

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L24210MH1958PLC011173

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACB9651K

(ii) (a) Name of the company

BAYER CROPSCIENCE LIMITED

(b) Registered office address

Bayer House, Central Avenue
Hiranandani Estate
Thane West
Thane
Maharashtra
400607

(c) *e-mail ID of the company

ir_bcs1@bayer.com

(d) *Telephone number with STD code

02225311234

(e) Website

www.bayer.in

(iii) Date of Incorporation

09/09/1958

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U74999MH2018PTC307859

Pre-fill

Name of the Registrar and Transfer Agent

TSR DARASHAW CONSULTANTS PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

6, Moosa Haji Patrawala Industrial Estate
20, Dr. E. Moses Road, Mahalaxmi

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 07/08/2020

(b) Due date of AGM 30/09/2020

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	76
2	G	Trade	G1	Wholesale Trading	24

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 6

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	BAYER AG		Holding	8.43

2	BAYER CROPS SCIENCE AG		Holding	11.91
3	BAYER SAS		Holding	14.73
4	Monsanto Company		Holding	3.44
5	Monsanto Investments India P	U65191MH2014PTC254886	Holding	15.04
6	BAYER VAPI PRIVATE LIMITED	U99999GJ1990PTC049322	Holding	17.89

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) * SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	66,300,000	44,942,092	44,942,092	44,942,092
Total amount of equity shares (in Rupees)	663,000,000	449,420,920	449,420,920	449,420,920

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	66,300,000	44,942,092	44,942,092	44,942,092
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	663,000,000	449,420,920	449,420,920	449,420,920

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	34,333,593	343,335,930	343,335,930	
Increase during the year	10,608,499	106,084,990	106,084,990	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Issue of shares due to amalgamation of Monsanto India	10,608,499	106,084,990	106,084,990	0
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	44,942,092	449,420,920	449,420,920	
Preference shares				
At the beginning of the year	0	0	0	

Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

24/07/2019

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			14,500,000
Deposit			0
Total			14,500,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

36,093,844,778

(ii) Net worth of the Company

25,725,300,704

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	32,102,999	71.43	0	
10.	Others	0	0	0	
	Total	32,102,999	71.43	0	0

Total number of shareholders (promoters)

6

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,783,127	8.42	0	
	(ii) Non-resident Indian (NRI)	470,883	1.05	0	
	(iii) Foreign national (other than NRI)	33	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	311	0	0	
3.	Insurance companies	1,703,846	3.79	0	
4.	Banks	26,178	0.06	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	974,412	2.17	0	
7.	Mutual funds	4,410,387	9.81	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,253,575	2.79	0	
10.	Others Alternative Fund, IEPF, Trus	216,341	0.48	0	
	Total	12,839,093	28.57	0	0

Total number of shareholders (other than promoters)

58,965

**Total number of shareholders (Promoters+Public/
Other than promoters)**

58,971

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Please refer attachment					

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	4	6
Members (other than promoters)	45,365	58,965
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	2	4	2	5	0	0
(i) Non-Independent	2	2	2	2	0	0
(ii) Independent	0	2	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	4	2	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Pankaj Patel	00131852	Director	0	
Mr. Narain Duraiswami	03310642	Managing Director	0	
Mr. Jens Hartmann	08338494	Director	0	
Ms. Ketaki Bhagwati	07367868	Director	0	
Mr. Rolf Hoffmann	08460583	Whole-time director	0	
Dr. Thomas Hoffmann	06485949	Director	0	
Mr. Sekhar Natarajan	01031445	Director	533	
Mr. Nikunj Kumar Savaliy	BBEPS9789N	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

11

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mr. Sekhar Natarajan	01031445	Additional director	01/10/2019	Change in designation as Non-Execu
Dr. Thomas Hoffmann	06485949	Additional director	16/09/2019	Change in designation as Non-Execu
Ms. Ketaki Bhagwati	07367868	Additional director	24/07/2019	Change in designation as Non-Execu
Mr. Jens Hartmann	08338494	Additional director	24/07/2019	Change in designation as Non-Execu
Mr. Nikunj Kumar Savaliy	BBEPS9789N	Company Secretar	12/11/2019	Appointment as Company Secretary
Mr. Ulrich Stefer	07447177	Whole-time directo	31/05/2019	Resignation as Whole-time Director
Mr. Ulrich Stefer	07447177	CFO	30/06/2019	Resignation as CFO
Mr. Peter Mueller	03582162	Director	31/08/2019	Resignation as Non-Executive Non-It
Mr. Rolf Hoffmann	08460583	Additional director	01/06/2019	Appointment as Whole-time director I
Mr. Rolf Hoffmann	08460583	Whole-time directo	01/07/2019	Appointment as Whole-time Director
Mr. Rajiv Wani	AAAPW3553A	Company Secretar	31/12/2019	Resignation as Company Secretary

