



July 17, 2024

The General Manager
Department of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

COMPANY CODE : **BAYERCROP**
SCRIP ID : **506285**

Dear Sir,

Sub.: Submission of 66th Annual Report for the Financial Year ended March 31, 2024, including the Notice of the Annual General Meeting.

This is in furtherance to our letter dated July 02, 2024, informing that the Company has scheduled its 66th Annual General Meeting ("AGM") on Wednesday, August 14, 2024, at 11:30 a.m. IST via Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in compliance with General circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India ("SEBI").

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, please find enclosed herewith the Annual Report of Bayer CropScience Limited ("Company") for the Financial Year ended March 31, 2024, including the Notice convening the 66th Annual General Meeting of the Company for your reference and records. The Annual Report is also available on the website of the Company at www.bayer.in.

Kindly take the same on record and disseminate the information on BSE website.

Thanking you,

Yours faithfully,
for **Bayer CropScience Limited**

Bharati Shetty
Company Secretary and Compliance Officer
(Membership No. ACS 24199)

Encl.: As above

Bayer CropScience Ltd.
CIN: L24210MH1958PLC011173

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Bayer CropScience Limited

66th Annual Report
2023-24



Health for All

Hunger for None

Stories inside



Bayer remains committed to supporting smallholder farmers with access to modern and regenerative farming concepts and innovative technologies. In line with our mission of 'Health for All, Hunger for None', our efforts are aimed at enhancing crop productivity, contributing towards doubling farmer incomes and making Indian agriculture sustainable and globally competitive.



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To view the Annual Report online,
please visit:
[https://www.bayer.in/en/investors/
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Introduction



In our previous year's Annual Report, we outlined our framework to confront the challenges facing Indian agriculture. These challenges, compounded by the effects of climate change and geopolitical tensions, have underscored the urgent need for transformative action in our agricultural sector.

Our commitment to catalysing this transformation was evident as we outlined our strategic framework and collaborative efforts aimed at addressing these challenges at scale. We emphasised the pivotal role of collectivisation, digitalisation, mechanisation, and regenerative agricultural practices in driving positive change amidst the volatility and uncertainties afflicting the agricultural landscape.

Central to our vision is the sustainable empowerment of smallholder farmers, who form the backbone of India's agricultural prowess. Recognising their pivotal role in ensuring food and nutritional security for over 1.4 billion people, we must put them at the centre of every effort and initiative, be it governmental – federal or state level, private enterprises such as ours, or the



growing startup ecosystem and social enterprises working in the space.

At Bayer, our commitment extends beyond mere rhetoric. In 2023, we did a Smallholder Voices Deep Dive for India as a special extension of our global platform called the Farmer Voice Survey. Our intent was to lend a platform to smallholder farmers to voice their concerns, aspirations and hopes for the future. Their voices resonate not only within the Indian context but also in the global fight against hunger and malnutrition.

It is this spirit of optimism and resilience of our smallholder farmers that drives Bayer's mission to preserve and enhance the agricultural landscape for generations to come. As we set our sights on the year 2030, we envision an Indian agriculture that is sustainable, resilient, and inclusive.

On the frontlines of climate change, smallholder farmers confronted with multifaceted challenges are:

- Focused on mitigating risks through measures such as crop insurance and advanced crop protection that can help them withstand the impact of climate change
- Concerned about increased crop failure, reduced yields, and heightened pest pressures due to changing weather
- Expressing immediate concerns about labour and fertilizer costs and availability
- Seeking access to digital solutions and crop technologies for improved livelihoods
- Maintaining optimism and resilience, nurturing the dream of passing on their farms to the next generation

In this Annual Report, we invite you to explore the tangible impact of our initiatives as we continue to work to empower smallholder farmers and shape a brighter future for Indian agriculture. Join us as we navigate the challenges, seize the opportunities, and pave the way to fulfill our mission of “Health for All, Hunger for None”.

Enabling farmers to get the most out of their fields while using fewer resources



Pushpinder Singh

Hanumangarh,
Rajasthan



For, Pushpinder Singh, the arrival of a drone on his 14 acres of mustard field, in Hanumangarh, Rajasthan has made his life sweeter.

Formerly an IT professional, Pushpinder Singh is now a torchbearer of innovation for his fellow farmers in his district. He is embracing one of the most efficient methods of crop protection application to overcome crop loss.

Pushpinder saw an opportunity to alleviate his manpower shortage concerns with technology. Agricultural labour shortages across Hanumangarh have made it challenging for the growers to hire enough workers, and Pushpinder Singh wanted to get the most out of his fields while using less land and fewer resources. "I wanted a longer-term plan", he says. That's when he decided to adopt Bayer's transformational drone spray services on his farm.

This technology is designed to not only overcome labour shortages but also reduce water usage for spraying by 95%. Apart from these crucial benefits, drone spray services also ensure targeted, uniform application of plant protection chemicals across the farmland, while limiting farmers' risk of accidental exposure.



“ I am very impressed with the drone spray system. It ensures an even and thorough coverage of spray, leaving no area untreated and minimizes product wastage. This innovative technology is incredibly beneficial, and I strongly recommend all farmers to adopt this service. ”

For Pushpinder, the usage of drones has helped him increase his mustard crop yield by

28%



Helped save **152** liters of water per acre and other resources



Enhanced his income by up to

30%

Bayer has partnered with innovative drone startup, General Aeronautics Pvt. Ltd. and has previously conducted several in-house and external R&D trials with universities and central research institutions to generate data to make drone-based services available to farmers.

The drone spray services supported by Bayer are benefiting farmers in the states of Haryana, Rajasthan, UP, MP, Maharashtra, Odisha, Andhra Pradesh and Karnataka.

Drone applications in agriculture are endless – from efficient crop protection to spraying, mapping and surveying. Cumbersome tasks can be co-opted by such technologies, such as by ensuring the targeted, uniform application of insect, weed and disease-control products across the farmland, while limiting farmers' risk of accidental exposure to chemicals. This can also lead to increased time in farmers' hands for other tasks, which could spur diversification in their fields.

Bayer remains committed to advancing digitisation and mechanisation to shape a future-proof agricultural sector and build a sustainable planet.



Transforming agriculture: a farmer's tale of success with DEKALB® Hybrid



**Rapalla
Rambabu**

Andhra Pradesh

In the heartlands of Andhra Pradesh, Rapalla Rambabu's journey epitomises the transformative power of innovation in agriculture. With a modest 10 acres in Manchala village, Guntur district, Rapalla's quest for better yields led him to embrace Bayer's DEKALB® corn hybrid in 2008. His switch marked a turning point. Battling adverse weather, he not only harvested a bountiful crop but also witnessed a remarkable surge in yield — a leap from a meager 20-25 quintals per acre to an impressive 40-45 quintals per acre. The doubling of his earnings by ₹ 90,000 per acre bore witness to his newfound success.

Rapalla's story resonated beyond his farm. Inspired by his triumph, fellow farmers in Manchala village embraced Bayer's integrated approach to corn cultivation. Their collective adoption symbolised a ripple effect, paving the path for others in the region.

Corn holds a pivotal position in India's agricultural landscape, being the third-largest cereal crop. With cultivation spanning approximately 9 million hectares, it plays a crucial role in ensuring national food security. Despite its significance, India's average corn productivity of 3.4 tonnes per hectare falls short of the global average of 5.8 tonnes per hectare, underscoring the need for enhanced agricultural practices.

Against this backdrop, Bayer's DEKALB® brand marks a milestone of 25 years in service to Indian farmers. More than just premium seeds, DEKALB® embodies a promise of success. Its enduring legacy lies in empowering farmers like Rapalla to unlock their land's full potential, transcending geographical boundaries to touch smallholder farmer lives across the country.

The brand's success is rooted in its unwavering commitment to research and innovation. By harnessing the power of science and technology, DEKALB® pioneers high-yielding corn hybrids tailored to India's diverse agro-climatic conditions. Its portfolio, comprising over 30 hybrids, stands as a testament to its dedication to excellence.

For Rapalla and countless others, DEKALB® is more than just a brand; it's a partner in progress. Through hybrids like DKC9217, farmers continue to witness remarkable outcomes, with increased cob length and attractive grain color heralding prosperity in every harvest.

As DEKALB® celebrates its journey of transformation over the last 25 years, its impact reverberates across the agricultural landscape, benefiting over 2 million farmers and charting a path towards a more resilient and prosperous future for Indian agriculture.

//////

“ I've been cultivating DEKALB® Corn for the past 15 years. Before I used DEKALB® HYBRIDS, I experienced tough situations in my farming during the initial years due to the vagaries of the monsoon, crop lodging, and high levels of pest and disease infestations resulting in lower yields. Once I started cultivating DEKALB®, it provided me with mental satisfaction and psychological safety by giving better yields, raising my family's standard of living. Recently, for the past 2 years, I have been growing a new DEKALB® Hybrid DKC 9217 in the Rabi season, which has performed extremely well, giving consistent yield and standability. I have planted it in 6 acres and plan to expand the acres in the coming Rabi too. ”



Empowering 25,000+ smallholders for sustainable soybean cultivation



Collaborating closely with ADM, Bayer is spearheading efforts to ensure sustainable food security, particularly in the soybean sector.

Despite India's substantial soybean production of nearly 14 million metric tonnes in 2023, challenges such as erratic weather patterns and climatic uncertainties persist, particularly in regions like Beed and Osmanabad in Maharashtra. These challenges often hinder productivity growth for growers and create supply inconsistencies for processors, thereby impeding investment in soybean cultivation.

Recognising the importance of addressing these issues and fostering a sustainable crop production model, Bayer joined forces with ADM, a global leader in sustainable nutrition. Together, the aim is to enhance the value offerings for soybean farmers in India, with efforts and outreach already underway in Maharashtra's Latur, Osmanabad, and Beed districts.

Since its inception in 2022, the project has made significant strides. Implemented across 14 clusters, it has positively impacted over 25,000 farmers and covered more than 34,000 hectares of land in Beed, Latur, Osmanabad, and Nanded.

Smallholder farmers in these regions have received support such as advisory services, Bay G.A.P trainings, specialised agronomist field visits, and seed treatment demonstrations. These interventions aim to uplift livelihoods and boost incomes while promoting sustainable agricultural practices.



The results of this partnership are tangible:

- Farmer yields have seen an impressive increase of 10-15% in model plots
- Mechanisation of seed treatment has been enhanced, with 20% of farmers adopting mechanised approaches
- The successful implementation of Proterra Sustainability principles underscores the commitment to sustainable agriculture and its positive impact on local communities and the environment

Through collaborative efforts and a shared vision, Bayer and ADM are paving the way for a more sustainable and resilient soybean industry, benefiting farmers, processors, and consumers alike.



Regenerative rice practices that are helping farmers mitigate climate change*



India, the most populous country in the world is also the country with the largest acreage dedicated to rice production. While 80% is consumed on the domestic market, it is also the largest exporter of this staple food for more than half the world's population. Using regenerative agricultural practices, Bayer is supporting farmers in India's transition to Direct Seeded Rice, to provide for a growing population in a more climate-friendly and resource-efficient way. One such farmer is Jyothi.



Jyothi farms together with her husband on just over 4 hectares of land near Tripuraram, a village in the Nalgonda district of Telangana state in southern India.

Until recently much of their land was being utilised for growing rice through traditional transplantation that requires flooded paddy fields. Agriculture is

water-intensive and rice is the largest contributor of greenhouse gas, producing 1.5% of total emissions globally and responsible for 12% of global methane emissions – a greenhouse gas 28 times more potent than carbon dioxide. In Southeast Asia, rice cultivation accounts for as much

as 25-33% of the region's methane emissions.

Farming globally uses about 70% of the world's developed freshwater resources and 24-30% is consumed by transplanted puddled rice.

*The initiative pertains to other Bayer entities in India.



Jyothi

Telangana

“Each summer is hotter and water scarcity in our region is becoming a real problem affecting agricultural production and the lives of local citizens.

Starting with one acre of land in 2022, and witnessing the benefits of DSR, I have expanded the practice to all six acres of her land as well as four acres of my brother’s land. This transition helped me save ₹ 60,000 per year just in labour costs and significant reduction on water consumption”, explains Jyothi.

The world therefore faces the enormous dual challenge of having to produce more rice for a growing population and doing so in a more climate-friendly and resource-efficient way.

Rising to the challenge, Bayer believes this is possible and the rice crop system based on Direct Seeded Rice is an ideal solution.



Jyothi's farm was one of the first farms in this region to switch to this cultivation method 2 years ago. "Yield was good and cultivation convenient but my major relief is the reduced need and reliance on finding and being able to afford labour" she explains, "as a small farm we are able to save the equivalent of \$ 500 a season which helps make our farm profitable and improve the well-being of our family." She is part of Bayer's Rice Carbon Programme and practices DSR on her farm.

