and equipment under straight-line method over following estimated useful lives which are similar to the useful life prescribed in Schedule II to the Companies Act, 2013 except in case of dryers included in plant and equipments. The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Assets Class	Useful lives in years
Buildings (including Roads)	10 to 60
Plant and Equipment <sup>#</sup>	7 to 15
Furniture and Fixtures	10
Vehicles	8
Office Equipment (including Electrical Installation)	5 to 10
Computers	3 to 6

<sup>#</sup> Based on the technical evaluation, the useful life of the dryers is considered as 20 years as that best represents the period over which the asset is expected to be used.

Depreciation on assets costing ₹ 5,000/- or less is provided at the rate of 100% in the year of acquisition.

The Company has elected to measure all its property, plant and equipment, at their previous GAAP carrying value which has been considered as deemed cost at the date of transition i.e. April 1, 2015.

### (m) Investment Properties

Investment properties comprise land and buildings not being used for operational or administrative purposes. It is measured using the cost model.

The Company, based on technical assessment made by management expert, depreciates Investment properties under straight-line method over estimated useful lives which are similar to the useful life prescribed in Schedule II to the Companies Act, 2013.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Statement of Profit and Loss in the period of derecognition.

The Company has elected to measure all its investment properties at their previous GAAP carrying value which has been considered as deemed cost at the date of transition i.e. April 1, 2015.

### (n) Intangible Assets

An intangible asset is an identifiable non-monetary asset without physical substance such as technical knowhow, software or marketing rights. It is capitalised if the future economic benefits attributable to the asset will probably flow to the Company and the cost of acquisition or generation of the asset can be reliably measured. It is amortised from the point at which the asset is available for use.

Intangible assets are recognised at the cost of acquisition or generation less accumulated amortisation and impairment loss, if any. Those with determinable useful life are amortised on a straight line basis over a period of up to three years for software and ten years for marketing rights. Determination of the expected useful lives of such assets and the amortisation patterns is

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### (n) Intangible Assets (Contd.)

based on estimates of the period for which they will generate cash flows. An impairment test is performed if there is an indication of possible impairment.

Any impairment losses are recognised in the Statement of Profit and Loss. If the reasons for a previously recognised impairment loss no longer apply, the impairment loss is reversed provided that the reversal does not exceed the carrying amount that would have been determined (net of amortisation) had no impairment loss been recognised for the asset in prior years.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

The Company has elected to measure all its intangible assets at their previous GAAP carrying value which has been considered as deemed cost at the date of transition i.e. April 1, 2015.

### (o) Financial Liabilities

Financial liabilities are initially recognised at fair value if the Company has a contractual obligation to transfer cash or other financial assets to another party. Borrowings and payables are recognised net of directly attributable transaction costs. In subsequent periods, such liabilities are measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the contractual obligation is discharged or cancelled, or has expired.

### (p) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised for present legal or constructive obligations arising from past events that will probably give rise to a future outflow of resources, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured in accordance with Ind AS 37 - Provisions, Contingent Liabilities and Commitments. Where the cash outflow to settle an obligation is expected to occur after one year,

the provision is recognised at the present value of the expected cash outflow. The increase in the provision due to passage of time is considered as Finance Cost. Claims for reimbursements from third parties are separately reflected in other receivables considering they are realisable.

If the projected obligation declines as a result of a change in the estimate, the provision is reversed by the corresponding amount and the resulting income recognised in the expenses in which the original charge was recognised.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

Contingent assets are not recognised in the financial statements.

### (q) Provision for Employment Benefits

The Company provides post-employment benefits under defined contribution, defined benefit plans, other employee benefits and termination benefits.

The Company has Defined Contribution plans namely Provident Fund and Superannuation Fund which are administered through Government authorities/ trustees. The Company contributes to a Government administered Provident Fund, Employees' Deposit Linked Insurance Scheme and Family Pension Fund on behalf of its employees and has no further obligation beyond making its contribution. Under Superannuation Fund, applicable to certain employees, the Company makes contributions to Managerial employees' Superannuation Scheme which is administered by Life Insurance Corporation of India ('LIC') and has no further obligation beyond making the payment to LIC. The Company makes contributions to State plans namely Employees' State Insurance Fund and has no further obligation beyond making the payment to them. The Company's contributions to the above funds are recognised as Employee Benefits Expense in the Statement of Profit and Loss for the year in which they are due.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)***(All amounts in ₹ Millions, unless otherwise stated)***(q) Provision for Employment Benefits (Contd.)**

The Company has a Defined Benefit plan namely Gratuity covering its employees. The Gratuity scheme is funded through Group Gratuity-cum-Life Assurance Scheme which is administered by LIC, Aditya Birla Sun Life Insurance Company Limited and Kotak Life Insurance Limited respectively. The present value of provisions for defined benefit plans and the resulting expense are calculated in accordance with Ind AS 19 - Employee Benefits by the Projected Unit Credit Method. The future benefit obligations are valued by an independent actuary at the year-end and spread over the entire employment period on the basis of specific assumptions regarding beneficiary structure and the economic environment. This includes the determination of the discount rate, salary escalation, mortality rate etc. which affects the valuation. In determining the appropriate discount rate at each balance sheet date, the Management considers the interest rates which relates to the benchmark rate available for Government Securities and that have terms to maturity approximating the terms of the related defined benefit obligation.

The fair value of plan assets is deducted from the present value of the defined benefit obligation to determine the net defined benefit obligation.

The effect of re-measurement of the net defined benefit obligation is reflected in the Statement of Comprehensive Income as Other Comprehensive Income. This consists of actuarial gains and losses and the return on plan assets, less the respective

amounts included in net interest. Deferred taxes relating to the effects of re-measurements are also recognised in Other Comprehensive Income.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the Statement of Profit and Loss as past service cost under 'Employee Benefits Expense'.

For Other employee benefits, the effect of re-measurements arising due to experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss as 'Employee Benefits Expense' in the year in which they arise.

The net interest on net obligation for defined benefits and other employee benefits is recognised in the Statement of Profit and Loss as 'Finance Cost' in the year in which it arises.

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Company recognises termination benefits at the earlier of the following dates: (a) when the Company can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### (r) Recent Accounting Pronouncements

The Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below.

The amendments to Ind AS along with impact evaluation carried out by the Company is given below:

Amendments to standards/ interpretations	Impact
Amendment to Ind AS 101 - First time Adoption of Indian Accounting Standards amendments relating to allowing Subsidiary to measure cumulative translation differences for all foreign operations at the carrying amount that would be included in the parent's consolidated financial statements	Not applicable
Amendment to Ind AS 103 - Business Combination amendment relating revised Conceptual Framework for Financial Reporting under Indian Accounting Standards, application of Ind AS 37 to determine whether at the acquisition date a present obligation exists as a result of past events and no recognition of contingent assets acquired in a business combination	Not applicable
Amendment to Ind AS 109 - Financial Instruments amendment relating to the nature of fees that an entity could include when it applies the '10%' test in assessing whether to derecognise a financial liability	No impact
Amendment to Ind AS 16 - Property, Plant and Equipment amendment clarifying that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the statement of profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant and equipment	No impact
Amendment to Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets amendment relating to the costs that relate directly to the contract for the purpose of assessing whether a contract is onerous	No impact
Ind AS 41 - Agriculture amendment relating to exclusion of cash flows for taxation when measuring fair value	Not applicable



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 2 Property, Plant and Equipment [Refer Note 36(a)]

Assets	Cost/ Deemed Cost				Depreciation/ Amortisation			Net Book Value	
	As at 01.04.2021	Additions	Deletions	As at 31.03.2022	As at 01.04.2021	For the year	On Deletions	As at 31.03.2022	As at 31.03.2022
<b>a) Owned Assets:</b>									
Freehold Land	307	-	-	307	-	-	-	-	307
	(309)	(-)	(2)	(307)	(-)	(-)	(-)	(-)	(307)
Buildings	2,285	31	4	2,312	360	69	2	427	1,885
	(2,278)	(11)	(4)	(2,285)	(293)	(69)	(2)	(360)	(1,925)
Plant and Equipment	1,540	209	9	1,740	695	158	5	848	892
	(1,471)	(69)	(-)*	(1,540)	(545)	(150)	(-)	(695)	(845)
Furniture and Fixtures	260	7	5	262	143	29	5	167	95
	(257)	(5)	(2)	(260)	(118)	(26)	(1)	(143)	(117)
Vehicles	591	5	201	395	257	62	122	197	198
	(628)	(61)	(98)	(591)	(237)	(80)	(60)	(257)	(334)
Office Equipment (including Computers)	657	67	79	645	517	73	77	513	132
	(664)	(38)	(45)	(657)	(478)	(83)	(44)	(517)	(140)
<b>Owned Assets Total (a)</b>	<b>5,640</b>	<b>319</b>	<b>298</b>	<b>5,661</b>	<b>1,972</b>	<b>391</b>	<b>211</b>	<b>2,152</b>	<b>3,509</b>
	(5,607)	(184)	(151)	(5,640)	(1,671)	(408)	(107)	(1,972)	(3,668)
<b>b) Right of Use Assets: [Refer Note 44]</b>									
Land	16	5	-	21	5	4	-	9	12
	(10)	(6)	(-)	(16)	(3)	(2)	(-)	(5)	(11)
Buildings	408	136	27	517	223	123	23	323	194
	(363)	(92)	(47)	(408)	(145)	(125)	(47)	(223)	(185)
Plant and Equipment	231	637	231	637	223	88	231	80	557
	(231)	(-)	(-)	(231)	(49)	(174)	(-)	(223)	(8)
Vehicles	87	66	-	153	27	27	-	54	99
	(32)	(55)	(-)	(87)	(12)	(15)	(-)	(27)	(60)
Office Equipment (including Computers)	1	-	-	1	1	-*	-	1	-
	(1)	(-)	(-)	(1)	(1)	(-)	(-)	(1)	(-)
<b>Right of Use Assets Total (b)</b>	<b>743</b>	<b>844</b>	<b>258</b>	<b>1,329</b>	<b>479</b>	<b>242</b>	<b>254</b>	<b>467</b>	<b>862</b>
	(637)	(153)	(47)	(743)	(210)	(316)	(47)	(479)	(264)
<b>Total (a+b)</b>	<b>6,383</b>	<b>1,163</b>	<b>556</b>	<b>6,990</b>	<b>2,451</b>	<b>633</b>	<b>465</b>	<b>2,619</b>	<b>4,371</b>
	(6,244)	(337)	(198)	(6,383)	(1,881)	(724)	(154)	(2,451)	(3,932)

a) Figures shown in brackets are in respect of previous year.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 2 Property, Plant and Equipment [Refer Note 36(a)] (Contd.)

#### b) Title deeds of Immovable Properties not held in name of the Company as at March 31, 2022 and March 31, 2021:

Line item in the Balance sheet	Description of item of property and location	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/ director or employee of promoter/ director	Property held since which date	Reason for not being held in the name of the company
Freehold Land	Kallinayakanahalli, Bengaluru	47	Monsanto India Limited	No	2009	The title deeds are in the name of Monsanto India Limited, the erstwhile amalgamating company under section 230 to 232 of the Companies Act, 2013 in terms of the approval of the National Company Law Tribunal.
Freehold Land	Udaipur, Rajasthan	30	Monsanto India Limited	No	2013	
Freehold Land	Shameerpet, Hyderabad	35	Monsanto India Limited	No	2005	

### 3 Capital work-in-progress

Assets	Cost			As at 31.03.2022
	As at 01.04.2021	Additions	Deletions/ Transfers	
Capital work-in-progress	76	378	321	133
	(36)	(226)	(186)	(76)
<b>Total</b>	<b>76</b>	<b>378</b>	<b>321</b>	<b>133</b>
	(36)	(226)	(186)	(76)

#### a) Capital work-in-progress ageing

Assets	Amount in Capital work-in-progress for period of				As at 31.03.2022
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in progress	116	2	15	-*	133
	(60)	(16)	(-)*	(-)	(76)
Projects temporarily suspended	-	-	-	- *	-
	(-)	(-)	(-)	(-)	(-)
<b>Total</b>	<b>116</b>	<b>2</b>	<b>15</b>	<b>-*</b>	<b>133</b>
	(60)	(16)	(-)*	(-)	(76)

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 3 Capital work-in-progress (Cond.)