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
NCLT Convened Meeting	03/06/2019	45,270	67	69.08
Annual General Meeting	24/07/2019	44,529	106	68.73

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/05/2019	6	5	83.33
2	23/07/2019	6	6	100
3	16/09/2019	6	5	83.33
4	12/11/2019	7	7	100
5	03/02/2020	7	6	85.71

C. COMMITTEE MEETINGS

Number of meetings held

14

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	27/05/2019	3	2	66.67
2	Audit Committee	23/07/2019	3	3	100
3	Audit Committee	12/11/2019	3	3	100
4	Audit Committee	03/02/2020	3	2	66.67
5	Nomination & Remuneration	27/05/2019	3	2	66.67
6	Nomination & Remuneration	23/07/2019	3	3	100
7	Nomination & Remuneration	03/02/2020	3	2	66.67
8	Stakeholder Relationship	27/05/2019	3	2	66.67
9	Stakeholder Relationship	23/07/2019	3	3	100
10	Stakeholder Relationship	12/11/2019	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	07/08/2020
								(Y/N/NA)
1	Mr. Pankaj Pa	5	4	80	11	7	63.64	Yes

2	Mr. Narain Du	5	5	100	7	7	100	Yes
3	Mr. Jens Hartr	5	5	100	0	0	0	Yes
4	Ms. Ketaki Bh	5	4	80	8	5	62.5	Yes
5	Mr. Rolf Hoffm	4	3	75	4	4	100	Yes
6	Dr. Thomas H	3	3	100	3	3	100	Yes
7	Mr. Sekhar Na	2	2	100	3	3	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Narain Duraiswa	Vice Chairman &	140,651,680	0	0	0	140,651,680
2	Mr. Ulrich Stefer	Executive Direct	16,628,807	0	0	0	16,628,807
3	Mr. Rolf Hoffmann	Executive Direct	67,300,191	0	0	0	67,300,191
	Total		224,580,678	0	0	0	224,580,678

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Rajiv Wani	Head - Law, Pat	11,380,000	0	0	0	11,380,000
2	Mr. Nikunj Kumar Sa	Company Secre	990,000	0	0	0	990,000
	Total		12,370,000	0	0	0	12,370,000

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Pankaj Patel	Non-Executive Di	0	1,500,000	0	390,000	1,890,000
2	Ms. Ketaki Bhagwat	Non-Executive Di	0	310,000	0	430,000	740,000
3	Mr. Sekhar Natarjan	Non-Executive Di	0	0	0	220,000	220,000
4	Mr. Sharad Kulkarni	Non-Executive Di	0	1,500,000	0	0	1,500,000
5	Mr. Vimal Bhandari	Non-Executive Di	0	1,500,000	0	0	1,500,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
6	Mr. A.K.R. Nedunga	Non-Executive Director	0	130,000	0	0	130,000
	Total		0	4,940,000	0	1,040,000	5,980,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Mr. Avinash Bagul

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

19862

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

NARAIN
DURAI SWAMI
MI

Digitally signed by
NARAIN
DURAI SWAMI
Date: 2020.05.18
16:35:36 +05'30'

DIN of the director

To be digitally signed by

NIKUNJ KUMAR
JAYSUKHLAL
SAVALIYA

Digitally signed by
NIKUNJ KUMAR
JAYSUKHLAL
SAVALIYA
Date: 2020.05.18
16:35:36 +05'30'

☒ Company Secretary☐ Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

List of attachments

TSR-B1_SHH_310320.pdf
BCSL_MGT-8 Certificate_signed-FY 2019-
RB1TRANS.pdf
RCommittee Meeting Attendance.pdf
RList of FII as on 31 March 2020.pdf

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

BAYER CROPSOURCE LIMITED
AS OF 31-03-2020

(c) Details of Foreign Institutional Investors (FIIs) holding shares of the Company