The Rice Carbon Programme aims at methane emission reduction by encouraging paddy farmers, who practice continuous flooding before enrolling into our programme, to adopt resource-efficient agricultural practices such as Alternate Wetting and Drying (AWD) and Direct Seeded Rice (DSR). These practices aim to reduce the flooding of fields with water and thereby anaerobic decomposition of organic matter. In addition to mitigating methane emissions, the programme also contributes to multiple co-benefits that align with several Sustainable Development Goals (SDGs), including 1, 2, 6, 8, 12, and 13. These goals encompass poverty alleviation, zero hunger, water conservation, economic growth, responsible production and consumption, and climate action.





Resilient Farms:

Farms implementing AWD and DSR experience enhanced soil health, improved climate resilience, lower degradation, resilience against water scarcity, and fostering of sustainable farming.



Reduced Emissions:

AWD and DSR practices reduce anaerobic reactions in rice fields, disrupt methane production and mitigate greenhouse gas emissions.



Sustainable Water Resource Management:

AWD and DSR significantly reduces water usage compared to traditional flooding, saving precious resources. This conserves water for other activities and future seasons, directly contributing to the SDG Goals.



Thriving Communities:

Empowered farmers, reduced water usage and input costs, boost in profitability, unlocked sustainable livelihoods, and thereby strengthening rural economies.



Empowering smallholders with access to technologies and solutions for a brighter future



When smallholders prosper, so do we all. But many lack access to the resources they need to grow profitably. That's where Better Life Farming Alliance comes in. The programme was set up with a dedicated focus on increasing productivity and improving price realisations with a special focus on last-mile connect to improve initially limited access to essential agricultural services.



Physical Better Life Farming Centres, located in remote areas, are at the heart of the effort. At these Centres, smallholders gain access to capacity building focussed on sustainable farming practices, high quality seeds, fertilizer, crop protection solutions, mechanisation, micro financing, digital tools and other services like market linkages to meet their local needs.

Each BLF centre is associated with a Model Farm sized between 0.5 – 1.0 acre and maintained by an Agri Entrepreneur under the guidance of an Agronomist.

To better assess the value of our interventions for the smallholder families, we have been measuring the impact on yield, farmer income and quality of life. For a period of 5

years from 2018-2023, International Finance Corporation (IFC), designed and performed an IFC-led impact assessment in India with smallholder vegetable farmers associated with Better Life Farming Alliance in Uttar Pradesh and Jharkhand. A total of 1,200 farmers including 600 chilli growers and 600 tomato growers were interviewed for the study.

Today, chillis are almost synonymous with Indian cuisine and a key part of the country's US\$ 4.46 billion in annual spice exports. Chilli farmers increased their crop production by 89%, with 145% increase in their incomes. The study also revealed that farmers felt confident in adopting modern agricultural techniques like drip irrigation, mulching and intercropping

while witnessing improved crop yields. There were also clear impacts on farmer well-being, with 87% saying their quality of life had improved with increased incomes. This included the ability to afford education for their children and the quality of their meals.

Further, in India, tomatoes have come a long way from being considered just as a juicy vegetable in your salad to becoming one of the most profitable crops in Indian agriculture. Some of the key findings from the IFC-led impact assessment reveals, over 79% increase in yield for tomato growers across Jharkhand. To achieve a good yield, 31% of growers have adopted drip irrigation and 22%



have adopted the use of mulching to optimise their irrigation process resulting in 200% increase in income for tomato growers.

We believe, smallholder farming communities have the ability to lift themselves out of poverty. But in order to do so, smallholders need access to the latest agricultural technology, supporting services and sustainable agricultural practices, especially in regions with weak ecosystem. We seek to enable their power with a last-mile delivery ecosystem, catering to the most pressing agricultural needs in the regions we serve. Globally, we are committed to supporting 100 million smallholder farmers by 2030.





Chairman's Message



Dear Shareholders,

I am pleased to present the 66th Annual Report for Bayer CropScience Limited for the financial year 2023-24. Reflecting on India's agricultural landscape during this period, we acknowledge the triumphs and tribulations that have shaped our journey.



Despite evolving global dynamics and local challenges, the agricultural sector remains the backbone of our nation's economy, showcasing resilience and adaptability in adversity.

Recognising the key challenges facing Indian agriculture is crucial. Geopolitical tensions and trade disruptions threaten market stability, requiring proactive engagement. Inflationary pressures and volatile input costs strain farming viability, necessitating targeted policies for affordability. Labour shortages, exacerbated by urban migration, demand investment in mechanisation and skill development. Climate change-induced uncertainties, including erratic weather patterns and water scarcity, urge adoption of climate-resilient practices and efficient water management. Ensuring food security for a growing population mandates a holistic approach integrating technology and equitable distribution mechanisms.

Collaborative efforts among government, industry, and civil society are essential to address these challenges. Embracing digital technologies, investing in research for climate-resilient crops, facilitating access to credit, and fostering inclusive value chains are pivotal. By innovatively addressing these challenges, we can chart a sustainable path forward for Indian agriculture, ensuring its resilience and prosperity.

As a leading player in Indian agriculture, we are navigating through our own transformation, reforming, sharpening, and strengthening our portfolio of solutions and focusing on bringing about positive change at scale. While there is no silver bullet, a collaborative ecosystem of all stakeholders can help solve and accelerate the changes that are required.

Our diverse portfolio of offerings spanning the agri value chain, from seeds to crop protection to farm services, has been instrumental in driving value and catering to the needs of millions of farmers across India. This year marked a significant milestone for DEKALB®. The brand has been a secret of prosperity for corn farmers across India for 25 years now. DEKALB® has helped corn farmers deliver high-quality produce under different climatic conditions. For this, we are grateful to Indian corn farmers for trusting the brand and being a partner in this journey of success to reach this milestone.

Furthermore, as a responsible organisation, Bayer recognises the critical role it must play in not only addressing complex problems like climate change but also in improving the world, environmentally, socially and economically. We have taken various initiatives under our commitments to achieve the UN Sustainable Development Goals (SDG) and climate neutrality in our operations by 2030.

In 2023-24, we displayed immense fortitude and resilience despite extreme weather events and challenging market conditions. As we look to 2024 and beyond, we are optimistic. I sincerely thank our Shareholders, Banks & Financial Institutions, Distributors and Farmers for partnering with us. I would also like to thank our employees for their remarkable resilience and ownership in ensuring business continuity. We count on your continued support, trust, and partnership.

Best wishes,

Pankaj Ramanbhai Patel

Chairman and Non-Executive
Independent Director



MD & CEO's Message



Dear Shareholders,

In the midst of changing market dynamics and external pressures, I am honored to share with you our reflections on the past fiscal year and our collective aspirations for the future. Despite facing a myriad of challenges, our journey has been defined by resilience, innovation, and a steadfast commitment to delivering sustainable value to all stakeholders.



Over the past year, the Indian agricultural landscape has faced diverse pressures and weather uncertainties, underscoring the importance of adaptability and forward-thinking strategies. In the face of these challenges, Bayer has remained resolute, leveraging our expertise and resources to mitigate risks and seize opportunities for sustainable growth. This includes, but is not limited to, prudent channel management, consistently favoring sell-out over sell-in.

At the heart of our mission is a firm belief that sustainability principles and financial growth are not contradictory but rather complementary. Central to this ethos is our dedication to Regenerative Agriculture (RegenAg), reflecting our commitment to environmental stewardship and sustainability. Ultimately, this approach ensures sustainable profitability for both our customers and our business, serving society at large. By embracing RegenAg practices, we not only enhance the resilience of our operations but also contribute to broader ecological goals, such as soil health improvement and biodiversity conservation. Our Direct Seeded Rice (Direct Acres) programme is an example in case.

Moreover, we recognise the critical importance of addressing nutritional security in India. The data around it and the effort being made by the Government underscores the urgency of this issue, with a significant portion of our population still grappling with dietary deficiencies. With 'Health for All, Hunger for None' as our mission, we, at Bayer, are deeply committed to addressing these challenges through our initiatives aimed at promoting crop

diversification, enhancing nutritional content, and fostering sustainable cropping systems, strengthening the whole food value chain.

In line with our commitment to innovation, technology remains a cornerstone of our strategy. By harnessing the power of digital solutions, precision agriculture techniques, and data-driven insights, we empower our farmers to optimise productivity while nurturing the environment. This not only enhances the sustainability of our operations but also strengthens the resilience of agricultural communities across the country. Collectivisation of farming communities through Farmer Producer Organisations can spur the adoption process by bringing in much-needed economies of scale, drive mechanisation, improve produce quality and increase farmer income as we have witnessed through our operations.

You would have also heard of our efforts globally to implement a new operating model (Dynamic Shared Ownership) that will bring the customer i.e., our smallholder farmers at the heart of our strategy and operations. We are creating micro-enterprises within the organisation to bring decision-making closest to them. We believe that what got us here, will need to undergo a radical transformative process to catapult us to the next level of growth.

Amidst this, we remain resolute in delivering value to all stakeholders. Whether it be through transparent governance practices, ethical business conduct, or community engagement initiatives, we strive to create enduring positive impact that extends beyond financial metrics. The year ahead

will require us to be cautious and show financial prudence to ensure that we continue to deliver on our commitments. More than ever, we will bank on your continued support and trust.

In conclusion, I extend my heartfelt gratitude to each of you, our esteemed shareholders, for your unwavering and continued support and trust. Together, let us forge ahead, with renewed vigor and determination, towards a future where agriculture is not only sustainable but also serves as a catalyst for holistic societal development.

Warm regards,

Simon-Thorsten Wiebusch

Vice Chairman & Managing Director
and CEO

Board of Directors



Mr. Pankaj Ramanbhai 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 has published over 100 research papers in peer reviewed journals and is a co-inventor in more than 64 patents. He has been conferred with D. Sc. (Honoris Causa) by Dr. A.P.J. Abdul Kalam Technical University, Lucknow.

Mr. Pankaj Patel has been appointed as the non-official Director in Central Board of the Reserve Bank of India. He is on the board of several institutions, including Chairman of the Board of Governors of IIM Ahmedabad and Chairman of IIM Udaipur and Invest India. 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 on the board of several Not-for-Profit & charitable institutions. Mr. Pankaj Patel is the Executive Chairman of the Gujarat Cancer Society and Chairman of the Gujarat Cancer and Research Institute, a Regional Cancer Centre and one of the largest cancer centres of India, reaching out to the needy and underprivileged cancer patients. He also officiates as the Chairman of the Deaf and Mute School, Ahmedabad. He is also the Chairman of Zydus Foundation, which has set up Zydus Hospital and Medical College, Dahod.

In recognition of his contributions to the healthcare industry in India, Mr. Pankaj Patel is a recipient of several awards including the Acharya PC Ray Memorial Gold Medal Award and the Eminent Pharmacist Award, the India Innovator Award at the India Business Leaders Awards instituted by CNBC. For his entrepreneurial vision, Mr. Pankaj Patel was awarded the Ernst & Young Entrepreneur of the Year Award in the Life Sciences category.



Mr. Simon-Thorsten Wiebusch
(DIN: 08335591)

Vice Chairman & Managing Director and CEO

Mr. Simon-Thorsten Wiebusch is the Country Divisional Head for the CropScience 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 Bayer CropScience South-East Asia business, based in Bangkok, Thailand. Simon started his career with Bayer in 1997 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 transformative agriculture that produces sufficient and nutritious food while preserving resources. He is a strong proponent of regenerative agriculture and believes that technology and digital farming tools will improve access to nutritious food, reduce efforts needed to farm, manage risk, ensure traceability and help especially smallholder farmers earn better livelihoods.



**Ms. Ketaki Sanat
Bhagwati**

(DIN: 07367868)

Non-Executive Independent Director

Ms. Ketaki Sanat 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 organisation 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 a founding partner of AgVaya LLP. He 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-Johannes Britsch

(DIN: 09194547)

Executive Director & CFO

Mr. Simon-Johannes 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 bachelors' degree in Economics and Management from FOM University of Applied Sciences in Germany. He is an alumnus of Harvard Business School.



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 specialisation in Finance & Controlling and Audit.



Dr. Miriam Holstein
(DIN: 10458293)

Non-Executive Non-Independent
Director

Dr. Miriam Holstein is the Head of Corporate Office at Bayer AG. In this role, she primarily advises and supports the Group Board of Management in its tasks and decisions, and, amongst other parts, leads and supports the country CEOs / MDs and their organisations.

Miriam has been with Bayer since 1998 in various roles with increasing responsibilities. She started her career at the company's headquarters in Germany as legal counsel. In 2002, she took over responsibilities in Corporate Finance. Thereafter, in 2007, she assumed the role as Head of Business Planning and Administration at Currenta GmbH & Co. OHG, at that time a joint venture between Bayer and Lanxess. From 2011-17, Miriam was Head of Corporate Finance. In 2017, she moved to Finland assuming the role of CEO / CFO for the Bayer Group in the Nordic Region until 2022.