- b) Completion schedule for capital work-in-progress, whose completion is overdue or has exceeded its cost compared to its original plan

Assets	To be completed in			
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years
<b>As at 31.03.2022</b>				
<b>Projects in progress:</b>				
Molecular Laboratory	73	-	-	-
Shelling line	18	-	-	-
Miscellaneous projects	25	-	-	-
<b>Projects temporarily suspended</b>	-	-	-	-
<b>Total</b>	<b>116</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>As at 31.03.2021</b>				
<b>Projects in progress:</b>				
Shelling line	-	18	-	-
Yield Trial Packager	6	-	-	-
Rain water collection	4	-	-	-
Miscellaneous Projects	16	-*	-	-
<b>Projects temporarily suspended</b>	-	-	-	-
<b>Total</b>	<b>26</b>	<b>18</b>	<b>-</b>	<b>-</b>

- c) Figures shown in brackets are in respect of previous year.

### 4 Investment Property

Assets	Cost/ Deemed Cost				Depreciation/ Amortisation				Net Book Value	
	As at 01.04.2021	Additions	Deletions	As at 31.03.2022	As at 01.04.2021	For the year	On Deletions	As at 31.03.2022	As at 31.03.2022	
Land	44	-	34	10	-	-	-	-	10	
	(44)	(-)	(-)	(44)	(-)	(-)	(-)	(-)	(44)	
Buildings	286	-	-	286	30	5	-	35	251	
	(286)	(-)	(-)	(286)	(25)	(5)	(-)	(30)	(256)	
<b>Total</b>	<b>330</b>	<b>-</b>	<b>34</b>	<b>296</b>	<b>30</b>	<b>5</b>	<b>-</b>	<b>35</b>	<b>261</b>	
	(330)	(-)	(-)	(330)	(25)	(5)	(-)	(30)	(300)	

- a) Figures shown in brackets are in respect of previous year.

- b) The Company had given Land and portion of a Building on lease under cancellable lease arrangement. Investment properties are distinguished from owner-occupied property based on area covered under lease arrangements. Refer Note 36 for disclosure of contractual obligations to purchase, construct or develop investment properties and for its repairs, maintenance or enhancements respectively.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)***(All amounts in ₹ Millions, unless otherwise stated)***4 Investment Property (Contd.)****c) Amount recognised in Statement of Profit and Loss for investment properties:**

Particulars	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
Rental Income [Refer Note 25]	46	48
Direct operating expenses from property that generated rental income (including Depreciation)	27	27

**d) Fair value**

Particulars	As at 31.03.2022	As at 31.03.2021
Investment properties	683	600

**Estimation of fair value:**

The fair value of Land and Building under Investment Properties has been determined by an external independent registered property valuer having recognised professional qualifications. The current prices in an active market for similar properties has been used to determine fair value of investment properties. The fair value measurement investment properties has been categorised as Level 3 based on the inputs in the valuation.

**e) Title deeds of Immovable Properties not held in name of the Company as at March 31, 2022 and March 31, 2021:**

Line item in the Balance sheet	Description of item of property and location	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/ director or employee of promoter/ director	Property held since which date	Reason for not being held in the name of the company
Investment Property	Shameerpet, Hyderabad	10	Monsanto India Limited	No	2005	The title deeds are in the name of Monsanto India Limited, the erstwhile amalgamating company under section 230 to 232 of the Companies Act, 2013 in terms of the approval of the National Company Law Tribunal.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 5 Intangible Assets [Refer Note 36(a)]

Assets	Cost/ Deemed Cost				Amortisation			Net Book Value	
	As at 01.04.2021	Additions	Deletions	As at 31.03.2022	As at 01.04.2021	For the year	On Deletions	As at 31.03.2022	As at 31.03.2022
Computer Software	97	16	-	113	90	5	-	95	18
	(93)	(4)	(-)*	(97)	(85)	(5)	(-)*	(90)	(7)
Marketing Rights	11	19	-	30	3	2	-	5	25
	(11)	(-)	(-)	(11)	(2)	(1)	(-)	(3)	(8)
<b>Total</b>	<b>108</b>	<b>35</b>	<b>-</b>	<b>143</b>	<b>93</b>	<b>7</b>	<b>-</b>	<b>100</b>	<b>43</b>
	(104)	(4)	(-)*	(108)	(87)	(6)	(-)*	(93)	(15)

- a) Deemed cost of Goodwill and Technical Knowhow as on April 1, 2015 is Nil i.e. fully amortised over a period of time and hence the same has not been presented in the above table.
- b) Figures shown in brackets are in respect of previous year.

### 6 Intangible Assets under development

Assets	Cost			
	As at 01.04.2021	Additions	Deletions/ Transfers	As at 31.03.2022
Intangible Assets under development	687	216	53	850
	(523)	(172)	(8)	(687)
<b>Total</b>	<b>687</b>	<b>216</b>	<b>53</b>	<b>850</b>
	(523)	(172)	(8)	(687)

#### a) Intangible assets under development ageing

Assets	Amount in Intangible assets under development for a period of				As at 31.03.2022
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in progress	154	165	128	403	850
	(128)	(114)	(69)	(359)	(670)
Projects temporarily suspended	-	-	-	-	-
	(-)*	(5)	(11)	(1)	(17)
<b>Total</b>	<b>154</b>	<b>165</b>	<b>128</b>	<b>403</b>	<b>850</b>
	(128)	(119)	(80)	(360)	(687)



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)**

(All amounts in ₹ Millions, unless otherwise stated)

**6 Intangible Assets under development (Contd.)**

- b) Completion schedule for Intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan

Assets	To be completed in			
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years
<b>As at 31.03.2022</b>				
<b>Projects in progress</b>				
Registration Costs**	-	3	1	28
<b>Projects temporarily suspended</b>	-	-	-	-
<b>Total</b>	<b>-</b>	<b>3</b>	<b>1</b>	<b>28</b>
<b>As at 31.03.2021</b>				
<b>Projects in progress</b>				
Registration Costs**	7	-	3	27
<b>Projects temporarily suspended</b>	-	-	-	-
<b>Total</b>	<b>7</b>	<b>-</b>	<b>3</b>	<b>27</b>

\*\* It represents cost incurred towards data generation, registration fees etc. capitalised as Marketing Rights for registering the new product or getting existing product registered for use on other crops with the registration authority in India.

- c) Figures shown in brackets are in respect of previous year.

**7 Other Financial Assets**

	As At 31.03.2022	As At 31.03.2021	As At 31.03.2022	As At 31.03.2021
	Non-Current	Non-Current	Current	Current
<b>(Unsecured, Considered good unless otherwise stated)</b>				
Security Deposits				
- Considered Good	68	150	56	56
- Considered Doubtful	2	2	-	-
	<b>70</b>	<b>152</b>	<b>56</b>	<b>56</b>
Less: Provision for Expected Credit Loss [Refer Note 39(a)(i)]	2	2	-	-
	<b>68</b>	<b>150</b>	<b>56</b>	<b>56</b>
Accrued Interest Receivable	-	-	6	8
Other Receivables	-*	1	40	13
	<b>68</b>	<b>151</b>	<b>102</b>	<b>77</b>

**8 Income Tax Asset (Net)**

	As At 31.03.2022	As At 31.03.2021
	Non-Current	Non-Current
Advance payment of Income Tax [Net of Provision for Taxation 21,737 (Previous Year 16,551)]	1,710	1,353
Fringe Benefit Tax [Net of Provision for Taxation 125 (Previous Year 125)]	6	6
	<b>1,716</b>	<b>1,359</b>

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 9 Deferred Tax Assets/ (Liabilities) (Net)

	Provision for Expected Credit Loss on Trade Receivables, Advances	Liabilities allowed on payment basis	Provision for Defined Benefit Obligations	Disallowances u/s. 40(a)(i) and 40(a)(ia) of the Income Tax Act, 1961	Indexation of Freehold land	Other Expenditure allowable on Merger	Employee Separation Expenses	Lease Liabilities Component	Depreciation and Amortisation of Assets	Others	Total
Balance as on 01.04.2020	78	111	74	49	17	72	192	(36)	(288)	1	270
(Charged)/ credited during the year											
To Statement of Profit and Loss	8	11	(13)	14	3	(18)	(38)	97	(136)	(3)	(75)
To Other Comprehensive Income	-	-	(16)	-	-	-	-	-	-	-	(16)
Balance as on 31.03.2021	86	122	45	63	20	54	154	61	(424)	(2)	179
(Charged)/ credited during the year											
To Statement of Profit and Loss	14	8	4	(7)	(7)	(18)	(43)	12	(64)	5	(96)
To Other Comprehensive Income	-	-	(10)	-	-	-	-	-	-	-	(10)
Balance as on 31.03.2022	100	130	39	56	13	36	111	73	(488)	3	73

### 10 Other Assets

	As At 31.03.2022 Non-Current	As At 31.03.2021 Non-Current	As At 31.03.2022 Current	As At 31.03.2021 Current
<b>(Unsecured, Considered good unless otherwise stated)</b>				
Capital Advances	5	13	-	-
Other Advances:				
- Advance to Vendors	-	-	349	314
- Prepaid Expenses	5	2	113	53
- Advance to Employees	19	19	-	-*
- Export Benefit Receivable	-	-	52	68
- Balance with Government Authorities				
- Considered Good	230	221	1,095	1,294
- Considered Doubtful	-	-	67	80
	230	221	1,162	1,374
Less : Provision for Doubtful Advances	-	-	67	80
	230	221	1,095	1,294
Right of Return Asset	-	-	618	216
	259	255	2,227	1,945

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)***(All amounts in ₹ Millions, unless otherwise stated)***11 Inventories**

	As At 31.03.2022	As At 31.03.2021
<b>(Lower of Cost and Net Realisable Value)</b>		
Raw Materials [includes in transit 1,401 (Previous Year 2,724)]	6,313	6,045
Packing Materials [includes in transit 12 (Previous Year 4)]	722	577
Work-in-progress [includes in transit 60 (Previous Year 34)]	2,172	2,053
Finished Goods [includes in transit 234 (Previous Year 304)]	5,181	4,090
Stock-in-Trade [includes in transit 6 (Previous Year 107)]	692	461
Stores and Spares	40	25
	<b>15,120</b>	<b>13,251</b>

**12 Investments**

	As At 31.03.2022	As At 31.03.2021
<b>At Fair value through profit or loss (Unquoted*)</b>		
<b>Investments in Mutual Funds</b>		
10,126,990 (Previous Year Nil) Units of ₹ 22.75 in Aditya Birla Sun Life Arbitrage Fund Direct Plan Growth	230	-
12,896,923 (Previous Year Nil) Units of ₹ 11.99 in Tata Arbitrage Fund Direct Plan Growth	155	-
Nil (Previous Year 19,458,124) Units of ₹ 10.99 in Tata Arbitrage Fund Direct Plan Dividend	-	214
Nil (Previous Year 17,151,188) Units of ₹ 11.98 in DSP Arbitrage Fund Direct Plan Growth	-	205
Nil (Previous Year 4,719,252) Units of ₹ 21.83 in Nippon India Arbitrage Fund Direct Plan Growth	-	103
	<b>385</b>	<b>522</b>
Aggregate value of Unquoted Investment	<b>385</b>	<b>522</b>

\* As Mutual Funds investments are not listed on stock exchange, it is considered as unquoted investments.