Sr no.	Name of the FII	Address	Date of Incorporation	Country of Incorporation (*)	Number of shares held	% of shares held
1	ABSL UMBRELLA UCITS FUND PLC - INDIA FRONTLINE EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 M.G. ROAD FORT, MUMBAI 400001			35,534	0.08
2	ACM INDIA FOCUS FUND LTD.	ICICI BANK LTD. SMS DEPT., 1ST FLOOR 414, EMPIRE COMPLEX, S. B. MARG LOWER PAREL, MUMBAI. 400013			1,072	0.00
3	AMAZON MARKET NEUTRAL FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			75	0.00
4	CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001			19,861	0.04
5	CF DV ACWI EX-U.S. IMI FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			81	0.00
6	COLLEGE RETIREMENT EQUITIES FUND - STOCK ACCOUNT	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001			12,200	0.03
7	DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			440	0.00
8	EB DV ACWI EX-U.S. SMALL CAP FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			528	0.00
9	ELARA INDIA OPPORTUNITIES FUND LIMITED	C/O. ICICI BANK LTD., SMS 1ST FLOOR, EMPIRE COMPLEX 414, SENAPATI BAPAT MARG LOWER PAREL, MUMBAI 400013			1,300	0.00
10	EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			2,254	0.01
11	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			4,225	0.01
12	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064			26,935	0.06
13	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064			31,281	0.07
14	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND B	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064			3,206	0.01
15	EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOLIO	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			538	0.00
16	FIDELITY SALEM STREET TRUST FIDELITY TOTAL INTERNATIONAL INDEX FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			3,440	0.01
17	GKFF VENTURES	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			34,300	0.08
18	GOLDMAN SACHS INVESTMENTS (MAURITIUS) I LTD	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23-25, MAHATMA GANDHI ROAD FORT, MUMBAI 400001			666	0.00
19	GOVERNMENT PENSION FUND GLOBAL	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			50,000	0.11
20	GYMKHANA PARTNERS L.P.	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			1,800	0.00
21	INTEGRATED CORE STRATEGIES ASIA PTE LTD	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			3,005	0.01

22	INTERNATIONAL MONETARY FUND - MANAGER A	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			764	0.00
23	INTERNATIONAL MONETARY FUND - MANAGER B	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			856	0.00
24	ISHARES CORE EMERGING MARKETS MAURITIUS CO	CITIBANK N.A. CUSTODY SERVICES FIFC-11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			101,836	0.23
25	ISHARES CORE MSCI EM IMI UCITS ETF	CITIBANK N.A. CUSTODY SERVICES FIFC-11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			19,855	0.04
26	ISHARES EMERGING MARKETS IMI EQUITY INDEX FUND	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064			2,514	0.01
27	ISHARES EMSC MAURITIUS CO	CITIBANK N.A. CUSTODY SERVICES FIFC-11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			3,465	0.01
28	ISHARES INDIA SC MAURITIUS COMPANY	CITIBANK N.A. CUSTODY SERVICES FIFC-11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			30,247	0.07
29	ISHARES IV PUBLIC LIMITED COMPANY- ISHARES MSCI EM IMI ESG SCREENED UCITS ETF	CITIBANK N.A. CUSTODY SERVICES FIFC-11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			873	0.00
30	ISHARES MSCI EM SMALL CAP UCITS ETF	CITIBANK N.A. CUSTODY SERVICES FIFC-11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			4,035	0.01
31	ISHARES MSCI GLOBAL AGRICULTURE PRODUCERS ETF	CITIBANK N.A. CUSTODY SERVICES FIFC-11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			703	0.00
32	JOHN HANCOCK FUNDS II EMERGING MARKETS FUND	CITIBANK N.A. CUSTODY SERVICES FIFC-11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			196	0.00
33	K INDIA OPPORTUNITIES FUND LIMITED- CLASS B	KOTAK MAHINDRA BANK LIMITED KOTAK INFINITI, BLDG.NO.21, 6TH FLR ZONE IV,CUSTODY SERVS,INFINITY PARK GEN. AK VAIDYA MARG, MALAD E, MUMBAI 400097			2,780	0.01
34	KUWAIT INVESTMENT AUTHORITY FUND F238	CITIBANK N.A. CUSTODY SERVICES FIFC-11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			164,000	0.36
35	LEGAL AND GENERAL ASSURANCE (PENSION MANAGEMENT) LIMITED	CITIBANK N.A. CUSTODY SERVICES FIFC-11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			361	0.00
36	MERCER QIF FUND PLC- MERCER INVESTMENT FUND 1	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			1,234	0.00
37	MERRILL LYNCH MARKETS SINGAPORE PTE. LTD. - ODI	CITIBANK N.A. CUSTODY SERVICES FIFC-11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			3,866	0.01
38	MORGAN STANLEY ASSET MANAGEMENT INC SUB A/C MORGAN STANLEY INDIA INV FUND IN	C/O STANDARD CHARTERED BANK CUSTODY & CLEARING SERVICES 23-25 MAHATMA GANDHI ROAD FORT MUMBAI 400001			500	0.00
39	MOTILAL OSWAL INDIA FUND	CITIBANK N.A. CUSTODY SERVICES FIFC-11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			9,870	0.02
40	NOMURA SINGAPORE LIMITED ODI	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063			5,369	0.01
41	NORTHERN TRUST COLLECTIVE EMERGING MARKETS SMALL CAP INDEX FUND- NON LENDING	CITIBANK N.A. CUSTODY SERVICES FIFC-11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			12,425	0.03
42	NORTHERN TRUST COMMON ALL COUNTRY WORLD EX-US INVESTABLE MARKET INDEX FUND-NON LENDING	CITIBANK N.A. CUSTODY SERVICES FIFC-11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			301	0.00