Miriam has studied law at the universities of Gießen and Bonn, Germany, and Norwich, England. She holds a doctor's degree in law (University of Münster, Germany) and an honorary doctor's degree from the university of Turku, Finland.



Ms. Radhika Rajan
(DIN: 00499485)

Non-Executive Independent Director
(w.e.f. July 23, 2024)

Ms. Radhika Rajan is Executive Vice President at DSP Investment Private Limited, the Family Office of the Founder of the DSP Group, Mumbai. In this role, she manages the investment portfolio of the Family office, with a special focus on Private Equity and Venture Investments.

Ms. Rajan has over 40 years of experience in the financial markets, in New York till 2011, and in Mumbai, India till date. She has focussed on India as an investment destination since 1999, when she made a brief foray into the IT sector, as one of the earliest team members of Mphasis, which is now amongst top 10 listed IT services companies in India. In 2003, she joined the TCG Group in New York to set up an offshore Indian Equities Hedge Fund and advise TCG and several other private equity groups on proposed investments in the US-India corridor. Prior to 1999, Ms. Rajan worked as a global-macro proprietary investor/trader at different large financial institutions like J P Morgan (formerly Chemical Bank), Itochu, UBS, Bank of America and Bank of Montreal. She was an invited contributing author of "The Global Internet Economy", a book published by MIT Press in 2003. She is a Charter Member of TIE Tristate, the New York based chapter of TIE, a global association of entrepreneurs active in accelerating the globalisation of Indian Business.



Corporate Information

Company Secretary & Compliance Officer

Bharati Shetty
(w.e.f. July 15, 2024)

CIN

L24210MH1958PLC011173

Registered Office

Bayer House, Central Avenue,
Hiranandani Estate, Thane (West) - 400607
Maharashtra, India
Tel No.: +91 22 25311234
Fax No.: +91 22 25455063
Email: ir_bcsl@bayer.com
Website: www.bayer.in

Statutory Auditor

Deloitte Haskins & Sells LLP

Registrar & Share Transfer Agent

Link Intime India Private Limited
(Formerly TSR Consultants Private Limited)
C-101, 1st Floor, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai - 400083
Tel: +91-22-66568484
Fax: +91-22-66568494
Email ID: csg-unit@linkintime.co.in
Website: www.linkintime.co.in





NOTICE

NOTICE is hereby given that the 66th Annual General Meeting of Bayer CropScience Limited will be held on Wednesday, August 14, 2024, at 11:30 a.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, 2024, 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, 2024.
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.

SPECIAL BUSINESS:

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

4. **Appointment of Ms. Radhika Rajan (DIN: 00499485) as the Non-Executive Woman Independent Director of the Company**

As a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors (“Board”), Ms. Radhika Rajan (DIN: 00499485), who was

appointed as an Additional Director (Category: Non-Executive Woman Independent Director) of the Company with effect from July 23, 2024, who meets the criteria of independence under Section 149(6) of the Act and rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as the Woman Independent Director of the Company for a period of five (5) years which would commence from the date of the ensuing Annual General Meeting and that she shall not be liable to retire by rotation.

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

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, things, take all such steps as may be necessary and expedient to give effect to the foregoing resolution.”

5. **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 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Act (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, 2025, being ₹ 0.63 Million (Rupees point six three 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.”

NOTES:

1. 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, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 (“MCA Circulars”) and Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and other applicable circulars (“SEBI 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”) without physical presence of Members. In compliance with the applicable provisions of the Act and MCA Circulars, the 66th AGM of the Members will be held through VC/OAVM and Members can attend and participate in the AGM through VC/OAVM only as arranged by the Company with National Securities Depository Limited (“NSDL”).
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 thereat 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 66th AGM along with the Annual Report for the financial year 2023-24 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 2023-24 will also be available on the Company’s website at www.bayer.in and website of BSE Limited at www.bseindia.com as well as on website of NSDL at www.evoting.nsdl.com. Physical copy of the Notice of the 66th AGM along with Annual Report for the financial year 2023-24 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force, in respect of the Director 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 Friday, August 02, 2024 till Friday, August 09, 2024 (both days inclusive).
9. The Final Dividend of ₹ 35 per Equity Share, as recommended by the Board of Directors, if declared at the ensuing 66th AGM will be paid on or after Wednesday, August 28, 2024:

- (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 Thursday, August 01, 2024, 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 Thursday, August 01, 2024, as per details furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").
10. SEBI vide its circular dated November 3, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023, and November 17, 2023) has mandated that with effect from April 1, 2024, dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC compliant i.e. the details of PAN, Choice of Nomination, Contact Details, Mobile Number, Bank Account Details and Specimen Signatures are registered. In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend/interest etc. shall be paid upon furnishing all the aforesaid details in entirety.
11. To receive the dividend on time, Members holding shares in physical form should be KYC compliant and receive the dividends directly in their bank accounts through Electronic Clearing Service or any other means. Members are requested to send the following documents to the Registrar and Share Transfer Agent ("RTA") – Link Intime India Private Limited, latest by Thursday, August 01, 2024:
- a. Form No. ISR-1 duly filled and signed by the holders stating their Name, Folio Number, complete address with Pincode, and the following details relating to the bank account in which the dividend is to be received:
 - (i) Name of Bank and Bank Branch.
 - (ii) Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions.
 - (iii) 11-digit IFSC Code; and
 - (iv) 9-digit MICR Code.
 - b. Original copy of cheque bearing the name of the Member or first holder, in case, shares are held jointly.
 - c. Self-attested copy of the PAN Card of all holders.
 - d. Self-attested copy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
 - e. Form ISR-2 duly filled and signed. The signature of the holders should be attested by the Bank Manager.
 - f. Form SH-13, Nomination form of ISR-3 to opt out from Nomination.
- The above Investor Service Request Forms (ISR) are available at RTA's website at <https://www.linkintime.co.in> → Resources → Downloads → KYC → Formats for KYC.
12. 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 dispatched to such shareholders holding shares in electronic form by post.
13. Members are requested to direct all shares related correspondence at the following address:
- Link Intime India Private Limited ("LI IPL"),
(formerly TSR Consultants Private Limited which got merged with LI IPL)
Unit: Bayer CropScience Limited,
C-101, 1st Floor, 247 Park
L.B.S. Marg, Vikhroli (West)
Mumbai - 400083
Tel: +91-8108118484
Fax: +91-22-66568494
Email ID: csg-unit@linkintime.co.in
Website: www.linkintime.co.in
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, Telephone/Mobile Numbers,

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/LIPL in prescribed Form ISR-1 along with the supporting documents and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.
15. SEBI has mandated the updation of Permanent Account Number ("PAN"), contact details viz. complete address with Pincode, Mobile Number, email id, Bank details and Account Number, 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 June 30, 2023, 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 Account Number and type, MICR and IFSC, Nomination Details and Specimen Signature (as applicable) to their DP in case of holding in dematerialised form or to LIPL through Form ISR-1, Form ISR-2 and Form SH-13 (as applicable). The Investor Service Request forms are available at www.bayer.in in case of holdings in physical form.

16. 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 dematerialised 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 LIPL, for assistance in this regard.
17. 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 and on the website of the LIPL at www.linkintime.co.in/. It may be noted that any service request can be processed only after the folio is KYC Compliant.

18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or LIPL, 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 dematerialised form.
19. As per the provisions of Section 72 of the Act and SEBI Circular dated March 16, 2023, 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 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 at www.bayer.in. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialised form and to LIPL in case the shares are held in physical form.
20. 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 to avoid transfer of dividends or shares as the case may be to the IEPF Account. The Shareholders holding shares in physical form are requested to submit the KYC details in requisite forms as stated above duly executed to LIPL along with the supporting for claiming the dividend. The Shareholders holding shares in electronic form are requested to ensure their bank



details are updated against their demat account which will be considered to make payment of the outstanding dividend. The details of the unclaimed dividends are available on the Company's website at www.bayer.in and the website of MCA at www.mca.gov.in.

21. The Ministry of Corporate Affairs has vide notification dated September 05, 2016, brought into force certain provisions of Sections 124 and 125 of 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 write to the Company/RTA seeking information on the procedure for Claiming the shares/dividend from IEPF Authorities. Once the Shareholder/Claimant complies with the procedure and submits the required documents, the Company issues the Entitlement Letter to the members, pursuant to MCA circular dated April 05, 2024, which can be submitted along with e-Form IEPF-5 and other required documents as mentioned at www.iepf.gov.in.

22. 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 along with Form ISR-1 duly filled and signed as per the specimen signature registered with the Company:
- to LIIPPL, for shares held in physical form; and
 - 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 DP.

23. 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_bcs1@bayer.com and the Company shall endeavour to provide inspection of documents to such Member.
24. 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 on the Company's website at www.bayer.in. The shareholders are requested to send all the necessary documents complete in all respect through email at dividend.india@bayer.com on or Thursday, August 01, 2024, to enable the Company to deduct the correct TDS on the payment.

A. VOTING THROUGH ELECTRONIC MEANS

- 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 NSDL.
- The remote e-voting period commences on Sunday, August 11, 2024 (9.00 a.m. IST) and ends on Tuesday, August 13, 2024, (5.00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-Off date of Wednesday, August 07, 2024 ("**Cut-Off Date**"), 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. Avinash Bagul (Membership No. FCS 5578/CP No. 19862) of BNP & Associates, Practicing Company Secretaries, or failing him either Mr. Kalidas Ramaswami (Membership No. FCS2440/CPNo.22856), or Mr. K.Venkataraman, (Membership No. ACS 8897/CP No. 12459) Partners, M/s BNP and Associates to act as the Scrutiniser to scrutinise 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.

com. 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:

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 09, 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.

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>A. NSDL IDeAS facility</p> <p>If you are already registered for NSDL IDeAS facility, please follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” Section. 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. 4. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. 5. Click on options available against company name or e-voting service provider - NSDL 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 & voting during the meeting. <p>If you are not registered for IDeAS e-Services, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com. 2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given in points 1 to 5 above.

Type of Shareholders	Login Method
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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.



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi/Easiest, 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 is 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 home page. The system will authenticate the user by sending OTP on registered Mobile Number & email id as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL, where the e-voting is in progress.

Type of Shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. 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. 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

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?

- 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.
- Once the home page of e-voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ Section.
- 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-Services

after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- 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 Forexample if your Beneficiary ID is 12***** then your user ID is 12*****

<p>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</p>	<p>Your User ID is:</p>
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<p>c. For Members holding shares in Physical Form.</p>	<p>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***</p>
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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.

- b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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.com 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 AGM is in active status.
- 2. Select "EVEN - 129044" of Company 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.

- 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:

- In case shares are held in physical mode, please provide Folio Number, Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by sending an e-mail to evoting@nsdl.com or to the Company at ir_bcs1@bayer.com or to LIPL at csg-unit@linkintime.co.in.
- 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), Aadhaar (self-attested scanned copy of Aadhaar Card) to evoting@nsdl.com or to the Company at ir_bcs1@bayer.com. 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.**
- Alternatively, Members may send a request to evoting@nsdl.com 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:

- The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 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.
- 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.
- 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:

- 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. 129044** 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.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further, Members are requested to use the Internet at good speed to avoid any disturbance during the meeting.
- 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.
- 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_bcs1@bayer.com from Monday, August 05, 2024 (9.00 a.m. IST) to Friday, August 09, 2024 (5.00 p.m. IST). 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

- 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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to avinash.bagul1959@gmail.com with a copy marked to evoting@nsdl.com.
- 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 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 or call on toll free no.: 022 - 4886 7000 or send a request at evoting@nsdl.com. In case of any grievances connected with the facility for e-voting, please contact Ms. Pallavi Mhatre, Senior Manager – NSDL at evoting@nsdl.com.

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 LIPL:** The Company has made special arrangements with LIPL 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 LIPL on or before 5:00 p.m. IST, Wednesday, August 07, 2024. The link for registering email ID is given herein:

Visit the link: https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html

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

- (i) 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

- (ii) Enter Mobile Number. and email address and click on “Continue” button
- (iii) The system will send OTP on Mobile Number and email address.
- (iv) Enter the OTP received on Mobile Number and email address.
- (v) The system will then confirm the email address as recorded for receiving the Notice for this AGM.

After successful submission of the email address, NSDL will email a copy of this AGM Notice and Annual Report for the financial year 2023-24 along with the e-voting User ID and Password. In case of any queries, Members may write to the following email id: evoting@nsdl.com

- **Registration of email address permanently with Company/DP:** Members are requested to register the same with their concerned DPs, in respect of electronic holding and with LIPL, in respect of physical holding, by submission of duly completed Form ISR-1. Further, those Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs/LIPL to enable servicing of notices/documents/Annual Reports and other communications electronically to their email 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 Scrutiniser 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 two (2) working days of the conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
5. On receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company at www.bayer.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person

authorised 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

Pankaj Patel
Chairman
DIN: 00131852

Thane, May 23, 2024

Registered Office:
Bayer House, Central Avenue,
Hiranandani Estate, Thane (West) - 400607
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: 53 years), who retires by rotation being eligible has offered his candidature for re-appointment.