**13 Trade Receivables [Refer Note 42]**

	As At 31.03.2022 Non-Current	As At 31.03.2021 Non-Current	As At 31.03.2022 Current	As At 31.03.2021 Current
Secured, considered good	-	-	6	109
Unsecured, considered good [Refer Note (a) below]	-	-	10,041	7,440
Unsecured, considered doubtful	380	332	46	38
<b>Total</b>	<b>380</b>	<b>332</b>	<b>10,093</b>	<b>7,587</b>
Less: Provision for Expected Credit Loss [Refer Note 39(a)(i)]	380	332	46	38
	<b>-</b>	<b>-</b>	<b>10,047</b>	<b>7,549</b>

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 13 Trade Receivables [Refer Note 42] (Contd.)

(a) The Company is distributor of Bayer BioScience Private Limited (BBPL) operating in the territory of India and Nepal for distribution of seeds. As the Company is a limited risk distributor in this commercial arrangement, BBPL recognises the risk of overdue receivables to its account. The Company has recovered, overdue outstanding receivables towards distribution of seeds to third parties, from BBPL amount aggregating 20 (Previous Year 20) towards recoupment of loss as recovery is less probable. As and when the Company recovers any amount against such overdue, or any part thereof, from the respective customers, the Company is required to pay to BBPL such amounts so recovered. Accordingly, the amount recovered from BBPL as on March 31, 2022 (net) 305 (Previous Year 359) towards is included in "Other Financial Liabilities" in Note 21.

(b) There are no customers with receivables exceeding 5% of total trade receivables.

#### (c) Trade Receivables Ageing

As at March 31, 2022		Not Due	Outstanding for following periods from the due date					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i)	Undisputed Trade receivables, considered good	7,591	1,963	120	33	7	276	9,990
(ii)	Undisputed Trade receivables, considered doubtful	22	18	6	1	-*	-	46
(iii)	Disputed Trade receivables, considered good	-*	1	1	17	26	12	57
(iv)	Disputed Trade receivables, considered doubtful	-	1	-*	73	50	256	380
<b>Total</b>		<b>7,613</b>	<b>1,983</b>	<b>127</b>	<b>123</b>	<b>83</b>	<b>544</b>	<b>10,473</b>

As at March 31, 2021		Not Due	Outstanding for following periods from the due date					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i)	Undisputed Trade receivables, considered good	5,158	1,902	46	78	11	313	7,508
(ii)	Undisputed Trade receivables, considered doubtful	15	18	1	4	-*	-	38
(iii)	Disputed Trade receivables, considered good	-*	-*	3	25	6	7	41
(iv)	Disputed Trade receivables, considered doubtful	2	-*	11	26	67	226	332
<b>Total</b>		<b>5,175</b>	<b>1,920</b>	<b>61</b>	<b>133</b>	<b>84</b>	<b>546</b>	<b>7,919</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)**

(All amounts in ₹ Millions, unless otherwise stated)

**13 Trade Receivables [Refer Note 42] (Contd.)****(d) Relationship with struck off companies**

Name of Struck Off Company	Nature of transaction	Transactions during the year	Balance outstanding as at March 31, 2022	Relationship with the Struck off company
Kamala Krishi Bhandar Pvt. Ltd	Advance from customer written back	-	-	Receivables
		(-)*	(-)*	

a) Figures in brackets are of Previous Year

**14 Cash and Cash Equivalents**

	As At 31.03.2022	As At 31.03.2021
<b>Balances with Banks</b>		
- In Current Accounts	535	348
- in Fixed Deposits (less than 3 months maturity)	5,375	8,404
Short-term highly liquid investments at Fair Value [Refer Note (a) below]	1,899	3,293
	<b>7,809</b>	<b>12,045</b>

**(a) Investment in Liquid Mutual Funds (Unquoted\*)**

	As At 31.03.2022	As At 31.03.2021
9,540,106 (Previous Year 1,684,111) Units of ₹ 114 in Nippon India Overnight Direct Plan Growth Fund	1,089	185
534,577 (Previous Year 1,094,766) Units of ₹ 1,150 in Aditya Birla Sun Life Mutual Fund Overnight Direct Plan Growth Fund	615	1,219
173,692 (Previous Year Nil) Units of ₹ 1,124 in Axis Overnight Fund - Direct Plan - Growth	195	-
Nil (Previous Year 331,050) Units of ₹ 2,818 in UTI Overnight Direct Plan Growth Fund	-	933
Nil (Previous Year 344,944) Units of ₹ 1,098 in Kotak Overnight Direct Plan Growth Fund	-	379
Nil (Previous Year 285,765) Units of ₹ 1,102 in DSP Overnight Direct Plan Growth Fund	-	315
Nil (Previous Year 148,669) Units of ₹ 1,606 in L&T Overnight Fund Direct Plan Growth Fund	-	239
Nil (Previous Year 207,630) Units of ₹ 111 in ICICI Prudential Overnight Direct Plan Growth Fund	-	23
	<b>1,899</b>	<b>3,293</b>

\* As Mutual Funds investments are not listed on stock exchange, it is considered as unquoted investments.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 15 Bank Balances other than Cash and Cash Equivalents

	As At 31.03.2022	As At 31.03.2021
Earmarked balances with banks in unpaid dividend accounts	58	44
Balances held as margin money against guarantees	7	6
Earmarked balances with banks	-	-*
	<b>65</b>	<b>50</b>

### 16 Equity Share Capital

	As At 31.03.2022	As At 31.03.2021
<b>Authorised</b>		
66,300,000 (Previous Year 66,300,000) Equity Shares of ₹ 10/- each	663	663
<b>Issued, Subscribed and Paid-up Capital:</b>		
44,942,092 (Previous Year 44,942,092) Equity Shares of ₹ 10/- each, fully paid-up	449	449

#### a) Rights, preferences and restrictions attached to Equity Shares:

The Company has one class of Equity Shares having a par value of ₹ 10/- per share. Each Shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

#### b) Movement of Issued, Subscribed and Paid-up Equity Share Capital:

	As At 31.03.2022 Number of Shares	As At 31.03.2021 Number of Shares	As At 31.03.2022 Amount	As At 31.03.2021 Amount
Balance as at the beginning of the year	4,49,42,092	4,49,42,092	449	449
Add: Changes during the year	-	-	-	-
Balance as at the end of the year	<b>4,49,42,092</b>	<b>4,49,42,092</b>	<b>449</b>	<b>449</b>

#### c) Shares bought back during 5 years immediately preceding the Balance Sheet date:

	As At 31.03.2022 Number of Shares	As At 31.03.2021 Number of Shares
Aggregate number of Equity Shares bought back	10,20,408	22,85,408

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)**

(All amounts in ₹ Millions, unless otherwise stated)

**16 Equity Share Capital (Contd.)****d) Shares held by Ultimate Holding Company and its subsidiaries:**

	As At 31.03.2022	As At 31.03.2021
	Number of Shares	Number of Shares
Ultimate Holding Company:		
Bayer AG, Germany	37,88,433	37,88,433
Subsidiaries of Ultimate Holding Company:		
Bayer Vapi Private Limited, India	80,39,736	80,39,736
Bayer S.A.S., France	66,18,105	66,18,105
Bayer CropScience AG, Germany	53,54,030	53,54,030
Monsanto Investments India Private Limited, India	67,58,082	67,58,082
Monsanto Company, USA	15,44,613	15,44,613

**e) Details of shareholding of Promoters:**

	As At 31.03.2022		As At 31.03.2021		% change during the year
	Number of Shares	% holding	Number of Shares	% holding	
Bayer AG, Germany	37,88,433	8.4%	37,88,433	8.4%	-
Bayer Vapi Private Limited, India	80,39,736	17.9%	80,39,736	17.9%	-
Bayer S.A.S., France	66,18,105	14.7%	66,18,105	14.7%	-
Bayer CropScience AG, Germany	53,54,030	11.9%	53,54,030	11.9%	-
Monsanto Investments India Private Limited, India	67,58,082	15.0%	67,58,082	15.0%	-
Monsanto Company, USA	15,44,613	3.4%	15,44,613	3.4%	-

**f) Shareholders holding more than 5% of the aggregate Equity Shares of the Company:**

	As At 31.03.2022	As At 31.03.2021
	Number of Shares	Number of Shares
Bayer AG, Germany	37,88,433	37,88,433
Bayer Vapi Private Limited, India	80,39,736	80,39,736
Bayer S.A.S., France	66,18,105	66,18,105
Bayer CropScience AG, Germany	53,54,030	53,54,030
Monsanto Investments India Private Limited, India	67,58,082	67,58,082
Aditya Birla Sun Life Trustee Private Limited, India	23,45,226	26,45,002

**g) Shares reserved for issue under commitment:**

In Monsanto India Limited (MIL/ Transferor Company), there has been a dispute with regards to the transfer of 100 shares, held by a shareholder. In view of the pending dispute, bonus entitlement relating to this 100 shares has been kept in abeyance by the Transferor Company. Pursuant to the amalgamation of MIL with the Company effective from September 16, 2019, the Company shall continue to keep such entitlements in abeyance.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 17 Other Equity

	As At 31.03.2022	As At 31.03.2021
<b>Reserves and Surplus</b>		
Capital Redemption Reserve [Refer Note (i) below]	52	52
General Reserve [Refer Note (ii) below]	2,883	2,388
Retained Earnings [Refer Note (iii) below]	20,465	21,220
Securities Premium [Refer Note (iv) below]	1,394	1,394
	<b>24,794</b>	<b>25,054</b>
<b>Other Equity</b>		
	As At 31.03.2022	As At 31.03.2021
<b>(i) Capital Redemption Reserve</b> [Refer Note (a) below]		
Balance as at the beginning of the year	52	52
Changes during the year	-	-
<b>Balance as at the end of the year</b>	<b>52</b>	<b>52</b>
<b>(ii) General Reserve</b> [Refer Note (b) below]		
Balance as at the beginning of the year	2,388	1,932
Add: Transfer from Retained Earnings	495	456
<b>Balance as at the end of the year</b>	<b>2,883</b>	<b>2,388</b>
<b>(iii) Retained Earnings</b> [Refer Note (c) below]		
Balance as at the beginning of the year	21,220	21,898
Profit for the year	6,453	4,931
Items of Other Comprehensive Income recognised directly in Retained Earnings:		
Remeasurement of defined benefit obligation [Refer Note 19(a)(B)(2)(ii)]	39	32
Tax on remeasurement of defined benefit obligation [Refer Note 9]	(10)	(16)
<b>Appropriations</b>		
Dividend [Refer Note 40(b)(i)]	(1,124)	(1,124)
Interim Dividend [Refer Note 40(b)(i)]	(5,618)	(4,045)
Transfer to General Reserve	(495)	(456)
<b>Balance at the end of the year</b>	<b>20,465</b>	<b>21,220</b>
<b>(iv) Securities Premium</b> [Refer Note (d) below]		
Balance as at the beginning of the year	1,394	1,394
Changes during the year	-	-
<b>Balance at the end of the year</b>	<b>1,394</b>	<b>1,394</b>

- It represents transfer from Retained Earnings on buy-back of equity shares by the Company as per the provision of section 69(1) of the Companies Act, 2013.
- It represents transfer from Retained Earnings.
- It represents profit earned net of appropriations.
- It represents premium on issue of shares.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)**

(All amounts in ₹ Millions, unless otherwise stated)

**18 Lease Liabilities**

	As At 31.03.2022	As At 31.03.2021	As At 31.03.2022	As At 31.03.2021
	Non-Current	Non-Current	Current	Current
Lease Liabilities [Refer Note 44]	518	141	346	122
	<b>518</b>	<b>141</b>	<b>346</b>	<b>122</b>

**19 Provisions**

	As At 31.03.2022	As At 31.03.2021	As At 31.03.2022	As At 31.03.2021
	Non-Current	Non-Current	Current	Current
<b>Provision for Employee Benefits</b>				
- Gratuity [Refer Note (a)(B) below]	44	77	111	101
- Compensated Absences [Refer Note (b) below]	352	345	79	57
- Other employee benefits [Refer Note (c) below]	356	238	908	441
<b>Other Provisions</b>				
Direct Tax Matters [Net of Advance Tax of 163 (Previous Year 150)] [Refer Note (d) & (e)]	23	8	-	-
Indirect Tax Matters [Refer Note (d) & (e)]	17	14	-	-
Commercial Matters [Net of Payment 5 (Previous Year 5)] [Refer Note (d) & (e)]	383	361	-	-
Others [Refer Note (d) & (f) below]	-	-	-	38
	<b>1,175</b>	<b>1,043</b>	<b>1,098</b>	<b>637</b>

**a) Employee Benefit Obligation**

Disclosure as required under Ind AS 19 - Employee Benefits:

**A. Defined contribution plan:**

The Company's defined contribution plans are Superannuation, Employees' State Insurance Scheme and Provident Fund administered by Government authorities/ trustees since the Company has no further obligation beyond making the contributions.