43	PUB EQUITIES EMERGING MARKETS 1	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064			5,404	0.01
44	PUB EQUITIES EMERGING MARKETS 2	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064			3,794	0.01
45	PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEXICO	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063			871	0.00
46	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064			3,084	0.01
47	RAM (LUX) SYSTEMATIC FUNDS - EMERGING MARKETS EQUITIES	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23-25, MAHATMA GANDHI ROAD FORT, MUMBAI 400001			429	0.00
48	SPDR S AND P EMERGING MARKETS SMALL CAP ETF	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001			4,826	0.01
49	SSGA SPDR ETFs EUROPE I PUBLIC LIMITED COMPANY - SPDR MSCI ACWI IMI UCITS ETF	78, SIR JOHN ROGERSON'S QUAY DUBLIN 2, IRELAND 0			970	0.00
50	SSGA SPDR ETFs EUROPE I PUBLIC LIMITED COMPANY - SPDR MSCI EMERGING MARKETS SMALL CAP UCITS ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			931	0.00
51	STATE STREET GLOBAL SMALL CAP EQUITY EX-U.S. INDEX NON-LENDING SERIES FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			13,140	0.03
52	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX NON-LENDING COMMON TRUST FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001			3,348	0.01
53	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX SECURITIES LENDING FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001			5,182	0.01
54	SUNDARAM INDIA MIDCAP FUND	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063			18,609	0.04
55	SUNSUPER SUPERANNUATION FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			1,306	0.00
56	T.A. WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			177	0.00
57	TASMAN MARKET NEUTRAL FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			251	0.00
58	THE EMERGING MARKETS SERIES OF THE DFA INVESTMENT TRUST COMPANY	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			3,229	0.01
59	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			7,704	0.02
60	THE REGENTS OF THE UNIVERSITY OF CALIFORNIA - DFA EMERGING MARKETS UCRSP	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			1,034	0.00
61	THE REGENTS OF THE UNIVERSITY OF CALIFORNIA - STATE STREET GLOBAL ADVISORS	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			4,684	0.01
62	UBS FUND MANAGEMENT (SWITZERLAND) AG ON BEHALF OF UBS (CH) INSTITUTIONAL FUND - EQUITIES EMERGING MARKETS SMALL CAP PASSIVE II	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23-25, MAHATMA GANDHI ROAD FORT, MUMBAI 400001			119	0.00
63	UPS GROUP TRUST	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			7,900	0.02

64	UTAH STATE RETIREMENT SYSTEMS	CITIBANK N.A. CUSTODY SERVICES FIFC-11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			197	0.00
65	VANGUARD EMERGING MARKETS STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064			121,943	0.27
66	VANGUARD ESG INTERNATIONAL STOCK ETF	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064			393	0.00
67	VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064			5,067	0.01
68	VANGUARD FTSE ALL-WORLD EX-US SMALL-CAP INDEXFUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001			31,162	0.07
69	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064			122,260	0.27
70	VANGUARD TOTAL WORLD STOCK INDEX FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001			3,467	0.01
71	VIRGINIA RETIREMENT SYSTEM	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			1,204	0.00
72	WELLS FARGO BANK DECLARATION OF TRUST ESTABLISHING INVESTMENT FUNDS FOR EMPLOYEE BENEFIT TRUSTS -WELLS FARGO FACTOR ENHANCED EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES FIFC-11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			2,157	0.00
73	WELLS FARGO FACTOR ENHANCED EMERGING MARKETS PORTFOLIO	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			779	0.00
			Total		974,412	2.17