Qualification:

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

Brief Profile/Experience/Nature of Expertise in Functional Areas:

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 regularised at the AGM held on August 07, 2020. He is 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 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 financial year:

Four (4)

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 in which he holds directorship and memberships of Committees of the Board apart from the Company:

None.

Names of listed entities in which he holds Chairmanships apart from the Company:

None.

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

Nil.

Shareholding in the Company, including shareholding as a beneficial owner:

He does not hold any shares in the Company.

Ms. Radhika Rajan (DIN: 00499485)

Ms. Radhika Rajan (Age: 68 years) has been appointed as an Additional Director of the Company with effect from July 23, 2024, who holds office up to the date of ensuing Annual General Meeting of the Company. She is appointed as a Woman Independent Director for a period of five (5) years which would commence from the date of the ensuing Annual General Meeting of the Company.

Qualification:

Ms. Rajan holds an MSc degree from the Indian Institute of Technology, Mumbai and also holds a PGDM degree from India's top-ranked business school, the Indian Institute of Management, Ahmedabad.

Brief Profile/Experience/Nature of Expertise in Functional Area/Justification for appointment:

Ms. Radhika Rajan is Executive Vice President at DSP Investment Private Limited, the Family Office of the Founder of the DSP Group, Mumbai. In this role, she manages the investment portfolio of the Family Office with a special focus is Private Equity and Venture Investments.

Ms. Rajan has over forty (40) years of experience in the financial markets, in New York till 2011, and in Mumbai, India till date. She has focussed on India as an investment destination since 1999, when she made a brief foray into the IT sector, as one of the earliest team members of Mphasis, which is now amongst the top 10 listed IT services companies in India. In 2003, she joined the TCG Group in New York to set up an offshore Indian Equities Hedge Fund and advised TCG and several other private equity groups on proposed investments in the US-India corridor. Prior to 1999, Ms. Rajan worked as a global-macro proprietary investor/trader at different large financial institutions like J P Morgan (formerly Chemical Bank), Itochu, UBS, Bank of America and Bank of Montreal. She was an invited contributing author of "The Global Internet Economy," a book published by MIT Press in 2003. She is a Charter Member of TIE Tristate, the New York based chapter of TIE, a global association of entrepreneurs active in accelerating the globalisation of Indian Business.

Terms and conditions of appointment:

Ms. Radhika Rajan has been appointed as Additional Director of the Company with effect from July 23, 2024, holds office up to the date of ensuing Annual General Meeting of the Company. She is appointed as a Woman Independent Director for a period of five

(5) years which would commence from the date of the ensuing Annual General Meeting of the Company. She shall not be liable to retire by rotation.

Details of remuneration sought to be paid:

Ms. Radhika Rajan will be paid sitting fees for attending the Board and Committee Meeting(s) of the Company and Commission as may be decided by the Board from time to time.

Remuneration last drawn:

Not Applicable.

Date of first appointment on the Board:

Ms. Radhika Rajan has been appointed as an Additional Woman Independent Director, on the Board with effect from July 23, 2024.

Disclosure of relationships between directors inter-se:

None of the Directors are in any way related to Ms. Radhika Rajan.

Disclosure of relationships with other Key Managerial Personnel:

None of the Key Managerial Personnel or their relatives are in any way related to Ms. Radhika Rajan.

Number of Board meetings attended during the financial year:

None in the financial year 2023-24 as she is being appointed with effect from July 23, 2024.

Names of listed entities in which she holds directorships and memberships of Committees of the Board:

She holds directorship in Bayer CropScience Limited and also holds memberships in Audit Committee and CSR and ESG Committee of Bayer CropScience Limited.

Names of listed entities in which she holds Chairmanships:

She is the Chairperson of Nomination and Remuneration Committee of Bayer CropScience Limited.

Names of the listed entities in which she holds directorship and memberships of Committees of the Board apart from the Company:

She holds directorships in 3M India Limited, Sonata Software Limited and Sonata Information Technology



Limited. She also holds membership in Audit Committee and Stakeholders' Relationship Committee of 3M India Limited and Sonata Software Limited.

Names of listed entities in which she holds Chairmanships apart from the Company:

None

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

None

Shareholding in the Company, including shareholding as beneficial owner:

She 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 and Item No. 5 in the accompanying notice:

Item No. 4:

The Board of Directors in its meeting dated May 23, 2024, based on the recommendation of the Nomination & Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") read with Article 153 of the Articles of Association of the Company, had appointed Ms. Radhika Rajan (DIN: 00499485) as an Additional Woman Independent Director with effect from July 23, 2024, upto the date of ensuing Annual General Meeting of the Company and is eligible for appointment as a Director. Subject to the approval of the shareholders and pursuant to the provisions of Section 149(10), 150(2), 152(2), first proviso of Section 152(5) of the Companies Act, 2013 read with Rule 4 and 5 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 and Regulation 17 and 25(6) of the SEBI Listing Regulations, Ms. Radhika Rajan would be and is hereby appointed as an Woman Independent Director of the Company for a period of five (5) years which would commence from the date of the ensuing Annual General Meeting of the Company. A notice in writing under Section 160 of the Act has been received from a member signifying the intention to propose the name of Ms. Rajan as a candidate for the office of Director.

The Nomination and Remuneration Committee recommended her appointment on the basis of her knowledge, skills, expertise and experience.

The Company has also received the declaration from Ms. Rajan stating that she meets the criteria of independence as per Section 149(6) of the Act as well as Regulation 16 of the SEBI Listing Regulations. The detailed profile of Ms. Rajan is set out in the Annexure to this Notice.

A copy of the letter of appointment issued to Ms. Rajan setting out the terms and conditions of her appointment as a Woman Independent Director will be available for inspection by the members as stated in point 23 of the Notes given above.

In the opinion of the Board, Ms. Radhika Rajan fulfils the conditions specified in the Act and the rules made thereunder and also under the SEBI Listing Regulations for appointment as Woman Independent Director and is independent of the Management.

The resolution seeks approval of the Members for appointment of Ms. Radhika Rajan as a Woman Independent Director of the Company for a period of five (5) years commencing from the date of the ensuing Annual General Meeting and that she shall not be liable to retire by rotation.

The Board of Directors recommend the "**Special Resolution**" set out in **Item No 4** of this Notice for the approval of the Members.

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

Except Ms. Radhika Rajan, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing of this resolution as set out in **Item No. 4**.

Item No. 5:

The Board, on the recommendation of the Audit Committee, in its meeting dated May 23, 2024, 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, 2025, at a remuneration of ₹ 0.63 Million (Rupees point six three Million only) plus taxes as applicable and out-of-pocket expenses incurred by them for

the purpose of audit for the financial year 2024-25. A Certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection by the members as stated in point 23 of the Notes given above.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board has to be ratified by the members of the Company. Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at **Item No. 5** of the Notice.

The Board recommends ratification of remuneration of Cost Auditors, as set out in **Item No. 5** of the Notice for approval of the Members as an **Ordinary Resolution**.

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**.

By Order of the Board of Directors

Pankaj Patel
Chairman
DIN: 00131852

Thane, May 23, 2024

Registered Office:
Bayer House, Central Avenue,
Hiranandani Estate, Thane (West) - 400607
CIN: L24210MH1958PLC011173



DIRECTORS' REPORT

Dear Members,

The Board of Directors are pleased to present the Company's 66th Annual Report on its business and operations, together with the Audited Financial Statements along with the Report of the Auditors for the financial year ended March 31, 2024.

Financial Performance

	(₹ in Million)	
Particulars	2023-24	2022-23
Revenue from Operations	51,032	51,397
Other Income	810	639
Total Income	51,842	52,036
Profit Before Tax and Exceptional Item	9,414	8,863
Add: Exceptional Items (Refer Note 46 to Financial Statements)	0	1,038
Profit Before Tax	9,414	9,901
(Less): Tax Expense	(2,009)	(2,319)
Profit for the Year	7,405	7,582
Add/(Less): Other Comprehensive Income	35	(86)
Total Comprehensive Income for the year	7,440	7,496
Add: Retained Earnings at the beginning of the year	21,698	20,465
Amount available for Appropriation	29,138	27,961
Appropriations:		
Dividend declared	1,348	1,124
Transfer to General Reserve	0	645
Interim Dividend	4,719	4,494

Dividend

In line with the Dividend Distribution Policy of the Company, the Board of Directors at their meeting held on May 23, 2024, have recommended a Final Dividend of ₹ 35 per Equity Share of ₹ 10 each amounting to ₹ 1,573 Million for the financial year ended March 31, 2024. The declaration of Final Dividend is subject to approval of the Members at the ensuing Annual General Meeting of the Company. Further, the Interim Dividend of ₹ 105 each per Equity Share of ₹ 10 each amounting to ₹ 4,719 Million as recommended by the Board of Directors was paid on November 30, 2023.

The total Dividend for the financial year 2023-24, including the proposed Final Dividend, amounts to ₹ 140 per Equity Share of ₹ 10 each.

The Register of Members will remain closed from Friday, August 02, 2024, till Friday, August 09, 2024 (both days inclusive) for reckoning the members eligible for dividend.

The detailed policy is also available on the Company's website at www.bayer.in.

Transfer of funds to the Reserves

There is no amount which is proposed to be transferred to the General Reserves.

Material changes and commitments

There have been no material changes and commitments, affecting the financial performance of the Company which occurred between the end of the financial year of the Company to which the financial statements relate and the date of this Report.

Exports

Export sales for the financial year ended March 31, 2024 were ₹ 1,646 Million as compared to ₹ 1,863 Million during the previous year.

Insurance

Your Company's assets continue to be adequately insured against various risks like fire, riot, earthquake 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. Pursuant to Regulation 25(10) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (“SEBI Listing Regulations”), the Company has also availed Directors and Officers Liability Insurance Policy to cover the Directors and Officers of the Company. Stocks are insured whilst in transit and/or stored in the warehouses of the Company. In addition, all the employees are covered against the risk of loss of life, hospitalisation and personal accidents.

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 a monthly basis.

Directors’ Responsibility Statement

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013, (“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, 2024 and of the profit of the Company for the financial year ended March 31, 2024;
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.

Health, Safety & Environment (HSE)

Last year, our company set off on a journey to focus the efforts of every Bayer employee solely on our bold mission: Health for all, Hunger for none. As the Company is adopting an operating model that will enable us to better address real challenges, unleash our full business potential, and become the “Best Bayer”, we are committed to ensure a safe working environment for all employees.

At Bayer, we respect and care for the environment and the safety, health and wellbeing of people, whether they are employees, contractors or visitors. The Company aspires to make an impact in sustainability that helps people and our planet thrive along relevant Environmental, Social and Governance (ESG) topics.

The Company continuously improves its business processes while meeting or exceeding legal and regulatory HSE requirements. The Company provides psychological safety to encourage transparent reporting of HSE injuries, near misses and observations and utilises a best-in-class digital incident management tool with Artificial Intelligence capabilities. The Company puts in the additional focus on incidents with potential for high severity injuries and fatalities while taking timely and adequate corrective and preventive actions.

The Company recognises that along with risk mitigation, leadership commitment and employee engagement are essential pillars for fulfilling our HSE aspirations. At Bayer, we also impart all the required training and to take care of our employees, our leaders demonstrate safety leadership and have regular conversations on health and safety in townhalls and other forums.

The Company implements the global Bayer HSE management system, which is a robust framework of policies, processes, and procedures to fulfil all the tasks required to achieve the HSE objectives. Our formalised management system helps to ensure that employees are clear about who does what and how to cover statutory or regulatory requirements. This facilitates



compliance with external and internal requirements, fosters continual improvement, and helps to achieve the organisation's objectives. 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 station at Bengaluru.

To promote ownership of Sustainability, Safety, Health & Environment amongst employees, the company celebrates occasions like the World Environment Day, India National Safety Week, National Road Safety Month, UN International Road Safety Week, International Yoga Day, International Self-Care Day, Bayer Health and Safety Day and many others.

The Company also ensures safe operations in its value chain by periodically reviewing and hand-holding third party warehouses, suppliers and contract manufacturers.

Corporate Societal Engagement

At the heart of our Corporate Societal Engagement (CSE) in India, there are three focus areas: 'Rural Development, 'Preventive Health Care' and 'Education & Community Engagement'. We have benefited more than 3.2 Million Indians through various initiatives in the last five years.