The expenses recognised during the year towards defined contribution plans are as detailed below:

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
Employer's contribution to Provident Fund	169	151
Employer's contribution to Superannuation Fund	21	24
<b>Total (included in Note 28 - 'Employee Benefits Expense')</b>	<b>190</b>	<b>175</b>

**B. Defined benefit obligation:**

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972/ Company policy. Employees who are in continuous service for a period of 5 years or more are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employee's last drawn salary per month computed proportionately as per the Payment of Gratuity Act, 1972/ Company policy multiplied for the number of years of service.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 19 Provisions (Contd.)

The plan asset for the funded gratuity plan is invested in insurer managed fund administered by Life Insurance Corporation of India ('LIC'), Kotak Life Insurance Limited (Kotak) and Aditya Birla Sun Life Insurance Company Limited (Aditya Birla) independently. 71% of the plan asset is invested in debt securities and 29% of the plan asset is invested in equity instruments.

Provisions were established for defined benefit obligations pertaining to gratuity. The net obligation was accounted as follows:

#### 1. Net defined benefit obligation as reflected in Balance Sheet:

	As at 31.03.2022	As at 31.03.2021
Present value of defined benefit obligation	1,309	1,262
Fair value of plan assets	1,154	1,084
<b>Net defined benefit obligation</b>	<b>155</b>	<b>178</b>

#### 2. The expenses for defined benefit plan for gratuity comprise the following components:

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
<b>i) Expenses Recognised in the Statement of Profit and Loss</b>		
Current service cost (included in Note 28 - 'Employee Benefits Expense')	78	68
Net interest cost (included in Note 29 - 'Finance Costs')	11	16
<b>Total</b>	<b>89</b>	<b>84</b>
<b>ii) Expenses/ Income recognised in the Other Comprehensive Income (OCI) [Refer Note 17(iii)]</b>		
Actuarial (gain)/ losses on obligation	(14)	64
Return on Plan Assets, excluding interest income	(25)	(96)
<b>Total</b>	<b>(39)</b>	<b>(32)</b>

#### 3. The net defined obligation developed as follows:

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
<b>i) Change in the present value of defined benefit obligation</b>		
Opening present value of defined benefit obligation	1,262	1,127
Current service cost (included in Note 28 - 'Employee Benefits Expense')	78	68
Interest cost (included in Note 29 - 'Finance Costs')	81	77
Transfer of employees (Net)	3	52
Benefit paid Directly by the Employer	-	(114)
Benefit paid from the fund	(101)	(12)
Actuarial (gains)/ losses due to:		
- change in demographic assumptions	-*	-
- change in financial assumptions	(32)	31
- experience adjustment	18	33
<b>Closing present value of defined benefit obligation</b>	<b>1,309</b>	<b>1,262</b>



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)**

(All amounts in ₹ Millions, unless otherwise stated)

**19 Provisions (Contd.)**

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
<b>ii) Change in the fair value of plan assets</b>		
Opening fair value of plan assets	1,084	889
Interest income (included in Note 29 - 'Finance Costs')	70	61
Contributions by the employer	80	50
Benefit paid from the fund	(101)	(12)
Assets transferred out on divestment	(4)	-
Expected return on plan assets (excluding interest income)	25	96
<b>Closing fair value of plan assets</b>	<b>1,154</b>	<b>1,084</b>
<b>iii) Change in net defined benefit obligation</b>		
Opening net defined benefit obligation	178	238
Current service cost (included in Note 28 - 'Employee Benefits Expense')	78	68
Interest cost (net) (included in Note 29 - 'Finance Costs')	11	16
Transfer of employees (Net)	3	52
Contributions by the employer	(80)	(50)
Benefit paid Directly by the Employer	-	(114)
Assets transferred out on divestment	4	-
Actuarial (gains)/ losses due to:		
- change in financial assumptions	(32)	31
- experience adjustment	18	33
Expected return on plan assets (excluding interest income)	(25)	(96)
<b>Closing net defined obligation of funded plan</b>	<b>155</b>	<b>178</b>

**4. Risk exposure:**

The risks from defined benefit plans arise partly from the defined benefit obligations and partly from the investment in plan assets. The risks lie in the possibility that higher direct gratuity payments will have to be made to the beneficiaries and/ or that additional contributions will have to be made to plan assets in order to meet current and future defined benefit obligations.

**i) Demographic risk**

The gratuity plan provides a lump sum payment to vested employees at the time of retirement, death, incapacitation or termination of employment. Change in attrition rate or mortality assumption as compared to actual rate may result in change in benefit obligations, benefit expense and/or payments than previously anticipated.

**ii) Investment risk**

If the actual return on plan assets was below the return anticipated on the basis of the discount rate, the net defined benefit obligation would increase, assuming there were no changes in other parameters. This could happen as a result of a drop in return by LIC, Kotak or Aditya Birla.

**iii) Interest rate risk**

A decrease in prevailing market yield on Debt securities may increase the defined benefit obligation. This effect would be at least partially offset by the ensuing increase in the market values of the debt instruments held.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 19 Provisions (Contd.)

#### 5. Measurement parameters and their sensitivities

- i) The following parameters were used to measure the obligation

	As At 31.03.2022	As At 31.03.2021
Discount rate (per annum)	6.96%	6.44%
Expected rate of return on plan assets (per annum)	6.96%	6.44%
Attrition rate (per annum)	6 - 15%	6 - 15%
Salary escalation rate (per annum)	9.00% p.a. for the next 1 year, 6.00% p.a. thereafter, starting from the 2 <sup>nd</sup> year	8.00% p.a. for the next 2 years, 6.00% p.a. thereafter, starting from the 3 <sup>rd</sup> year

The estimates of future salary escalations, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factor such as supply and demand factors in the employment market.

- ii) The following parameter sensitivities were computed by an independent actuary which results in increase/ (decrease) in defined benefit obligation:

	As At 31.03.2022	As At 31.03.2021
Delta effect of +0.5% change in discount rate	(39)	(41)
Delta effect of -0.5% change in discount rate	41	43
Delta effect of +0.5% change in salary escalation	41	43
Delta effect of -0.5% change in salary escalation	(39)	(41)
Delta effect of +0.5% change in attrition rate	2	-*
Delta effect of -0.5% change in attrition rate	(2)	-*

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous years.

#### 6. Defined benefit obligation and employer's contribution

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
i) Expected employer's contribution for the next year	111	101
	As At 31.03.2022	As At 31.03.2021
ii) The weighted average duration of the defined benefit obligation (years)	8	8

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 19 Provisions (Contd.)

	As At 31.03.2022	As At 31.03.2021
iii) Projected Benefits payable in future years from the date of reporting**:		
1st Following Year	177	96
2nd Following Year	90	121
3rd Following Year	92	113
4th Following Year	126	103
5th Following Year	126	124
Sum of 6th to 10th Following Year	713	642

\*\*It represents unwinding of liabilities rather than cash flows considering future service for foreseeable future of next 10 years

- (b) Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits for measurement purpose. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits for measurement purpose. The Company's liability is actuarially determined by an independent actuary using the Projected Unit Credit Method at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise.
- (c) Provisions for other employee benefits include those recorded for performance based bonus, variable payments, long-service awards and expense in relation to separation of employees.
- (d) **Movement in Other Provisions**

	Direct Tax Matters	Indirect Tax Matters	Commercial and Other Matters	Others
Balance as at the beginning of the year	8	14	361	38
	8	17	339	-
Add: Additional provision (net)	15	3	22	-
	-	-	22	51
Less: Provision utilised	-	-	-	38
	-	3	-	13
Less: Provision adjusted	-	-	-	-
	-	-	-	-
<b>Balance as at the end of the year</b>	<b>23</b>	<b>17</b>	<b>383</b>	<b>-</b>
	8	14	361	38

Unbold figures are in respect of previous year.

- (e) Other Provisions represent provision for estimates made for probable liabilities/ claims arising out of pending disputes, litigations/ commercial transactions with statutory authorities/ third parties. The outflow with regard to the said matters depends on the exhaustion of remedies available to the Company under the law and hence the Company is not able to reasonably ascertain the timing of the outflow and hence expected utilisation is considered as more than 1 year.
- During the year, 22 (Previous Year 22) is recognised under the head Finance Costs [Included in Note 29] as an additional provision towards Commercial and Other Matters.
- (f) Others includes gratuity obligations in respect of contractual manpower taken from outside agencies.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 20 Trade Payable [Refer Note 39(b) and 42]

	As At 31.03.2022	As At 31.03.2021
	Current	Current
Total outstanding dues of micro enterprises and small enterprises [Refer Note (a) below]	154	192
Total outstanding dues of creditors other than micro enterprises and small enterprises	8,044	8,111
	<b>8,198</b>	<b>8,303</b>

(a) The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

	As At 31.03.2022	As At 31.03.2021
(I) (i) Principal amount due and remaining unpaid to any supplier at the end of accounting year [includes payables for Capital Purchases Nil (Previous Year Nil)]	3	10
(ii) Interest amount due and remaining unpaid to any supplier at the end of accounting year *Current Year 0.02 (Previous Year 0.27)	~*	~*
(II) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the suppliers during the year	403	384
(III) The amount of interest due and payable for the period of delay in making the payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act beyond the appointed date	-	-
(IV) The amount of interest accrued and remaining unpaid at the end of the year	-	-
(V) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act	-	-

The above information has been determined to the extent such parties have been identified on the basis of information available with the Company.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)**

(All amounts in ₹ Millions, unless otherwise stated)

**20 Trade Payable [Refer Note 39(b) and 42] (Contd.)****(b) Trade Payables Ageing**

As at March 31, 2022	Unbilled	Not Due	Outstanding for following periods from the due date				Total
			Less than	1-2 years	2-3 years	More than	
			1 year			3 years	
(i) MSME	67	82	5	-*	-	-	154
(ii) Others	1,886	5,026	1,114	13	2	3	8,044
(iii) Disputed dues-MSME	-	-	-	-	-	-	-
(iv) Disputed dues-others	-	-	-	-	-	-	-
<b>Total</b>	<b>1,953</b>	<b>5,108</b>	<b>1,119</b>	<b>13</b>	<b>2</b>	<b>3</b>	<b>8,198</b>