(*) - Information regarding Country of Incorporation have not provided by the Depository (NSDL)

IX (C). COMMITTEE MEETINGS**NO. OF MEETINGS HELD : 14**

				ATTENDANCE
SR. NO.	TYPE OF MEETING	DATE OF MEETING	TOTAL NO. OF MEMBERS AS ON THE DATE OF THE MEETING	NO. OF MEMBERS ATTENDED
1	Audit Committee Meeting	27/05/2019	3	2
		23/07/2019	3	3
		12/11/2019	3	3
		03/02/2020	3	2
2	Nomination & Remuneration Committee Meeting	27/05/2019	3	2
		23/07/2019	3	3
		03/02/2020	3	2
3	Stakeholders Relationship Committee Meeting	27/05/2019	3	2
		23/07/2019	3	3
		12/11/2019	3	3
		03/02/2020	3	3
4	Corporate Social Responsibility Committee Meeting	27/05/2019	3	2
		03/02/2020	4	3
5	Risk Management Committee	03/02/2020	3	3

RESTRICTED

FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **Bayer CropScience Limited [CIN: L24210MH1958PLC011173]** ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on March 31, 2020. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 - 1. its status under the Act;
 - 2. maintenance of registers / records & making entries therein within the time prescribed therefor;
 - 3. filing of the forms and returns with the Registrar of Companies and the Central Government within the prescribed time except in one case where delayed filing was made by paying additional fees. The Company was not required to file any forms with the Regional Director, Tribunal, Court or other authorities;
 - 4. calling, convening, holding meetings of Board of Directors and its Committees and the meetings of the members of the Company on the dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minutes Book maintained for the purpose and the same have been signed. No resolution was passed by postal ballot;
 - 5. closure of Register of Members/security holders;
 - 6. no advances/loans given to its directors and/or persons or firms referred in section 185 of the Act.
 - 7. contracts/arrangements with related parties as specified in section 188 of the Act entered into by the Company were on arm's length basis.;
 - 8. transfer and transmission of securities and issuance of share certificate in all instances, wherever applicable. There was no issue or allotment or redemption of preference shares or debentures or alteration or reduction of share capital or conversion of shares/securities.

In consideration of the amalgamation, the Company had issued and allotted 2 (two) equity shares of Rs. 10/- credited as fully paid up shares, for every 3 (three) equity shares of Rs. 10/- in Monsanto India Limited (MIL), to those whose names were recorded in the register of members on September 30, 2019 ('Record date') on receipt of listing approval from the Stock Exchange i.e BSE.

9. the Company has not kept in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act except for 100 shares which have been kept in abeyance for issue under commitment pursuant to the amalgamation of Monsanto India Limited with the Company;
 10. declaration and payment of dividend, transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
 11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
 12. constitution / appointment / re-appointments / retirement / disclosures of interest by the Directors, Key Managerial Personnel and the remuneration paid to them. There was no casual vacancy of any Director or Key Managerial Personnel;
 13. appointment of auditors as per the provisions of section 139 of the Act. There was no re-appointment /filling up causal vacancies of auditors;
 14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities, wherever applicable, under the various provisions of the Act;
- Hon'ble National Company Law Tribunal vide its order dated September 13, 2019 had approved the Scheme of Amalgamation u/s 230 to 232 of the Companies Act, 2013 for Amalgamation of Monsanto India Limited (Transferor Company) with the Company i.e Bayer CropScience Limited (Transferee Company). The certified copy of the NCLT Order was filed with Registrar of Companies on September 16, 2019.
15. no acceptance /renewal/repayment of deposit;
 16. borrowing from Bank as per the details mentioned in the Annual Report. Further, there was no borrowing from its directors, members, public financial institutions and others and also there were no creation/modification/satisfaction of charges in that respect;
 17. there were no loans or guarantees given or securities provided to other bodies corporate or persons falling under the provisions of section 186 of the Act;

18. there was no alteration of the provisions of the Memorandum and/or Articles of Association of the Company.

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

AVINASH Digitally signed by
AVINASH
ATMARA ATMARAM BAGUL
M BAGUL Date: 2020.09.11
15:01:51 +05'30'

Avinash Bagul
Partner
FCS No.: 5578
CP No.: 19862
UDIN: F005578B000695344

Place: Mumbai
Date: September 11, 2020