At Bayer, we want to contribute to a world where everyone has access to sufficient food and can live a healthy life. Accordingly, our corporate charitable giving partners help drive positive societal change supporting our purpose "Science for a better life" and fueling our mission "Health for all, Hunger for none".

We believe in the system-changing power of innovation and focus on identifying new opportunities in rural livelihoods through women-centric approaches. We are working for the upliftment of aspirational districts, delivering innovative technology-based solutions to bridge the healthcare gap in the country and driving unified community engagement projects around education, access to water and gender equality.

Our programmes focus on finding new answers for challenges related to the UN sustainable development goals around nutrition, health, gender equality and access to water, in alignment with our vision.

The Company's CSE programmes are aligned with global objectives of Bayer while pursuing a long-term, well planned, multi-stakeholder participatory approach resulting in a measurable impact on targeted communities.

Business Responsibility and Sustainability Reporting

Regulation 34(2)(f) of the SEBI Listing Regulations inter alia, provides that the Annual Report of the top 1000 listed entities based on market capitalisation as computed on March 31, 2024, shall include a Business Responsibility and Sustainability Report ("BRSR") describing initiatives taken by the Company from an environmental, social and governance perspective. A separate Section on BRSR forms part of this Annual Report.

Human Resources

In today's competitive landscape, our colleagues play a pivotal role in shaping Bayer's success. The implementation of effective HR Strategies has enabled the organisation to nurture and leverage our talent pool to achieve our vision 'Health for all, Hunger for none'.

At Bayer, our practices have fostered a culture of open communication, engagement and innovation within the workforce. Through our processes and systems, we have cultivated an environment where colleagues feel valued and empowered to unleash their full potential, founded on trust and a commitment to diversity, equity and inclusion.

In line with our global human resources strategy and best-in-class industry practices, the Company continues to provide a transparent and equitable compensation system, benefits for employee health and well-being, work-life balance through flexible working hours and developmental opportunities for growth in cross-functional areas.

We have an institutionalised system of measuring employee engagement; the Company conducts surveys, and our latest engagement was 4.2 on a scale of 5.

Encouraging Personal and Professional Development

The Company recognises that investing in the employee's development not only enhances individual performance but also contributes to the overall success of our organisation. Through a range of initiatives and resources, the Company is striving to empower its employees to reach their full potential. From technical skills to leadership development, the Company offers varied learning experiences to support diverse career paths.

Additionally, Bayer's mentorship and coaching programmes pair employees with seasoned professionals who provide guidance, support and invaluable insights to help them navigate their career journeys. The Company also supports employees to pursue further education and professional certifications to accommodate their goals.

The Company is committed to create a culture of growth and innovation, where employees are encouraged to share ideas, take on new challenges and explore opportunities for advancement. Through cross-functional projects, stretch assignments or leadership development initiatives, Bayer provides avenues for advancement at every stage of our employees' careers.

Cultivating Equal Opportunities

The Company believes that diversity is crucial for success as it brings a spectrum of perspectives, experiences, and ideas to the table. Improving diversity in our teams enhances our ability to understand and meet the needs of our customers, driving business performance and competitiveness. Amongst the new hires, the Company has hired almost 32% women in the past year. Additionally, the Company has also driven development of women talent through programmes such as Leadership Link, a global platform that offers participants coaching sessions with global leaders on a variety of topics significant to working women.

The Company is committed to embrace diversity in all forms and aims to foster innovation, creativity, and empathy in our company.

Fostering a Welcoming Work Environment

At Bayer, we believe in cultivating a welcoming work environment, where every employee feels valued, supported and empowered.

Our compensation philosophy is not only about rewarding employees for their hard work, but also

about recognising their value and investing in their long-term success. To that effect, the Company offers competitive and fair compensation to our employees, with comprehensive benefits and performance-based incentives.

The Company values the health and well-being of its employees and continues to offer comprehensive medical benefits including health insurance coverage, digital health wallet scheme, wellness programmes and mental health support. Our Employee Assistance Programmes provides employees with support in the areas of psychological, marital, financial and legal advice in personal matters, further helps nurture their overall well-being.

Awards & Recognition

The Company has once again been featured in the 100 Best Companies for Women in India and has been certified as a Great Place to Work by the Great Place to Work Institute and one of India's best workplaces in Chemicals.

Board of Directors

Based on the recommendations of the Nomination & Remuneration Committee ("NRC"), the Board of Directors have made the following appointments/re-appointments during the year:

- Mr. Simon-Thorsten Wiebusch (DIN: 08335591) was appointed as the Vice Chairman & Managing Director and Chief Executive Officer with effect from November 01, 2023.
- Dr. Miriam Holstein (DIN: 10458293) was appointed as the Non-Executive Non-Independent Director for a term of five (5) years with effect from February 01, 2024.
- Ms. Radhika Rajan (DIN: 00499485) has been appointed at the Board Meeting held on May 23, 2024, as an Additional Woman Independent Director with effect from July 23, 2024, till the date of ensuing Annual General Meeting. She would be appointed for a term of five (5) years which would commence from the date of the ensuing Annual General Meeting of the Company i.e., August 14, 2024, subject to the approval of Shareholders.

The said appointments were subject to the Shareholders' approval and in accordance with Regulation 17(1C) of the SEBI Listing Regulations,



Shareholders' approval for the appointment of Mr. Simon-Thorsten Wiebusch and Dr. Miriam Holstein was sought via Ordinary Resolutions passed through Postal Ballot on January 03, 2024, and March 25, 2024, respectively with the requisite majority. The approval for the appointment of Ms. Radhika Rajan as an Additional Woman Independent Director is being sought in the Notice convening the Annual General Meeting.

Further, during the year, the following Directors resigned from the Company:

- Mr. Duraiswami Narain (DIN: 03310642) resigned from the position of Vice Chairman & Managing Director and Chief Executive Officer with effect from the close of business hours of October 31, 2023, due to his planned repatriation to Bayer US.
- Mr. Simon-Thorsten Wiebusch (DIN: 08335591) resigned as the Whole-time Director with effect from the close of business hours of October 31, 2023.
- Dr. Harsh Kumar Bhanwala (DIN: 06417704) resigned as the Non-Executive Independent Director with effect from the close of business hours of February 01, 2024.
- Mr. Brian Naber (DIN: 09115300) resigned as the Non-Executive Non-Independent Director of the Company with effect from the close of business hours of February 01, 2024.

The Board of Directors placed on record its warm appreciation for the rich and valuable contributions made by Mr. Duraiswami Narain, Dr. Harsh Kumar Bhanwala and Mr. Brian Naber during their association with the Company.

At the forthcoming 66th Annual General Meeting (AGM) of the Company and in accordance with the applicable provisions of the Act and the Articles of Association of the Company, 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 of the Company hold office for a fixed term of five (5) 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 and Mr. Sekhar Natarajan, the Independent Directors of the Company as on March 31, 2024 and Ms. Radhika Rajan, who has been appointed as Woman Independent Director with effect

from July 23, 2024 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 SEBI Listing Regulations as amended from time to time.

The term of five (5) years of Ms. Ketaki Bhagwati (DIN: 07367868) as an Independent Director of the Company ceases on close of business hours of July 23, 2024. Ms. Bhagwati has expressed her intention to not renew her tenure further. Consequently, she shall also step down from Audit Committee, Corporate Social Responsibility and Environmental Social and Governance Committee and Nomination and Remuneration Committee effective the same date.

Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2024, are Mr. Simon-Thorsten Wiebusch, Vice Chairman & Managing Director and Chief Executive Officer, Mr. Simon-Johannes Britsch, Executive Director & Chief Financial Officer, and Mr. Nikunj Kumar Savaliya, Company Secretary and Compliance Officer of the Company. However, the Company Secretary has tendered resignation vide his letter dated April 09, 2024, which will be effective with the close of business hours on May 31, 2024.

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 to 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 2023-24, five (5) Board Meetings were duly convened and held. The details of

the Board Composition and Board Meetings are given in the Corporate Governance Report annexed thereto.

Audit Committee

The Company has an Audit Committee pursuant to the requirements of the Act read with the rules framed thereunder and SEBI Listing Regulations. The composition of the Audit Committee and the details of the Audit Committee Meetings are given in the Corporate Governance Report forming part of this Annual Report.

During the financial year 2023-24, four (4) Audit Committee Meetings were duly convened and held, and 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 Evaluations were 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 SEBI.

The Nomination and Remuneration Committee reviewed the performance of the individual Directors based on various 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 and Remuneration Committee Meeting and were placed at the Board Meeting for the Chairman's review. The evaluation process primarily focussed 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. The evaluation process was conducted in a fair and transparent process.

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 and Remuneration Committee (NRC). The NRC shall be guided by the

said Consolidated Policy while discharging its duties on behalf of the Company. This policy for selection and appointment of Directors, Senior Management and their remuneration includes the criteria for determining qualifications, positive attributes, independence of a director and other matters as required. 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.

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 interests of the employees, shareholders and the society in general, are protected at all times. The well-established vigil mechanism 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. 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 to tackle instances of victimisation. The Company, through its global mechanism has also provided hotline number(s) and a dedicated weblink 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 posted on the Company's website at 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 for the year by providing adequate disclosures in this regard which were placed before the Board.

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 procedures.
- 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 minimisation of risks.

More details of the Risk Management Policy are provided in the Corporate Governance Report.

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 financial year 2023-24, is set out in **Annexure "A"** to the Directors' Report. The CSR policy is uploaded on the Company's website at www.bayer.in.

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 Act 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.

Internal Control System

Your Company has appropriate internal control systems 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 controls evaluation, the Company has established a robust Internal Financial Controls framework across various processes prevalent in the organisation. Internal 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 framework by adopting a systematic approach, which enables it to assess the design and the operating effectiveness of these controls.

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

During the financial year ended March 31, 2024, the Company did not provide any loan, guarantee or provide security in connection with any loan to any group company during the year under review.

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 basis.

Information on transactions entered with the related parties pursuant to Section 134(3)(h) of the Act, read with Rule 8(2) of the Companies (Accounts) Rules, 2014, as prescribed in Form AOC-2 for the financial year ended March 31, 2024, are given under **Annexure "C"** to the Directors' Report.

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

The information as prescribed under the provisions of Section 197(12) of the Act, 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. Further, as per the proviso to Rule 5, the Directors’ Report and the Financial Statements of the financial year ended March 31, 2024, of the Company are being sent to the members, excluding the statement giving particulars of employees under Section 197(12) of the Act. Any member interested in obtaining a copy of such statement without any payment of additional fees, may write to the Company Secretary at the Registered Office of the Company or send an email at ir_bcs1@bayer.com.

Prevention of Sexual Harassment at Workplace

Your Company has a policy on Prevention of Sexual Harassment (“POSH”) to ensure harassment free workspace for the employees. Sexual harassment cases are dealt as per the POSH policy of the Company. Pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, 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 (viz. permanent, contractual, temporary and trainees).

The following is a summary of sexual harassment complaints received and disposed of during financial year 2023-24:

Particulars	Details
Number of complaints pending as at the beginning of the financial year	1
Number of complaints filed during the financial year	1
Number of complaints disposed during the financial year	2
Number of complaints pending as at the end of the financial year	Nil

Annual Return

In accordance with the provisions of Section 92 of the Act, the Annual Return of the Company is hosted on the website of the Company at www.bayer.in.

Compliance with Secretarial Standards

The Board of Directors affirm that the Company has complied with the applicable Secretarial Standards (“SS”) issued by the Institute of Companies Secretaries of India relating to meetings of the Board and its Committees (“SS-1”) and meetings of the Members (“SS-2”).

Reporting of Fraud by Auditors

During the year, the Statutory Auditors, Secretarial Auditors or Cost Auditors did not report to the Audit Committee or 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 the operations, performance and future outlook of your Company is given separately under the head Management Discussion & Analysis Report.

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 – Practising Company Secretaries, a firm of Company Secretaries registered with the Institute of Company Secretaries of India (“ICSI”) to undertake the Secretarial Audit of the Company for the financial year ending March 31, 2024. The Secretarial Audit Report for the financial year ended March 31, 2024, 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 issued by ICSI.

Cost Audit

Pursuant to the provisions of Section 148 of the Act 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 conduct an audit of the cost accounts of the Company pertaining to ‘Insecticides’ for the financial year ending March 31, 2025. As required under the provisions of the Act, the remuneration payable to the Cost Auditor is required to be placed before the Members in the Annual General Meeting for ratification. Accordingly, a resolution seeking members’ ratification for the remuneration payable to M/s. D.C. Dave & Co. is included in Item No. 5 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 Act and as per their appointment at the 64th Annual General Meeting held on August 22, 2022, they shall hold office for a period of five (5) years i.e. from the conclusion of the 64th Annual General Meeting till the conclusion of the 69th Annual General Meeting.

For the year ended March 31, 2024, the Company paid a consolidated sum of ₹ 15 Million to the Statutory Auditors after due approval of the Board.