As at March 31, 2021	Unbilled	Not Due	Outstanding for following periods from the due date				Total
			Less than	1-2 years	2-3 years	More than	
			1 year			3 years	
(i) MSME	75	108	9	-	-	-*	192
(ii) Others	2,928	4,208	965	7	1	2	8,111
(iii) Disputed dues-MSME	-	-	-	-	-	-	-
(iv) Disputed dues-others	-	-	-	-	-	-	-
<b>Total</b>	<b>3,003</b>	<b>4,316</b>	<b>974</b>	<b>7</b>	<b>1</b>	<b>2</b>	<b>8,303</b>

**(c) Relationship with struck off companies**

Name of Struck Off Company	Nature of transaction	Transactions during the year	Balance outstanding as at March 31, 2022	Relationship with the Struck off company
Niche Events And Promotions Private Limited <sup>^</sup>	Payables	-*	-	Trade Payables
		(-)	(-)*	

<sup>^</sup>It includes write-back of 0.01 (Previous Year: Nil)

Figures in brackets are of Previous Year

**21 Other Financial Liabilities**

	As At 31.03.2022	As At 31.03.2021
	Current	Current
Interest Accrued but not due	-	-*
Payable for Capital Purchases [Refer Note 20(a)]	39	10
Unpaid Dividends [Refer Note (a) below]	58	44
Deposits from customers	27	184
Other liabilities [Refer Note 13(a)]	320	372
	<b>444</b>	<b>610</b>

- (a) As at the year end, there are no amounts which are due for payment to Investor Education and Protection Fund under section 124 and 125 of the Companies Act, 2013, except the amount pertaining to unpaid dividend of 6 and the related equity shares. Based on information and records available with the Company, all these relate to disputed shareholder matters of Monsanto India Limited, the erstwhile amalgamating company.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 22 Other Liabilities

	As At 31.03.2022	As At 31.03.2021
	Current	Current
Refund Liabilities		
- Anticipated Sales Returns	1,171	533
- Discounts payable to Customers	2,493	2,154
	<b>3,664</b>	<b>2,687</b>
Contract Liabilities [Refer Note 24(d)]		
- Advance from Customers	868	889
- Customer Loyalty Programmes	1,057	1,249
- Incentive Schemes	494	433
	<b>2,419</b>	<b>2,571</b>
Deferred Income	12	-
Payable towards Statutory Liabilities	225	208
Payable to Employees	28	28
	<b>6,348</b>	<b>5,494</b>

### 23 Current Tax Liabilities (Net)

	As At 31.03.2022	As At 31.03.2021
Provision for Income Tax [Net of Advance Tax 3,973 (Previous Year 6,876)]	159	540
	<b>159</b>	<b>540</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)***(All amounts in ₹ Millions, unless otherwise stated)***24 Revenue from operations**

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
Sale of Goods [Refer Notes below]	45,767	41,428
Other Operating Revenue:		
Recoveries from Group Companies and Third Parties	1,446	1,070
Scrap Sales	102	84
Royalty Income	19	23
Tolling income	10	8
	<b>47,344</b>	<b>42,613</b>

- (a) It includes sales in accordance with a sales and distribution arrangement, net of material cost 4,249 (Previous Year 4,892).
- (b) Disaggregation of revenue recognised from contracts with customers by geographical area is disclosed in Segment Reporting [Refer Note 41].

**(c) Reconciliation of revenue recognised with the Contracted Price is as follows:**

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
Contracted Price [Refer Note (a) above]	52,810	47,790
Adjustments for :		
- Discounts	(6,001)	(5,203)
- Anticipated Sales Return	(1,169)	(523)
- Customer Loyalty Programme and Incentive Schemes (Net)	127	(636)
Sale of Goods	<b>45,767</b>	<b>41,428</b>

**(d) The change in Contract Liabilities [Refer Note 22] are as follows:**

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
Contract Liabilities - Opening	2,571	1,844
Add: Additions during the year, excluding amounts recognised as revenue during the year	2,434	2,212
Less : Revenue recognised in the current year which was included in Contract Liabilities	2,586	1,485
Contract Liabilities - Closing	<b>2,419</b>	<b>2,571</b>

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 25 Other Income

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
<b>Interest Income</b>		
Interest Income from Financial Assets at Amortised Cost	198	250
Interest on Tax Refund	-	28
Penal Interest on Overdue Trade Receivables	47	35
<b>Dividend Income</b>		
Dividend Income from investments measured at Fair Value Through Profit or Loss (FVTPL)	-	1
<b>Other Non-Operating Income</b>		
Export Incentives	36	36
Rent Income [Refer Note 4(c)]	81	92
Miscellaneous	67	29
	<b>429</b>	<b>471</b>
<b>Other Gains</b>		
Profit on Tangible Assets sold/ discarded (Net)	-	64
Profit on sale of investments measured at fair value through profit or loss (FVTPL)	117	88
Fair value gain on investment measured through profit or loss (FVTPL)	-	15
	<b>117</b>	<b>167</b>
	<b>546</b>	<b>638</b>

### 26 Cost of Material Consumed

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
<b>Raw Materials:</b>		
Opening Stock	6,045	4,479
Add: Purchases	22,892	23,350
	<b>28,937</b>	<b>27,829</b>
Less: Closing stock	6,313	6,045
Cost of Raw Materials consumed [Refer Note (a) below]	22,624	21,784
Packing Materials consumed [Refer Note (a) below]	1,281	1,248
Seed Grower Payments and Production Cost	1,874	1,808
	<b>25,779</b>	<b>24,840</b>

(a) It includes 4 (Previous Year 47) on account of write off/ down in carrying values of Raw Materials and Packing Materials.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)***(All amounts in ₹ Millions, unless otherwise stated)***27 Change in Inventories of Finished Goods and Work in Progress and Stock in Trade**

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
Opening Stock:		
- Finished Goods	4,090	2,552
- Work-in-progress	2,053	1,905
- Stock in Trade	461	368
	<b>6,604</b>	<b>4,825</b>
Closing stock:		
- Finished Goods	5,181	4,090
- Work-in-progress	2,172	2,053
- Stock in Trade	692	461
	<b>8,045</b>	<b>6,604</b>
Increase in Inventories [Refer Note (a) below]	<b>(1,441)</b>	<b>(1,779)</b>

**(a)** It includes 491 (Previous Year 293) on account of write off/ write down in carrying values of Inventories.**28 Employee Benefits Expense [Refer Note 33]**

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
Salaries and Wages	4,182	3,237
Contribution to Provident and Other Funds [Refer Note 19(a)(A)]	190	175
Gratuity [Refer Note 19(a)(B)(2)(i)]	78	68
Staff Welfare Expenses	181	142
	<b>4,631</b>	<b>3,622</b>

**29 Finance costs**

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
Interest on Lease Liability [Refer Note 44]	24	30
Interest Others [Refer Note 19(a)(B)(2)(i) and 19(e)]	105	96
	<b>129</b>	<b>126</b>

**30 Depreciation and Amortisation Expense**

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
- on Property, Plant and Equipment [Refer Note 2]	391	408
- on Right of Use Assets [Refer Note 2]	242	316
- on Investment Properties [Refer Note 4]	5	5
- on Intangible Assets [Refer Note 5]	7	6
	<b>645</b>	<b>735</b>

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 31 Other Expenses [Refer Note 33]

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
Consumption of Stores and Spare Parts	70	36
Power and Fuel	142	123
Rent [Refer Note 44]	114	97
Repairs and Maintenance:		
- Plant and Equipment	34	43
- Buildings	45	38
- Others	50	79
	<b>129</b>	<b>160</b>
Insurance	50	33
Rates and Taxes	54	48
Job Work Charges	868	826
Freight Outward and Clearing Charges	1,215	1,002
Vehicle expenses and hire charges	75	46
Travelling and Conveyance	276	155
Loss on Disposal of Property, Plant and Equipment (Net)	6	-
Loss on Intangible Assets written off (Net)	17	4
Legal and Professional Fees	924	1,007
Royalty	132	149
Advertisement, Publicity and Sales Promotion	3,080	1,991
Smallholder farmer initiative	-	77
Communication	56	79
Donations [Refer Note 33]	128	106
Bad Debts	53	21
Less: Utilisation of Provision for Expected Credit Loss on Trade Receivable [Refer Note 39(a)(i)]	(53)	(21)
	-*	-*
Provision for Expected Credit Loss on Trade Receivable [Refer Note 39(a)(i)]	109	46
Foreign Exchange Fluctuations (Net)	2	15
Fair Value loss on investments measured through profit or loss	23	-
Manpower & Labor Charges	144	135
Miscellaneous [Refer Note (a) below and Note 42(iv)]	346	280
	<b>7,960</b>	<b>6,415</b>

#### (a) Payments to Auditor (Included in Miscellaneous expenses)

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
(i) As Statutory Auditor:		
- for statutory audit	6	5
- for limited review	3	3
- for tax audit	1	1
(ii) In Other Capacities :		
- audit of group reporting package	2	2
	<b>12</b>	<b>11</b>



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 32 Tax Expense

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
<b>(a) Current Tax Expenses</b>		
Current Tax on Profits for the year	1,929	1,668
Adjustments for current tax of prior periods	(10)	1,271
<b>Total Current Tax Expense</b>	<b>1,919</b>	<b>2,939</b>
<b>(b) Deferred Tax Expense</b>		
(Increase)/ Decrease in deferred tax assets	32	(64)
Increase/ (Decrease) in deferred tax liabilities	64	139
<b>Total Deferred Tax Expense</b>	<b>96</b>	<b>75</b>
<b>Tax Expense</b>	<b>2,015</b>	<b>3,014</b>
<b>(c) Reconciliation of tax expense and the accounting profit multiplied by tax rate</b>		
<b>Profit Before Tax</b>	<b>8,468</b>	<b>7,945</b>
Tax @ 25.168%	2,131	2,000
<b>Tax effect of amounts which are not deductible/ (taxable) in calculating taxable income:</b>		
Agriculture Income	(162)	(309)
Corporate social responsibility expenditure	34	28
Adjustment under The Direct Tax Vivad Se Vishwas Act, 2020 for prior periods [Refer Note (e) below]	-	1,272
Adjustment of current taxes of prior periods	(10)	(1)
Capital Gain on sale of land	(12)	(4)
Other Items	34	28
<b>Tax Expense</b>	<b>2,015</b>	<b>3,014</b>
<b>(d) Income tax recognised in Other Comprehensive Income</b>		
Deferred tax on remeasurement of Defined Benefit Obligation	(10)	(8)
Adjustments for deferred tax of prior periods	-	(8)
	<b>(10)</b>	<b>(16)</b>

- (e) During the previous year, the Company had filed an application under The Direct Tax Vivad Se Vishwas Act, 2020 (VSV Act) and related rules, in respect of certain past years, with a view to give certainty and effectively close long pending disputes and litigations under the Income Tax Act, 1961. Consequent to tax authority's order under VSV Act, tax expense of 1,272 (net) was recognised in previous year.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 33 Expenses towards activities relating to Corporate Social Responsibility in compliance with section 135 of the Companies Act, 2013 (included in Operating Activities under Cash Flow Statement)

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
(a) Gross amount required to be spent by the Company during the year	126	101
(b) Amount spent during the year on:		
(i) Construction/ acquisition of any asset	-	-
(ii) On purposes other than (i) above		
- Donations	120	96
- Employee Benefits Expense	5	2
- Other Expenses	1	3
	<b>126</b>	<b>101</b>

### 34 Research and Development Expenses

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
Research and Development Revenue Expenses (Net of recoveries)	749	558

### 35 Contingent Liabilities

#### A) Claims against the Company not acknowledged as debts towards:

	As At 31.03.2022	As At 31.03.2021
- Direct Tax Matters [Refer Note (a) below]	2,026	1,963
- Indirect Tax Matters [Refer Note (b) below]	1,391	759
- Litigation/ claims filed by customer/ vendor/ third party [Refer Note (c) below]	61	74
- Litigation/ demands raised by other Statutory Authorities [Refer Note (d) below]	25	25

Future cash flows in respect of above, if any, is determinable only on receipt of judgement/ decisions pending with relevant authorities.