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 as **Annexure "F"** to the Directors' Report and is also available on the Company's website at www.bayer.in.

Other Disclosures

- a. There have been no significant and material orders passed by the Regulators, Courts or Tribunals which impact the going concern status and Company's operations in future.
- b. The Internal Complaints Committee constituted in terms of the Sexual Harassment of Women

at Workplace (Prevention, Prohibition and Redressal) Act, 2013, continues to be in place.

- c. The Company has not accepted any deposits from the public falling within the ambit of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014.
- d. The Company has not made any one-time settlement with the banks or financial institutions.
- e. There was no change in the share capital or the nature of business of the Company.
- f. There is no application or proceeding pending under the Insolvency & Bankruptcy Code, 2016 against the Company.

Acknowledgements

The Board of Directors wishes to thank all 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

Simon-Thorsten Wiebusch

Vice Chairman & Managing Director and CEO
(DIN: 08335591)
Thane

Simon-Johannes Britsch

Executive Director & CFO
(DIN: 09194547)
Thane

May 23, 2024

ANNEXURE "A"

Annual Report on Corporate Social Responsibility (CSR) Activities

1. Brief outline on CSR Policy of the Company:

Bayer has been present in India for over 126 years, and has made significant contributions towards advancing agriculture, public health, and sustainability in the country. Our business touches the lives of millions of farmers, patients, healthcare practitioners, and consumers.

At Bayer, we want to contribute to a world where everyone has access to sufficient food and can live a healthy life. Accordingly, our corporate charitable giving partners help drive positive societal change supporting our purpose "Science for a better life" and fueling our vision "Health for all, Hunger for none".

Our CSE projects are aligned with the global objectives of Bayer, and we aim to promote societal progress by supporting initiatives that tackle the root cause of issues and ideas with the potential to make a lasting impact for change.

Our CSR initiatives focus primarily on the following thematic areas:

1. Rural Development
2. Preventive Healthcare
3. Education & Community Engagement

2. Composition of CSR & ESG Committee:

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

* Mr. Duraiswami Narain resigned as the Chairman of the CSR & ESG Committee with effect from October 31, 2023.

** Mr. Simon-Thorsten Wiebusch was appointed as the Chairman of the CSR & ESG Committee with effect from November 01, 2023.

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
4. Provide the executive summary along with the web-link(s) 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. a. Average net profit of the Company as per Section 135(5) of the Act: ₹ 165 Million
b. Two percent of average net profit of the Company as per Section 135(5) of the Act: ₹ 165.39 Million
c. Surplus arising out of the CSR projects or programmes or activities of the previous financial years: ₹ 3.80 Million
d. Amount required to be set off for the financial year, if any: Nil
e. Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ 169.18 Million
6. a. Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 164.15 Million
b. Amount spent in Administrative Overheads: ₹ 7.18 Million
c. Amount spent on Impact Assessment, if applicable: Not Applicable
d. Total amount spent for the financial year [(a)+(b) +(c)]: ₹ 171.33 Million
e. CSR amount spent or unspent for the financial year:

Total Amount Spent for the financial year (₹ in Million)	Amount Unspent (₹ in Million)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6) of the Act		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5) of the Act		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
171.33	-	-	-	-	-

- f. 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 sub-section (5) of Section 135 of the Act	165.39
(ii)	Total amount spent for the financial year	171.33
(iii)	Excess amount spent for the financial year [(ii)-(i)]	5.94
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	3.80
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	2.14*

*Out of ₹ 2.14 Million the Company is setting off the excess amount of ₹ 1.50 Million in the succeeding financial year.

7. Details of Unspent CSR amount for the preceding three financial years: -

(₹ in Million)

Sr. No.	Preceding financial year	Amount transferred to Unspent CSR Account under Section 135(6) of the Act	Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 of the Act	Amount spent in the reporting financial year	Amount transferred to any fund specified under Schedule VII as per Section 135(6) of the Act, if any		Amount remaining to be spent in succeeding financial years
					Amount	Date of transfer	
1.	2020-21			Nil (No Unspent CSR Amount)			
2.	2021-22			Nil (No Unspent CSR Amount)			

(₹ in Million)

Sr. No.	Preceding financial year	Amount transferred to Unspent CSR Account under Section 135(6) of the Act	Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 of the Act	Amount spent in the reporting financial year	Amount transferred to any fund specified under Schedule VII as per Section 135(6) of the Act, if any		Amount remaining to be spent in succeeding financial years
					Amount	Date of transfer	
3.	2022-23				Nil (No Unspent CSR Amount)		
Total							-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year: No

If Yes, enter the number of Capital assets created/acquired – Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the financial year:

(1)	(2)	(3)	(4)	(5)	(6)		
Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/Authority/beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
					Not Applicable	Not Applicable	Not Applicable

9. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per sub-section (5) of Section 135 of the Act – Not Applicable.

For and on behalf of the CSR & ESG Committee

Simon-Thorsten Wiebusch

Chairman - CSR & ESG Committee and Vice Chairman & Managing Director and CEO
(DIN: 08335591)
Thane

Simon-Johannes Britsch

Member - CSR & ESG Committee and Executive Director & CFO
(DIN: 09194547)
Thane

May 23, 2024

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, 2024.

I. Conservation of Energy

a. Energy conservation measures at plants located across India:

- Installed high efficiency bead mill on one of the Suspension Concentrates line to improve the Suspension Concentrates formulation efficiency. (Himatnagar)
- Reduced batch time cycle for Suspension Concentrates formulation around 10% resulted in energy saving through Suspension Concentrates efficiency improvement projects. (Himatnagar)
- Formulation automation project which includes installation of two 45m³ storage tank resulted in less consumption of diesel which directly impacted less CO₂ emission of energy. (Silvassa)
- The loading activities relating to finished goods have been centralised at Plant instead of loading of finished goods from warehouse which involved movement of finished goods from Plant to warehouse before loading. This resulted in less consumption of diesel in carrier vessel and forklift. (Silvassa)
- Replaced old sheller with new energy-efficient sheller at parent seed dryer thereby reducing 20% of energy consumed in shelling. (Shamirpet)
- Replaced old HVAC system of admin building with new energy-efficient model which reduces energy consumption upto 10-15%. (Shamirpet)
- Installed energy-efficient dust collector at parent seed plant processing line which is 10% energy-efficient. (Shamirpet)
- Replaced old 33kV HT transformer with new class-2 model which is 3-5% energy-efficient. (Shamirpet)

b. Steps taken for utilising alternate sources of energy & Capital Investments on Energy/Water conservation equipment:

- From July 2023, 50% renewable energy is being used against power demand by making Power Purchased Agreement (PPA) with renewable power producer company (Solar + Wind hybrid model) and Uttar Gujarat Vij Company Ltd. (Himatnagar)
- Capital Investment for bead mill: ₹ 30.31 Million. (Himatnagar)
- Installation of new ETP Plant with both Biological and chemical ETP plant replacing the old Biological ETP plant: ₹ 1.43 Million. (Silvassa)
- Installation of sanitary vending machine for women’s along with the small incinerator plant. (Silvassa)
- Capital Investment made in drum decanting system at the drum yard to reduce the usage of drum multiple times which resulted in reduction of greenhouse gas due to no usage of carrier vessel to transfer the drums from drum storage area to formulation area: ₹ 15.80 Million. (Silvassa)
- Installed 620kWp on ground solar plant in partnership with BECIS, India as a BOT model which generates about 850MW of green energy per annum offsetting 650MT of GHG emissions. (Shamirpet)

II. Technology Absorption

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

1. Specific Areas:

The Company continues to provide novel, innovative and effective crop protection products and solutions, greatly benefiting the Indian farming

community, to keep pace with the dynamic scenario and enhance food productivity as a leader in Innovation and Excellence. 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

We are committed to bring in new innovations for protecting plant health and to support our growers in securing higher yields thereby creating better and more sustainable farming systems in future.

In continuation with the innovation journey, BCSL conducted 920 field experiments across the country in 30 crops, including major field crops and horticultural crops, and tested more than 65 products. These innovations mainly include evaluation of early-stage chemical compounds, biologicals, plant growth regulators and nutrient complex for the effective management of insects, diseases, weeds and overall plant health. These experiments will help us advance and propose new innovations for the farmers in managing different challenges due to emerging pests and diseases that are the major cause of yield loss for them.

BCSL has collaborated with more than 60 State Agriculture Universities and ICAR institutes for evaluation of crop protection innovations in different crops through over 325 experiments in project mode. 464 study reports were utilised as part of the dossier submission to Central Insecticide Board and Registration Committee (CIB-RC) which will help BCSL to secure registration approvals in the years ahead. The Company has also worked on Drone Application Technology for safe and sustainable use of crop protection innovations in partnership with these universities and ICAR institutions, which will help to improve applicator safety and efficiency of the existing products.

During the year, the Company has secured the registration of the novel fungicide mixture product 'Acerbo' (Fluopyram 250+Trifloxystrobin 250 SC)

and successfully launched the product for the management of wide spectrum of disease in Rice Chilli and Onion crops.

The Company also successfully secured registration another innovative mixture registration of Insecticide product "Makau" (Tetraniliprole 10.08% w/w + Thiacloprid 30.25% w/w SC) for use in Rice crop for the control of Stem borer and Leaf folder.

Besides, the Company obtained the Me-too registration of "Curbix Pro" (Ethiprole 10.7% + Pymetrozine 40% WG) for the control of Brown Planthopper and White Backed Planthopper in Rice crop.

Further, BCSL also achieved approvals for extending the use of several existing products in key crops like Tomato, Onion, Cucumber, Green Peas, Chilli, Wheat, Soybean, Cotton, Sugarcane, Grape, Apple and in plantation crops like Coffee and Tea. The company also secured the approval of Vayego in Rice for application through drone.

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.

Moreover, in order to continue to provide innovative and effective solutions to the farmers, the Company has submitted applications for registration of five new innovative products including four insecticides and one herbicide product. The availability of these will help Indian farmers in effective management of economically important pest/weeds in cereals and vegetable crops.

W.r.t submission of label extensions for existing key products, 29 new label extension applications were submitted for use through conventional sprayer use and 14 label extension applications for drone use.

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.

Seeds (Corn)

The year 2023 was a great year for Corn business, as historically the highest Corn Seed sales helped BCSL's DEKALB brand of Corn retain 1st position for the 2nd consecutive year in Corn Seed industry. New launches DKC9208 (Spring North market) and DKC9217 (Rabi South market) have grown significantly in volume.

For Breeding, it was yet another year of new digital tools' implementation in Breeding advancement decisions, application of AI and New Breeding methodologies. Implementation of Quantitative Genetic Framework (QGF) paved way for choosing genomic selections early in the breeding cycle without assessing them in the field testing thereby increasing the speed of the breeding cycles to tap higher genetic gain. Double sparse testing of pipeline enhanced field-testing efficiency by allowing Breeding team to test large number of alleles in wider geographies in order to improve genomic predictions continuously and to enhance the predictability of performance of new lines under diverse growing conditions across wider geography. The foundation for new breeding methods like Continuous Cycling (CC) was laid to increase the breeding cycles by 10 to 15 times and to meet the future challenges arising on account of global warming and uncertain weather. A large number of data points for key agronomically important traits captured through prescriptive phenotyping and producibility experiments of early pipeline could now be used in Genomic evaluation models.

The Company's Breeding team crossed another milestone in kicking off Abacus-Bio Project for gathering customer insights and feedback for building Bio-economic indices which can be incorporated in designing tailor-made customer solutions for a given market segment. BCSL made significant progress in the development of Short Stature Corn (SSC) by coding more than 600 parental lines and advancing more than 20 lines in various segments.

BCSL Corn Breeding team made significant progress in digital data capture in Breeding trials. It deployed UAVs to capture population counts through digital imaging.

BCSL has put in 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 to pest and diseases in Corn germplasm. Plant health team developed and established:

- Corn FSR Seedling assay screening protocol under greenhouse conditions, which increased efficiency and quality data generation.
- Ear rot lab assay POC for early pipeline screening for Fusarium ear rot.
- Digital disease guide and dashboard for data visualisation.
- Molecular diagnostics and mapping of stalk rots pathogens across India to monitor disease spread across India.
- Disease Viewer tool for product advancements and
- GAIA, a pathogen inventory tracking and management tool.

During the year under review, BCSL deployed 3 Corn hybrids namely DKC9256 and DKC9260 for DEKALB Brand and IX8281 for Licensing. DKC9228 was launched in Maharashtra and it was appreciated by the farmers in Maharashtra.

BCSL added a greater number of Corn products to its 2nd Brand "Xellano" in order to help many smallholder farmers reap the benefits of Technology and Innovation at affordable price. Under this Brand, Bayer deployed DKC8174, 9222C & 9243C for Kharif Corn markets. DKC8211 was launched under Xellano brand, and it was appreciated by the farmers across North and Eastern Kharif Corn markets.

Under All India Coordinated research project for Maize, Govt. of India, Central variety release Committee (CVRC) notified DKC9215 for Central West India (Zone 5) and DKC8211 for Hilly areas of India (Zone 1).

The details of new launches are given below:

- DKC9228 launched for irrigated markets of Maharashtra. Its short plant type, uniform ear size, high kernel row number, good grain colour and high yield caught the attention of farmers in various sales demon plots.
- DKC8211 launched for rainfed and support irrigated Kharif markets of Uttar Pradesh, Jharkhand and Bihar. Its medium to early maturity coupled excellent grain colour and fitment in multi crops per annum systems made it popular in short time.

Details on Information regarding imported technology (imported during the last three years):

- Arable devices for capturing real-time weather and soil data.
- UAV-based imaging for plant count data capture.
- New breeding tools like QGF to increase speed of breeding cycles.
- Double sparse testing to improve product testing efficiency.

2. Future Plans:

India's membership to the Organisation for Economic Co-operation & Development (OECD) is resulting in regulatory data harmonisation/ 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	184
b. Recurring	685
Total a. + b.	869
Total R&D Expenses are 1.70% of the Revenue from Operations	

III. Foreign Exchange Earnings and Outgo

- Information relating to exports is contained in the Directors' Report.
- Total foreign exchange utilised and earned*:

	₹ in Million
Particulars	
Value of imports on C.I.F. Basis	553
Expenditure in Foreign Currency	130
Earnings in Foreign Exchange	
Export of Goods calculated on FOB Basis	562
Recoveries from Group Companies	291

*It includes all inward and outward ₹ denominated transactions.



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 2023-24.

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 Bayer CropScience Limited.
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 from Group Companies, Professional and Support charges incurred and Purchase of Fixed Assets
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

Simon-Thorsten Wiebusch

Vice Chairman & Managing Director and CEO
(DIN: 08335591)
Thane

Simon-Johannes Britsch

Executive Director & CFO
(DIN: 09194547)
Thane

May 23, 2024

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, 2024:**

Sr. No.	Name of the Director/KMP	Designation	Ratio of remuneration of each Executive Director to median of remuneration of Employees ¹	Percentage increase in remuneration
1.	Mr. Duraiswami Narain**	Vice Chairman & Managing Director and Chief Executive Officer (till October 31, 2023)	26:1	2.6%
2.	Mr. Simon-Thorsten Wiebusch**	Vice Chairman & Managing Director and Chief Executive Officer (w.e.f. November 01, 2023)	47:1	3%
3.	Mr. Simon Britsch	Executive Director & Chief Financial Officer	38:1	3%
4.	Mr. Nikunj Kumar Savaliya	Company Secretary & Compliance Officer	4:1	10.0%

¹ Remuneration paid to Executive Director is calculated on the basis of actual amount paid during the period of active service

** Mr. Duraiswami Narain resigned from the position of Vice Chairman & Managing Director and CEO w.e.f. October 31, 2023. Mr. Simon-Thorsten Wiebusch was Whole-time Director for the period April 01, 2023 upto October 31, 2023. However, he was appointed as Vice Chairman & Managing Director and Chief Executive Officer w.e.f. November 01, 2023.

- b. **The percentage increase in the median remuneration of employees in the financial year:**

9.5%

- c. **The number of permanent employees on the rolls of the Company:**

1,317

- 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 9.5%

- 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 MARCH 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 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) - 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 having CIN:- L24210MH1958PLC011173** (hereinafter called "the Company") for the financial year ended March 31, 2024 (the "Audit Period"/"Period under review").

We have conducted the Secretarial Audit in a manner that provided us with 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 Company's books, papers, minutes books, copies of various records, copies of minutes of the meetings of the Board of Directors of the Company (the Board) and Committee thereof, forms and returns filed and records provided through virtual data room and other records maintained by the Company and furnished to us all compliance-related actions taken by the Company during the financial year 2023-24 as well before the issue of this report;
- (ii) Compliance certificates confirming compliance with corporate laws as applicable to the Company as given by the Key Managerial Personnel/Senior Managerial Personnel of the Company and taken on record by the Company's Audit Committee/ Board of Directors; and
- (iii) Representations made, documents produced and information provided by the Company, its officers, agents and authorised representatives during our conduct of Secretarial Audit.

We hereby report that, in our opinion, during the Audit Period covering the financial year ended March 31, 2024, that the Company has:

- (i) Complied with the statutory provisions listed hereunder; and
- (ii) Board processes and compliance mechanisms are 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 copies of the books, papers, minutes books, forms and returns filed and other records maintained by the Company, returns filed and compliance related action taken by the company and other records maintained and furnished to us, during the period under review, according to the applicable provisions/clauses of:
 - (i) The Companies Act, 2013 (the "Act") and the Rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Secretarial Standards relating to Board Meetings and General Meetings issued by The Institute of Company Secretaries of India ("Secretarial Standards") and notified by the Central Government under Section 118 (10) of the Act which have mandatory application;
 - (v) Foreign Exchange Management Act ("FEMA"), 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment;

- (vi) 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - d. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

**The Company has also maintained a Structured Digital Database (“SDD”) pursuant to the requirement of Regulation 3(5) and 3(6) of The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.*

1.2 During the period under review, and also considering the compliance related to action taken by the Company after March 31, 2024, but before the date of 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 Acts, Rules, Regulations, Guidelines and Secretarial Standards as mentioned above.
- (ii) Generally complied with the applicable provisions/clauses of:
 - a. The acts and rules mentioned under paragraph 1.1; and
 - b. The Secretarial Standards on meetings of Board of Directors (SS-1) and on General Meetings

(SS-2) mentioned under paragraph 1.1 (iv) above, which are applicable to the meetings of the Board, Committees constituted by the Board held during the year, the 65th Annual General Meeting (AGM) held on August 17, 2023 and the circular resolutions conducted by the Company. The compliance of the provisions of the Rules made under the Act with regard to participation of Directors through video conference for the Board/Committee meeting(s) held during the year, were verified based on the minutes of the meetings provided by the Company.

- c. During the year under review, the Company has received two (2) complaints under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“POSH Act, 2013”), and at the end of the year none of the cases are under investigation by the Internal Complaints Committee.

1.3 During the audit period under review, provisions of the following Acts/Regulations were not applicable to the Company:

- (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 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (iii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
- (iv) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (v) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.



1.4 We have also examined, on test-check basis, the relevant documents and records maintained by the Company and provided to us with respect to the following Statute which is applicable to the Company:

- a. The Insecticides Act, 1968 and the Insecticides Rules 1971; and
- b. The Seeds Act, 1966 and the Seeds Rules, 1968.

2. Board Processes of the Company:

We further report that:

2.1 The Board of Directors of the Company as on March 31, 2024 comprised of:

- (i) Mr. Simon Johannes Britsch (DIN: 09194547) Executive Director and Chief Financial Officer
- (ii) Mr. Simon Thorsten Wiebusch (DIN: 08335591) Vice Chairman & Managing Director and Chief Executive Officer
- (iii) Dr. Thomas Hoffmann (DIN: 06485949) Non-Executive Non-Independent Director
- (iv) Dr. Miriam Holstein (DIN: 10458293) Non-Executive Non-Independent Director
- (v) Mr. Pankaj Ramanbhai Patel (DIN: 00131852) Non-Executive Independent Director
- (vi) Mr. Sekhar Natarajan (DIN: 01031445) Non-Executive Independent Director
- (vii) Ms. Ketaki Sanat Bhagwati (DIN: 07367868) Non-Executive Independent Director

2.2 The processes relating to the following changes in the composition of the Board of Directors and Key Managerial Personnel during the Audit Period were carried out in compliance with the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015:

1. Re-appointment of Mr. Brian Naber (DIN: 09115300), as a Director of the Company, liable to retire by rotation, at the 65th Annual General Meeting held on August 17, 2023.
2. Cessation of office of Mr. Duraiswami Narain (DIN: 03310642), as the Vice Chairman & Managing Director and Chief Executive

Officer of the Company w.e.f. October 31, 2023, due to resignation.

3. a. Cessation of office of Mr. Simon-Thorsten Wiebusch (DIN: 08335591), as the Whole-Time Director of the Company w.e.f. October 31, 2023, due to resignation.
 - b. Appointment of Mr. Simon-Thorsten Wiebusch (DIN: 08335591), as the Vice Chairman & Managing Director and Chief Executive Officer of the Company by the Board of Directors at its meeting held on August 28, 2023 w.e.f. November 01, 2023, the same was approved by members on January 03, 2024 through postal ballot.
 4. Cessation of office of Dr. Harsh Kumar Bhanwala (DIN: 06417704), as the Non-Executive Independent Director of the Company w.e.f. February 01, 2024 due to resignation.
 5. Cessation of office of Mr. Brian Naber (DIN: 09115300), as the Non-Executive Non-Independent Director of the Company w.e.f. February 01, 2024 due to resignation.
 6. Appointment of Dr. Miriam Holstein (DIN: 10458293), as an Additional Non-Executive Non-Independent Director of the Company w.e.f. February 01, 2024, the same was approved by the members on March 25, 2024 through postal ballot.
- 2.3 Adequate notice(s) with Agenda and the detailed notes to Agenda of at least seven days was given to all the directors to enable them to plan their schedule for the meetings of the Board and the Committees constituted by the Board, and where the same were given at the shorter notice than seven days, more than one Independent Director was present at the Board Meeting as required under Section 173(3) of the Companies Act, 2013 and Secretarial Standards, to enable them to plan their schedule for the meetings of the Board and the Committees constituted by the Board.
- 2.4 A system exists for directors to seek and obtain further information and clarifications

on the agenda items before the meetings and to ensure their meaningful participation at the meetings.

2.5 We note from the minutes examined that, at the Board meetings held during the year:

- (i) Decisions were taken through the majority of the Board; and
- (ii) No dissenting views were expressed by any Board member on any of the subject matters discussed, which were required to be recorded as part of the minutes.

3. Compliance Mechanism

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

During the year, Company has received orders from various authorities which are as follows:

- a. On November 15, 2023, the Company has received an order from C.G.S.T. & Central Excise, Kolkata North Commissionerate (West Bengal), regarding the tax demand of ₹ 3.01 Million plus a penalty of ₹ 0.30 Million.
- b. On November 15, 2023, the Company has received an order from Central Goods & Service Tax, Jaipur (Rajasthan), regarding tax demand of ₹ 8.55 Million plus a penalty of ₹ 8.55 Million.
- c. On November 16, 2023, the Company has received an order from C.G.S.T. & Central Excise, Commissionerate Indore (Madhya Pradesh) regarding the tax demand of ₹ 15.02 Million plus a penalty of ₹ 38.26 Million.
- d. On December 13, 2023, the Company has received an order from Central Goods & Service Tax, Ranchi – Jharkhand, regarding tax demand of ₹ 55,895 plus interest of ₹ 57,851/- and a penalty of ₹ 10,000/-.
- e. On December 13, 2023, Company has received order from Central Goods & Service Tax, Cuttack – Orissa regarding Tax demand of ₹ 8.06 Million plus a penalty of ₹ 8.06 Million.

- f. On December 15, 2023, the Company has received an order from the Office of Commissioner of Customs, Centralised Adjudication Cell, Maharashtra imposing penalty of ₹ 100 Million under the Customs Act, 1962.
- g. On December 20, 2023, Company has received order from Assistant Commissioner of State Tax, Bihar imposing penalty of ₹ 2.01 Million.
- h. On December 21, 2023, Company has received order from Assistant Commissioner of State Tax, Guwahati, Assam imposing penalty of ₹ 0.97 Million.
- i. On January 1, 2024, the Company has received an order from Assistant Commissioner of State Tax, Guwahati, Assam imposing penalty of ₹ 10,000/- for SGST & ₹ 1,73,893/- for CGST.
- j. On January 1, 2024, the Company has received an order from Assistant Commissioner of GST & Central Excise, Salem, Tamil Nadu imposing penalty of ₹ 8,26,412/- for IGST, ₹ 10,000/- for SGST & ₹ 10,000/- for CGST.
- k. On January 11, 2024, the Company has received an order from Assistant Commissioner of Central GST & Central Excise, Guwahati, Assam imposing penalty of ₹ 4,31,385/- in terms of Section 73(9) of the CGST Act, 2017/Assam GST Act, 2017.
- l. On March 6, 2024, Company has received an order from Additional Commissioner of Central Tax – Jaipur, Rajasthan imposing penalty of ₹ 2,29,490/-.

Following compounding orders have been received by the Company:

- a. On May 29, 2023, Company has received a compounding order from Inspector of Legal Metrology ILM, Washim Division Maharashtra with the penalty ₹ 1,10,000/- on Company and concerned persons.
- b. On December 11, 2023 Company has received a compounding order from Inspector of Legal Metrology ILM, Washim Division Maharashtra with the penalty ₹ 50,000/- on Company and concerned persons.