- (a) The contingent liability for direct tax matters mainly include 1,450 (Previous year 1,388) for issues in dispute relating to exemption of agriculture income. The Company has been consistently maintaining the position that such income is exempt from tax. The said claim has been in dispute, pending before various appellate authorities viz., Supreme Court, ITAT and CIT(A).
- (b) The disputed demands for indirect tax matters are mainly due to non-issuance of statutory forms, product classification, incorrect turnover and disallowance of input credit.
- (c) It mainly includes demand for crop failure.
- (d) It mainly includes demand raised towards provident fund.
- (B) The Company has received a notice from the Hon'ble Civil Court, Thiruvananthapuram intimating that a suit has been filed against the Company along with 15 other companies manufacturing Endosulfan, making them jointly and severally liable, for an amount of 1,617 in respect of recovery of amount paid as compensation by the State of Kerala to victims of Endosulfan. The Company is of the view that there is no link between use of Endosulfan and the health problems of the victims and hence it is not liable to repay the damages/ compensation. The matter is at initial stage and scheduled for hearing on June 8, 2022.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)**

(All amounts in ₹ Millions, unless otherwise stated)

**36 Commitments**

	As At 31.03.2022	As At 31.03.2021
<b>(a) Capital Commitments</b>		
Property, Plant and Equipment	140	73
Intangible Assets	19	26
	<b>159</b>	<b>99</b>
<b>(b) Other Commitments</b>		
Contractual obligation for future repairs and maintenance on Investment properties	4	3
Dividend on shares in abeyance [Refer Note 16(g)]	-*	-*

**37 Events occurring after the reporting period**

Refer Note 40(b)(ii) Capital Management for the final dividend recommended by the directors which is subject to the approval of shareholders in the ensuing annual general meeting.

**38 Fair value measurement****Financial instruments by category:**

	Notes	As at 31.03.2022			As at 31.03.2021		
		FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
<b>Financial assets</b>							
Investment	12	385	-	-	522	-	-
Trade Receivables	13	-	-	10,047	-	-	7,549
Cash and Cash Equivalents	14						
Short-term highly liquid investments		1,899	-	-	3,293	-	-
Balances with Banks		-	-	5,910	-	-	8,752
Bank Balances other than cash and cash equivalents	15	-	-	65	-	-	50
Other Financial Assets	7	-	-	170	-	-	228
<b>Total Financial Assets</b>		<b>2,284</b>	<b>-</b>	<b>16,192</b>	<b>3,815</b>	<b>-</b>	<b>16,579</b>
<b>Financial liabilities</b>							
Lease Liabilities	18	-	-	864	-	-	263
Trade Payables	20	-	-	8,198	-	-	8,303
Other Financial Liabilities	21	-	-	444	-	-	610
<b>Total Financial liabilities</b>		<b>-</b>	<b>-</b>	<b>9,506</b>	<b>-</b>	<b>-</b>	<b>9,176</b>

**Fair Value Hierarchy:**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are:

- (a) recognised and measured at fair value and
- (b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed in Ind AS 113 - Fair Value Measurement. An explanation of each level follows underneath the table.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 38 Fair value measurement (Contd.)

#### Financial assets and liabilities measured at fair value - recurring fair value measurements

Financial assets	Notes	As at 31.03.2022			As at 31.03.2021		
		Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Investment	12	385	-	-	522	-	-
Cash and Cash Equivalents							
- Short-term highly liquid investments	14	1,899	-	-	3,293	-	-
<b>Total</b>		<b>2,284</b>	<b>-</b>	<b>-</b>	<b>3,815</b>	<b>-</b>	<b>-</b>

**Level 1:** It represents mutual funds measured using the closing Net Asset Value (NAV).

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. The fair value forward foreign exchange contracts is determined using forward exchange rates at the Balance Sheet date.

**Level 3:** If one or more of the significant inputs is not based on observable market data (Security Deposits), the instrument is included in level 3. The fair value of the security deposits with definite maturity period is determined using discounted cash flow analysis using an adjusted lending rate.

There are no transfers between level 1, level 2 and level 3 during the year.

#### Assets & Liabilities which are valued at amortised cost for which fair value are disclosed

	Note	Carrying Amount	Fair Value (Level 3)
<b>Financial assets</b>			
Security Deposits	7		
<b>As at March 31, 2022</b>		<b>124</b>	<b>121</b>
As at March 31, 2021		206	201
<b>Financial liabilities</b>			
Lease Liabilities	18		
<b>As at March 31, 2022</b>		<b>864</b>	<b>864</b>
As at March 31, 2021		263	263

The carrying amounts of Trade Receivables, Cash, Bank Balances, Accrued Interest Receivables, Other Receivables, Trade Payables, Unpaid Dividends, Deposit from customers, Payable for capital purchases and Other Financial Liabilities are considered to be the same as their fair values, due to their short term nature.

### 39 Financial Risk Management

The Company has financial opportunities at its disposal in the form of the market prices it can command, and is exposed to financial risks in the form of credit, liquidity and market risks. Market risks include currency, interest rate and price risk. The following paragraphs provide details of these and other financial opportunities and risks and how they are managed.

The management of financial opportunities and risks takes place using established, documented processes. One component is financial planning, which serves as the basis for determining liquidity risk and the future foreign currency and interest-rate risks.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 39 Financial Risk Management (Contd.)

#### (a) Credit Risk:

Credit risks arise from the possibility that the value of receivables or other financial assets of the Company may be impaired because counterparties cannot meet their payment or other performance obligations.

To manage credit risks from trade receivables other than Related Party, the credit managers from Order to Cash department of the Company regularly analyse customer's receivables, overdue and payment behaviours. Some of these receivables are collateralised and the same is used according to conditions. These could include advance payments, security deposits, post-dated cheques etc. Credit limits for this trade receivables are evaluated and set in line with Company's internal guidelines. There is no significant concentration of default risk.

Credit risks from financial transactions are managed independently by Treasury department. For banks and financial institutions, the Company has policies and operating guidelines in place to ensure that financial instrument transactions are only entered into with high quality banks and financial institutions. The Company had no other financial instrument that represents a significant concentration of credit risk. The surplus funds are invested in bank deposits and mutual fund investments.

#### (i) Expected Credit Loss (ECL) for Trade Receivables and Deposits:

The Company provides for ECL for trade receivables under simplified approach. The Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking information.

ECL for deposits are measured considering 12-month's ECL.

#### Trade Receivables

The Company provides ECL based on following provision matrix:

Credit Risk Category	Description of Category	Gross Trade Receivable	ECL
No Risk	There is no risk of defaults	1,154 884	- -
Negligible Risk	The risk of defaults is negligible	6,420 4,962	6 6
Low Risk	The probability of defaults is low	1,521 1,052	7 6
Moderate Risk	The probability of defaults is moderate	998 689	33 26
Doubtful Assets	There is no reasonable expectation of recovery	380 332	380 332
<b>Total</b>		<b>10,473</b> 7,919	<b>426</b> 370

Unbold figures are in respect of previous year.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 39 Financial Risk Management (Contd.)

Following is the movement in Provision for ECL on Trade Receivables:

	As At 31.03.2022	As At 31.03.2021
Balance as at the beginning of the year	370	345
Add: Additional provision/ (reversal) (net)	109	46
Less: Provision utilised	(53)	(21)
Balance as at the end of the year	426	370

#### Deposits

The Company provides ECL based on following provision matrix (Deposits):

Credit Risk Category	Description of Category	Gross Deposits	ECL
No Risk	There is no risk of defaults	124	-
		206	-
Doubtful Assets	There is no reasonable expectation of recovery	2	2
		2	2
Total		126	2
		208	2

Following is the movement in Provision for Expected Credit Loss on Deposits:

	As At 31.03.2022	As At 31.03.2021
Balance as at the beginning of the year	2	2
Add: Additional provision/ (reversal) (net)	- *	-
Less: Provision utilised	(-)*	-
Balance as at the end of the year	2	2

#### (ii) Expected Credit Loss (ECL) for Financial Assets other than Trade Receivables and Deposits:

There is no credit risk on Financial Assets other than mentioned in (i) above from initial recognition. Accordingly, no provision for ECL has been recognised.

#### (b) Liquidity Risk:

Liquidity risks result from the possible inability of the Company to meet current or future payment obligations due to lack of cash or cash equivalents. The liquidity risk is assessed and managed by the Treasury department as a part of day to day and medium term liquidity planning.

The Company's liquidity risk policy is to maintain sufficient liquidity reserve at all times based on cash flow projections to meet payment obligation when it falls due. The primary source of liquidity is cash generated from operations.

Liquid assets are held mainly in the form of bank deposits and mutual fund investments. The Company in addition has set up credit lines with the banks as additional source of funds, if required, for value 5,369 as on March 31, 2022.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)***(All amounts in ₹ Millions, unless otherwise stated)***39 Financial Risk Management (Contd.)**

The payment obligations from financial instruments are explained below:

The table below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all financial liabilities essential for an understanding of timing of Cash Flows.

**Contractual maturities of Financial Liabilities**

	As at 31.03.2022			As at 31.03.2021		
	Less than 3 Months	3 to 12 Months	Total	Less than 3 Months	3 to 12 Months	Total
Trade Payables	8,072	126	8,198	8,173	130	8,303
Other Financial Liabilities (excluding lease liabilities)	444	-	444	610	-	610
	<b>8,516</b>	<b>126</b>	<b>8,642</b>	<b>8,783</b>	<b>130</b>	<b>8,913</b>

Balance due within 12 months equals their carrying balance as the impact of discounting is not significant.

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2022 on an undiscounted basis:

	As At 31.03.2022	As At 31.03.2021
Less than one year	346	133
One to five years	567	140
More than five years	17	19
	<b>930</b>	<b>292</b>

**(c) Market Risk:****(i) Currency Risk:**

Foreign currency opportunities and risks for the Company result from changes in exchange rates and the related changes in the value of financial instruments (including receivables and payables) in the functional currency (INR). The Company is exposed to foreign exchange risk arising from foreign currency transactions primarily with respect to US Dollar.

To mitigate the currency fluctuation, receivables and payables in foreign currencies which arises from export and import of goods and services are considered for hedging on net basis through forward exchange contracts. Majority of Company's import and export of goods are denominated in INR currency thereby reducing foreign exchange risk to a very large extent.

The Company's exposure to changes in foreign currency is not material.

**(ii) Interest Rate Risk:**

Interest-rate opportunities and risks result for the Company through changes in capital market interest rates, which in turn could lead to changes in the fair value of fixed-rate financial instruments and changes in interest payments/ income in case of floating-rate instruments.

Interest rate risk arising from borrowing is managed by negotiating fixed coupon interest rates from banks for the entire tenure.

**(iii) Price Risk:**

The Company is mainly exposed to the price risk due to its investment in mutual funds. In order to manage its price risk arising from investment in mutual funds, the Company diversifies its portfolio based on past performance. The impact of price risk with respect to investment in mutual fund is insignificant.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 40 Capital Management

#### (a) Risk management

The Company's objective while managing capital is to safeguard its ability to continue as a going concern, so that it can continue to provide optimum returns to the shareholders and to other stakeholders. Further its objective is to maintain an optimal capital structure to reduce the cost of capital.

#### (b) Dividends

##### (i) Equity Shares

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
<b>Final Dividend</b>		
Dividend approved for the year ended March 31, 2021 of ₹ 25.00 (March 31, 2020 ₹ 25.00) per fully paid equity share	1,124	1,124
<b>Interim Dividend</b>		
Interim Dividend declared during the year ended March 31, 2022 of ₹ 125.00 (March 31, 2021 ₹ 90.00)	5,618	4,045

##### (ii) Dividends not recognised at the end of the reporting period

	As at 31.03.2022	As at 31.03.2021
Since year end, the Directors of the Company have recommended a payment of final dividend of ₹ 25 per fully paid equity share (March 31, 2021 ₹ 25.00)	1,124	1,124

### 41 Segment Reporting

The Vice Chairman & Managing Director & CEO, and Executive Director & CFO are identified as Chief Operating Decision Maker of the Company. They are responsible for allocating resources and assessing the performance of the operating segments. Accordingly, they have determined "Agri Care" as its operating Segment.

Thus the segment revenue, interest revenue, interest expense, depreciation and amortisation, segment assets and segment liabilities are all as reflected in the Financial Statement as at and for the year ended March 31, 2022.

#### Geographical Information

	As at 31.03.2022	As at 31.03.2021
<b>(a) Revenue from external customers</b>		
<b>(i) attributed to the Company's country of domicile, India</b>	44,929	40,493
<b>(ii) attributed to all foreign countries</b>		
- Germany	1,068	986
- Bangladesh	920	881
- Others	427	253
	<b>47,344</b>	<b>42,613</b>

(b) Revenues from transactions with a single customer in no case exceeded 10% of the Company's sales in current as well as previous year.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 41 Segment Reporting (Contd.)

#### c) Non-current assets (excluding Deferred/ Current Tax and Financial Assets)

	As at 31.03.2022	As at 31.03.2021
(i) located in the Company's country of domicile, India	5,917	5,265
(ii) located in all foreign countries	-	-
	<b>5,917</b>	<b>5,265</b>

### 42 Related Party Transactions

Sr. No.	Name of the related party	Country of incorporation	% Equity interest	
			As at 31.03.2022	As at 31.03.2021
i)	<b>Ultimate Holding Company:</b>			
	Bayer AG	Germany	8%	8%

#### ii) Entities under Common Group Control \*\*::

Bayer BioScience Private Limited, India  
 Bayer CropScience AG, Germany  
 Bayer CropScience KK, Tokyo  
 Bayer CropScience Limited, Bangladesh  
 Bayer CropScience LP, U.S.A.  
 Bayer CropScience Ltd, Seoul  
 Bayer CropScience Schweiz AG, Switzerland  
 Bayer Direct Services GmbH, Germany  
 Bayer Pharmaceuticals Private Limited, India  
 Bayer Philippines Inc., Philippines  
 Bayer Public Limited Company, U.K.  
 Bayer S.A., Chile  
 Bayer S.A.S., France  
 Bayer (South East Asia) Pte. Ltd., Singapore  
 Bayer Thai Company Limited, Thailand  
 Bayer U.S LLC, U.S.A.  
 Bayer Vapi Private Limited, India  
 Bayer Zydus Pharma Private Limited, India  
 Monsanto Company, U.S.A.  
 Monsanto Holdings Private Limited, India  
 Monsanto Investments India Private Limited, India  
 Monsanto Technology LLC, U.S.A.  
 PT. Bayer Indonesia, Indonesia

\*\* The list of parties above have been limited to entities with whom transactions have taken place during the current or previous year or balances are outstanding as at the year end.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)**

(All amounts in ₹ Millions, unless otherwise stated)

**42 Related Party Transactions (Contd.)****iii) Joint Ventures of fellow Subsidiary:**

Mahyco Monsanto Biotech (I) Private Limited, India

**A. The transactions with related parties:**

	Parties referred to in (i) above		Parties referred to in (ii) above		Parties referred to in (iii) above	
	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
<b>Sale of goods</b>						
Bayer AG	643	726	-	-	-	-
Bayer BioScience Private Limited	-	-	18	44	-	-
Others	-	-	1,016	628	-	-
<b>Recoveries made</b>						
Bayer AG	428	197	-	-	-	-
Bayer BioScience Private Limited	-	-	120	88	-	-
Bayer Vapi Private Limited	-	-	301	287	-	-
Bayer CropScience LP	-	-	38	-	-	-
Others	-	-	536	494	50	52
<b>Rental Income</b>						
Bayer BioScience Private Limited	-	-	-	1	-	-
Bayer Vapi Private Limited	-	-	2	6	-	-
Others	-	-	79	85	-	-
<b>Purchase of Goods</b>						
Bayer AG	14,576	14,426	-	-	-	-
Bayer BioScience Private Limited#	-	-	3,972	5,116	-	-
Bayer Vapi Private Limited	-	-	657	540	-	-
Bayer CropScience LP	-	-	1,797	1,565	-	-
Monsanto Company	-	-	-	798	-	-
<b>Professional/ Support Charges incurred</b>						
Bayer AG	482	100	-	-	-	-
Bayer BioScience Private Limited	-	-	-	9	-	-
Bayer Vapi Private Limited	-	-	7	7	-	-
Bayer CropScience LP	-	-	37	60	-	-
Others	-	-	103	525	-	-

# The amount is disclosed on gross basis, against which revenue is recognised at margin (sales less material cost) since the Company is acting as an agent in substance.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 42 Related Party Transactions (Contd.)

	Parties referred to in (i) above		Parties referred to in (ii) above		Parties referred to in (iii) above	
	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
<b>Rent Expense</b>						
Bayer BioScience Private Limited	-	-	2	17	-	-
Bayer Vapi Private Limited	-	-	-	2	-	-
Others	-	-	14	2	-	-
<b>Payment of Lease Liabilities</b>						
Bayer Vapi Private Limited	-	-	2	1	-	-
<b>Royalty Expense</b>						
Bayer CropScience AG	-	-	12	12	-	-
Bayer CropScience LP	-	-	-	137	-	-
Monsanto Technology LLC	-	-	120	-	-	-
<b>Dividend paid</b>						
Bayer AG	568	436	-	-	-	-
Bayer CropScience AG	-	-	803	616	-	-
Bayer Vapi Private Limited	-	-	1,206	925	-	-
Monsanto Company	-	-	232	178	-	-
Others	-	-	2,006	1,538	-	-
<b>Sale of Fixed Assets</b>						
Others	-	-	-*	-	-	-
<b>Purchase of License of Duty Credit Scrips</b>						
Bayer Vapi Private Limited	-	-	76	85	-	-
Others	-	-	6	23	-	-
<b>Purchase of Fixed Assets (including Capital work-in-progress)</b>						
Bayer Vapi Private Limited	-	-	3	-	-	-
Others	-	-	-*	15	-	-

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 42 Related Party Transactions (Contd.)

	Parties referred to in (i) above		Parties referred to in (ii) above		Parties referred to in (iii) above	
	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
<b>Recoupment of losses towards overdue trade receivables</b> [Refer Note 13(a)]						
Bayer BioScience Private Limited	-	-	20	20	-	-
<b>Repayment against recoupment of losses towards overdue trade receivables</b> [Refer Note 13(a)]						
Bayer BioScience Private Limited	-	-	70	10	-	-
<b>Employee related liability paid/ payable on transfer of employees</b>						
Bayer BioScience Private Limited	-	-	9	6	-	-
Bayer Vapi Private Limited	-	-	6	-	-	-
Others	-	-	15	22	-	-
<b>Employee related liability taken over on transfer of employees</b>						
Bayer BioScience Private Limited	-	-	3	38	-	-
Bayer Vapi Private Limited	-	-	4	17	-	-
Others	-	-	55	54	-	-

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 42 Related Party Transactions (Contd.)

#### B. Outstanding balances of related parties:

	As at 31.03.2022	As at 31.03.2021
<b>Party referred to in (i) above</b>		
Outstanding Receivables	366	292
Outstanding Payables	3,801	2,959
<b>Parties referred to in (ii) above</b>		
Outstanding Receivables		
Bayer BioScience Private Limited	51	18
Bayer Vapi Private Limited	104	6
Bayer CropScience LP	34	-
Others	313	214
Outstanding Payables		
Bayer BioScience Private Limited	334	477
Bayer Vapi Private Limited	94	158
Bayer CropScience LP	531	1,760
Monsanto Company	-	121
Monsanto Technology LLC	242	-
Others	31	118
<b>Parties referred to in (iii) above</b>		
Outstanding Receivables		
Mahyco Monsanto Biotech (I) Private Limited	4	16

#### iv) Employee Benefits Plans where significant influence exists

Bayer CropScience Limited Employees Group Gratuity-cum-Life Assurance Scheme

Bayer CropScience Limited Managerial Employees Superannuation Scheme

**The transactions with entities where significant influence exists of (iv) above and outstanding balances:**

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
<b>Contributions during the year</b>		
Bayer CropScience Limited Employees Group Gratuity-cum-Life Assurance Scheme	80	50
Bayer CropScience Limited Managerial Employees Superannuation Scheme	21	-##

## During the period, the company has made contribution directly to LIC and not through Bayer CropScience Limited Managerial Employees Superannuation Scheme Trust.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 42 Related Party Transactions (Contd.)

#### v) Key management personnel:

Name	Designation
- Mr. Pankaj Patel	Chairman
- Mr. Duraiswami Narain	Vice Chairman & Managing Director and CEO
- Mr. Simon Wiebusch	Executive Director (from December 17, 2021)
- Mr. Rolf Hoffmann	Executive Director & CFO (upto August 31, 2021)
- Mr. Simon Johannes Britsch	Executive Director & CFO (from September 1, 2021)
- Ms. Ketaki Bhagwati	Non-executive Director
- Mr. Sekhar Natarajan	Non-executive Director
- Dr. Harsh Kumar Bhanwala	Non-executive Director (from February 12, 2021)

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
<b>Remuneration to key management personnel</b>		
Short term employee benefits	276	185
Other long-term employee benefits	67	31
	<b>343</b>	<b>216</b>
<b>Directors' Sitting Fees</b> (included in Note 31 Other Expenses - Miscellaneous expenses)	3	2
<b>Commission to Non-Executive Directors</b> (included in Note 31 Other Expenses - Miscellaneous expenses)	6	5

#### vi) Terms and conditions

There have been no guarantees provided or received for any related party receivables or payables. Outstanding balances at the year end are unsecured and interest free, and settlement occurs in cash. The Company has not recorded any impairment of receivables relating to amounts owed by related parties for the year ended March 31, 2022 and March 31, 2021.

### 43 Earning Per Share

Earnings per share are determined according to Ind AS 33 - Earnings per Share by dividing Profit after tax attributable to shareholders of the Company by the weighted average number of equity shares outstanding during the financial year.

	01.04.2021 to 31.03.2022	01.04.2020 to 31.03.2021
Profit For the year	6,453	4,931
Weighted average number of equity shares outstanding at year end	4,49,42,092	4,49,42,092
Nominal Value Per Equity Share	10	10
Earnings Per Share (net of tax) (Basic and Diluted)	143.58	109.72

### 44 Lease

Lease contracts in which the Company is the lessee mainly pertain to offices, residential premises, warehouses, vehicles, and plant and machinery. Lease contracts are negotiated individually and each contain different arrangements on extension, termination or purchase options except in case of vehicle leases. Offices, residential premises and warehouses leases generally contain clauses that prohibit subleasing except with the consent of the lessor.

The details pertaining to right-of-use assets, additions to right-of-use assets and amortisation on right-of-use assets are provided in Note 2 - Property, Plant and Equipment. The maturities of the outstanding lease

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

### 44 Lease (Contd.)

payments are provided in Note 39 - Financial Risk Management. Cash outflows related to lease activities for the current year amounted to 263 (Previous Year 355).

The Company has recognised 242 (Previous Year 316) towards amortisation, 24 (Previous Year 30) towards Interest expense for the unwinding of discount on lease liabilities and 114 (Previous Year 97) towards expenses for short-term leases in the Statement of Profit and Loss.

### 45 Ratio Analysis

The following are analytical ratios for the year ended March 31, 2022 and March 31, 2021

Particulars	Numerator	Denominator	As At 31.03.2022	As At 31.03.2021	% Variation
Current ratio (times)	Current Asset	Current Liability	2.2	2.3	-4%
Debt equity ratio (times)	Debt	Shareholders' equity	N.A.	N.A.	-
Debt service coverage ratio (times) <sup>(iii)</sup>	Earning available for debt service <sup>(i)</sup>	Total Debt service <sup>(ii)</sup>	24.1	10.9	122%
Return on equity ratio (%) <sup>(iv)</sup>	Profit after tax	Average Shareholders' equity	25.4%	19.3%	32%
Inventory turnover ratio (times)	Cost of Goods Sold	Average Inventories	1.9	2.1	-12%
Trade receivables turnover ratio (times)	Revenue from Operations	Average Trade receivables	5.4	5.8	-7%
Trade payables turnover ratio (times)	Total purchases	Average Trade payables	3.5	4.3	-19%
Net Capital turnover ratio (times)	Revenue from operations	Working Capital	2.5	2.2	13%
Net profit ratio (%)	Profit after tax	Revenue from Operations	13.6%	11.6%	17%
Return on Capital employed (%)	EBIT	Capital employed	31.7%	31.5%	1%
Return on investment (Mutual Fund - Overnight Fund) (%) <sup>(v)</sup>	Returns	Average Investment	3.3%	2.3%	42%
Return on investment (Mutual Fund - Arbitrage Fund) (%)	Returns	Average Investment	4.5%	4.8%	-7%
Return on investment (Fixed Deposit) (%)	Returns	Average Investment	3.0%	3.1%	-4%

(i) Profit After Tax - Exceptional items (net of tax) + Depreciation and Amortisation + Finance Cost + Profit/ Loss on Tangible/ Intangible assets + ECL provision for Trade Receivables + Unrealised profit/ gain on Investment/ Foreign Exchange

(ii) Repayment of Lease Liabilities + Repayment of Short term borrowings

(iii) Earnings available for debt service has increased mainly due to additional tax expense recognised in the previous year under The Direct Tax Vivad Se Vishwas Act, 2020 [Refer Note 32(e)]

(iv) Profit After Tax has increased mainly due to additional tax expense recognised in the previous year under The Direct Tax Vivad Se Vishwas Act, 2020 [Refer Note 32(e)]

(v) Reduction in interest rates in previous year due to ample liquidity arising from Reserve Bank of India measures during Covid -19



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)***(All amounts in ₹ Millions, unless otherwise stated)***46 Exceptional items consist of:**

- (i) Reversal of provision expense in relation to separation of employees arising from restructuring measures due to amalgamation of Monsanto India Limited with Bayer CropScience Limited and Bayer 2022 global efficiency program.
- (ii) Profit on sale of part of Company's seeds distribution business, viz. cotton, millet, mustard and sorghum crops along with investment property at Patancheru, Telengana to Crystal Crop Protection Limited on a slump sale basis on December 1, 2021, pursuant to approval accorded by the Board of Directors of the Company at its meeting held on October 13, 2021.

- 47** (i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- 48** Bayer AG in a press release dated March 10, 2022 announced the global sale of Bayer's Environmental Science Professional business to Cinven. The Company's sale of this Environmental Science business is subject to finalisation of arrangement with the acquirer and necessary approval(s) by the Board of Directors of the Company. Revenue from operation for the year ended March 31, 2022 includes sale of goods of 683 from the Environmental Science business.

**Signature to notes 1 to 48****For and on behalf of the Board****Pankaj Patel**

Chairman

DIN 00131852

Place: Ahmedabad

Date: May 24, 2022

**Duraiswami Narain**Vice Chairman &  
Managing Director and CEO

DIN 03310642

Place: Mumbai

Date: May 24, 2022

**Simon Johannes Britsch**Executive Director  
& CFO

DIN 09194547

Place: Thane

Date: May 24, 2022

**Nikunj Kumar Savaliya**Company Secretary &  
Compliance Officer

Place: Thane

Date: May 24, 2022

## FACTS

	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22
<b>₹ in Millions</b>										
Revenue from Operations (Net)	27,253	32,452	37,233	28,894	29,484	27,490	31,673	36,094	42,613	47,344
Profit Before Tax	15,632	4,408	5,735	4,816	4,479	4,038	4,800	5,831	7,945	8,468
Net Cash from Operating Activities	1,383	2,815	2,004	2,065	1,573	1,214	4,328	6,659	6,867	2,155
Dividend (including interim dividend) for the year	197	201	769	601	601	618	1,275	1,016	5,169	6,742
Dividend %	50%	55%	210%	170%	170%	180%	284%	226%	1150%	1500%
Share Capital	395	366	366	354	354	343	449	449	449	449
Reserves and Surplus	18,918	17,057	19,963	18,040	20,213	17,440	21,945	25,276	25,054	24,794
Borrowings	-	-	-	-	-	-	-	15	-	-
Gross Block	5,414	6,958	4,346	3,628	4,166	4,517	6,280	7,237	7,584	8,412
Net Block	3,457	4,446	3,224	3,384	3,661	3,705	4,874	5,244	5,010	5,658
Net Current Assets	15,562	12,583	16,917	14,995	16,911	14,142	15,876	18,750	19,733	19,162
Employee Benefits Expense	1,810	2,040	2,269	2,207	2,451	2,639	3,642	3,616	3,622	4,631
Number of Employees	1,181	1,217	1,043	1,057	1,126	1,148	1,389	1,230	1,254	1,318
<b>₹</b>										
Earnings Per Share (on the basis of profits after tax)	294.11	75.14	104.59	87.34	82.31	86.16	78.46	105.58	109.72	143.58
Book Value per Share	488.95	475.79	555.15	520.28	581.74	517.95	521.21	572.40	567.46	561.68
Share Price at Stock Exchange										
- High	1,341.80	1,829.20	3,819.90	4,234.00	4,627.00	5,050.00	4,747.45	4,505.65	6,368.75	6,090.90
- Low	749.00	1,065.05	1,384.55	3,115.00	3,620.00	3,739.05	3,755.55	2,991.30	3,195.05	4,290.30
Number of Shareholders	20,865	19,138	20,647	20,412	22,176	45,744	45,369	58,971	67,591	62,093

### Notes:

- Figures from the year 2015-16 are in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS).
- Pursuant to scheme of amalgamation of Monsanto India Limited (MIL) with Bayer CropScience Limited, the figures for FY 2018-19 include figures of erstwhile MIL from June 7, 2018. Share capital as on March 31, 2019 include shares pending issuance of ₹ 106 Million.
- Figures have been regrouped wherever necessary.

## Notes

[illegible]

[illegible]

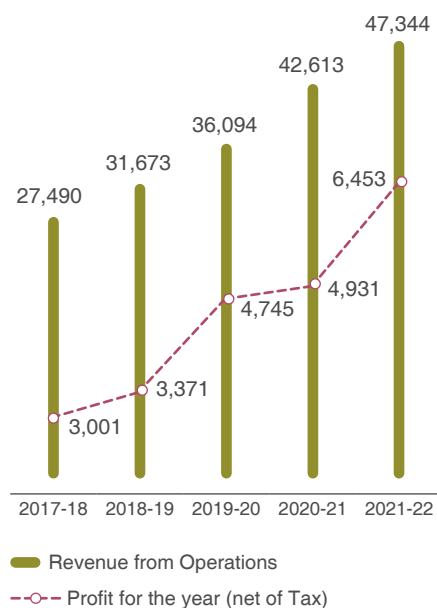
## Notes

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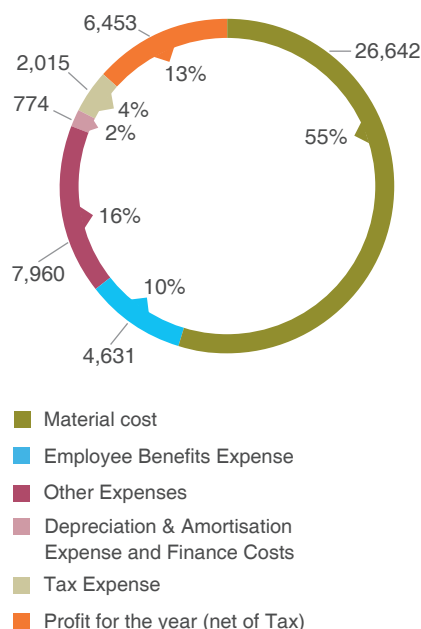


# Performance Highlights

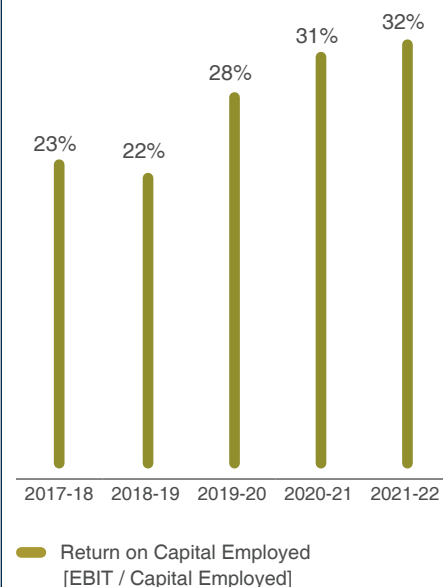
**Revenue from Operations & Profitability**  
(₹ in Million)



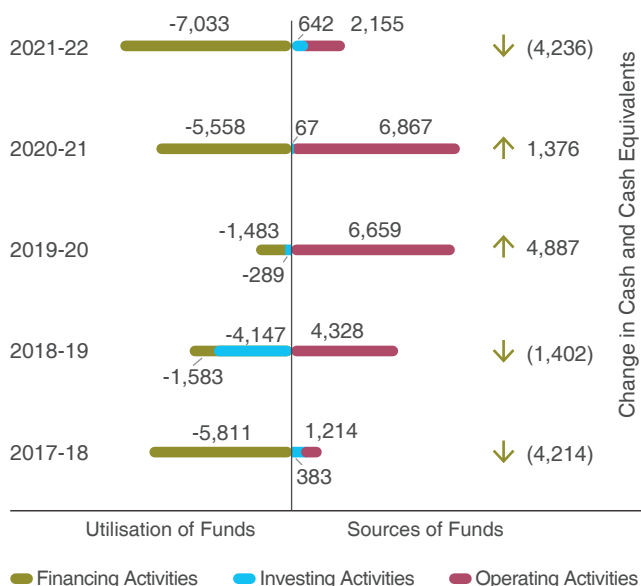
**Distribution of Income 2021-22**  
(₹ in Million (%))



**Return on Capital Employed**  
(%)



**Cash Flow**  
(₹ in Million)



**Earnings and Dividend Per Share**  
(₹)



**Notes:**

Pursuant to scheme of amalgamation of Monsanto India Limited (MIL) with Bayer CropScience Limited, the figures for FY 2018-19 include figures of erstwhile MIL from June 7, 2018.



**REGISTERED OFFICE**

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