4. Specific Events/Actions

4.1 During the year under review, the following specific events/actions, having a major bearing on the Company's affairs took place:

- a. The Board of Directors of the Company at their meeting held on November 03, 2023, had declared an Interim Dividend of ₹ 105/- per Equity Share of face value of ₹ 10/- each, payable to all beneficial members of the Company, as on record date November 16, 2023, for the financial year 2023-24 aggregating to

₹ 4,719 Million and the same was paid within prescribed timeline.

For **BNP & Associates**

Company Secretaries

[Firm Regn. No. P2014MH037400]

[PR No.: - 637/2019]

Avinash Bagul

Partner

FCS No.: -F5578

COP No.: -19862

Place: Mumbai

Date: May 23, 2024

UDIN: F005578F000429188

Annexure A to the Secretarial Audit Report for the financial year ended March 31, 2024

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. We have considered compliance related actions taken by the company based on independent legal/professional opinion obtained as being in compliance with law.
4. We have verified the secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We have also examined the compliance procedures followed by the Company. We believe that the processes and practices we followed, provide a reasonable basis for our opinion.
5. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
6. We have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
7. 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 No.: -F5578
COP No.: -19862
UDIN: F005578F000429188

Place: Mumbai
Date: May 23, 2024

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 capitalisation (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 utilisation 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.

Dynamic Shared Ownership (DSO) is a new operating model which aims to drive enterprise-wide impact by leveraging the collective strengths of the team. It's designed to enhance outcomes and value for all stakeholders, including farmers, investors and employees. DSO encourages creativity, collaboration, and a sense of ownership in everyday work, aligning with Bayer's mission. At its core, DSO is about fostering an environment where everyone can contribute to the shared mission and goals effectively. Guided by its Purpose - "Science for a better life", 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 Company's core values with ethical business conduct and a commitment to maximise 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 providing 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 embodied 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 maximise 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

The Company is consistently focussed on creating the best Bayer for our stakeholders. Keeping our customers at the centre is integral for growth and so is adherence to all the applicable laws and regulations, thereby securing our licence-to-operate. To deliver this commitment, each of our employees are empowered as well as responsible for ensuring the highest standards of compliance.

The global compliance programme at Bayer is a comprehensive framework dealing with regulations, processes, monitoring and training requirements as well as parameters. The implementation of this compliance programme is also audited at certain intervals to identify improvement areas, strengthen existing processes, and continuously improve on the same to meet the increasingly challenging and dynamic environment. A similar compliance programme audit was recently undertaken wherein various processes were checked through extensive interviews, samples and documentation. The audit outcome revealed a generally robust compliance management system that is supported by the management and its functions as also certain areas where enhancement was possible.

For issues or topics requiring assistance or evaluation, compliance professionals, at local level as well as part of a regional hub cater to the needs of the changing and challenging legal landscape. These experts support business in making well-informed, compliant decisions on varied topics ranging from antitrust to data privacy. Awareness on relevant compliance topics is constantly created through web-based trainings, online/physical sessions, emailers, Integrity Day celebrations, etc. to keep the momentum growing. A Compliance & Data Privacy Committee comprising senior management representatives of different functions acts as the apex body for strategic compliance topics and boosts advanced compliance processes in the Company.

In line with the new global operating model of Bayer which prioritises outcomes, collaborations, co-creation, evolution and authenticity, Bayer recently unveiled a new Code of Conduct (“Code”) which replaces the long-standing Corporate Compliance Policy. Trust as an attribute is crucial for any organisation and through this Code, it is iterated to every employee that our success depends on the trust of our customers, stakeholders and society, which must be continuously earned by acting in accordance with laws, internal regulations and ethical principles. The Code is designed on three key aspects – (1) How we interact with Customers, Patients and Consumers (2) How we work together (3) How we engage with Stakeholders. It outlines our commitments, minimum standards of compliance and guidance on achieving the same. Contemporary in nature, this Code amongst others, touches upon responsible use of Artificial Intelligence, dealing with security incidents, including e-crime, respecting individual’s right to privacy and counterfeit protection. This Code provides necessary information, resources and advice to prevent violations of the law or company regulations. It does however also encourage reporting of any actual or suspected compliance violation to the Speak Up channel with an assurance of non-retaliation. The Speak Up channel can be activated through email, web reporting or hotline numbers capable of receiving complaints anonymously, which are then assessed and investigated in a timely manner.

2. Board of Directors

Bayer CropScience Limited 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, plays a fundamental role in upholding and nurturing the principles of good Corporate Governance. 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, inter-cultural management and willingness to address issues proactively and has demonstrated all the required core skills as well as competencies.

The Company’s Board composition comprises highly experienced persons of repute, eminence and has a good and diverse mix of Executive, Non-Executive & Independent Directors including an Independent Woman Director. The 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 this Report, the Board consists of total seven (7) Directors, of which two are Executive Directors, three 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 Directors have made necessary disclosures regarding their Committee positions and Directorships which were placed before the Board at a duly convened meeting.

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

Directorship(s) in other companies/committee position as on March 31, 2024

Sr. No.	Name of Director	Category	No. of Directorship(s) held in other companies ¹	No. of Directorship(s) held in listed companies other than BCSL and category of Directorships	No. of other Committee Memberships ²	
					Chairperson	Memberships
1.	Mr. Pankaj Ramanbhai Patel, Chairman	Non-Executive Independent Director	3	<ul style="list-style-type: none"> Zydus Lifesciences Limited (earlier Cadila Healthcare Limited) – Executive Director Nirma Limited – Non-Executive Non-Independent Director Torrent Limited – Non-Executive Independent Director 	1	1
2.	Mr. Simon-Thorsten Wiebusch*	Vice Chairman & Managing Director and CEO	-	-	-	-
3.	Mr. Simon-Johannes Britsch	Executive Director & CFO	-	-	-	-
4.	Ms. Ketaki Sanat Bhagwati	Non-Executive Independent Director	-	-	-	-
5.	Dr. Thomas Hoffmann	Non-Executive Non-Independent Director	-	-	-	-
6.	Mr. Sekhar Natarajan	Non-Executive Independent Director	2	<ul style="list-style-type: none"> Ingersoll-Rand (India) Limited – Non-Executive Independent Director Colgate-Palmolive (India) Limited – Non-Executive Independent Director 	2	1
7.	Dr. Miriam Holstein	Non-Executive Non-Independent Director	-	-	-	-

Notes:

1. 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.

2. Committee details consist only of Audit and Stakeholders Relationship Committees in other listed companies.

* Mr. Simon-Thorsten Wiebusch resigned as the Whole-time Director with effect from October 31, 2023, and was appointed as the Vice Chairman & Managing Director and Chief Executive Officer with effect from November 01, 2023.

Skills & Description

In terms of requirement of Listing Regulations, the Board has identified the following skills/expertise/competencies of the Directors as given below:



Business Leadership and Management – Leadership experience in large/global organisations, M & A, leading organisation with understanding external environment changes, sustainable business development and expansion, experience in customer insights, marketing and innovation and leading business in different geographies/markets.



Strategy Development and Insight – Experience in developing long-term strategies to sustainably grow business, profitability and competitively, digital technologies in diverse business environments and highly regulated changing environment.



Agri Business – Knowledge of overall agriculture sector and the rural economy involving farmers, expertise in driving Value Chain Partnerships, Smallholder farming and Sustainability, emerging business opportunities and risks.



Governance, Risk and Compliance – Expertise of the corporate governance principles, Board accountability, Regulatory and Risk Management, internal control and emerging local and global trends.



Finance and Accounts – Experience in handling financial management along with an understanding of accounting and financial statements.

All the Directors of the Company possess the above-mentioned skills and description as identified by the Board.

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.

Based on the declarations received from the Independent Directors, the Board confirms that in its opinion, the Independent Directors fulfill the conditions specified in the SEBI Listing Regulations and are independent of the management.

Resignation of an Independent Director

Dr. Harsh Kumar Bhanwala (DIN: 06417704) who was appointed as a Non-Executive Independent

Director resigned from the position on February 01, 2024, due to his joining on the Board of HDFC Bank and personal commitments. Consequently, he also stepped down as the Member of the Audit Committee on the same date.

Dr. Bhanwala confirmed through his resignation letter that there were no material reasons for his resignation other than those provided.

Certification from Company Secretary in Practice

Mr. Avinash Bagul, Partner at BNP & Associates, Practising 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, Board/Committee meetings are pre-scheduled and a tentative annual calendar of Board and Committee meetings is circulated to all Directors well in advance, to facilitate them to plan their schedule and to ensure meaningful participation at 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 five (5) Board Meetings during the financial year 2023-24 and the gap between two meetings did not exceed 120 days. The dates on which the Board Meetings were held are May 24, 2023, August 07, 2023, August 28, 2023, November 03, 2023, and February 01, 2024.

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 of the Company 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, 2024, and AGM held on August 17, 2023, 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 Ramanbhai Patel	5	3	Yes
2.	Mr. Duraiswami Narain*	3	3	Yes
3.	Mr. Sekhar Natarajan	5	5	Yes
4.	Ms. Ketaki Sanat Bhagwati	5	4	Yes
5.	Dr. Thomas Hoffmann	5	4	Yes
6.	Dr. Harsh Kumar Bhanwala*	5	5	Yes
7.	Mr. Simon-Johannes Britsch	5	5	Yes
8.	Mr. Simon-Thorsten Wiebusch	5	4	Yes
9.	Mr. Brian Naber*	5	2	Yes
10.	Dr. Miriam Holstein**	1	1	Not Applicable

* Mr Duraiswami Narain tendered resignation from the Board w.e.f October 31, 2023, Dr. Harsh Kumar Bhanwala and Mr. Brian Naber tendered resignation from the Board w.e.f February 01, 2024.

**Dr. Miriam Holstein was appointed as a Non-Executive Non-Independent Director with effect from February 01, 2024.

Disclosure of Relationship between Directors inter se

As on March 31, 2024, none of the Directors of the Company are in any way related to each other as per the definition of 'relative' specified under the Act.

Number of shares held by Non-Executive Directors

Mr. Sekhar Natarajan, Non-Executive Independent Director holds 533 Equity Shares of ₹ 10/- each of the Company. No other directors of the Company hold shares of the Company as on March 31, 2024.

Meeting of Independent Directors

During the year, the Non-Executive Independent Directors of the Company met on February 01, 2024, 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.

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 focussed 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 & controls and strategy. The Board members discuss the key topics, play a very constructive role and have a very collaborative approach.

Induction Programme for new Independent Director(s) & ongoing Familiarisation Programme 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 familiarisation programme for its Non-Executive Independent Directors. The programme 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.

The Board members are apprised of the key business initiatives undertaken by the Company and are 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 familiarisation programme of the Board members gives them an opportunity to closely interact with the Senior Leadership and further provide them with better insight on important aspects related to the Company.

The familiarisation programme for Independent Directors is uploaded on the Company's website under the Corporate Governance Section at 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/Chairperson 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 under the applicable laws, rules and regulations.

Constitution of the Committees as on March 31, 2024				
Audit Committee	Nomination and Remuneration Committee	Corporate Social Responsibility & Environmental, Social and Governance Committee	Stakeholders' Relationship Committee	Risk Management Committee
Mr. Sekhar Natarajan - C	Ms. Ketaki Sanat Bhagwati - C	Mr. Simon-Thorsten Wiebusch - C	Mr. Pankaj Ramanbhai Patel - C	Mr. Simon-Thorsten Wiebusch - C
Ms. Ketaki Sanat Bhagwati - M	Mr. Sekhar Natarajan - M	Mr. Pankaj Ramanbhai Patel - M	Mr. Simon-Thorsten Wiebusch - M	Mr. Sekhar Natarajan - M
Dr. Thomas Hoffmann - M	Dr. Thomas Hoffmann - M	Ms. Ketaki Sanat Bhagwati - M	Mr. Simon-Johannes Britsch - M	Mr. Amit Narkar - M
		Mr. Simon-Johannes 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, 2024, is comprised of three Non-Executive Directors,

of whom two are Non-Executive Independent Directors and one is a Non-Executive Non-Independent Director. The members of the Audit Committee have relevant expertise in accounting/financial matters.

The Audit Committee met four (4) times during the financial year ended on March 31, 2024. The meetings were held on May 24, 2023, August 07, 2023, November 03, 2023, and February 01, 2024. Necessary quorum was present at all the meetings. The attendance of the Committee members at the meetings for financial year 2023-24 was as under:

Sr. No.	Name of Member	Category	Audit Committee Meetings held in Member's tenure	No. of Meetings attended during 2023-24
1.	Mr. Sekhar Natarajan, Chairman	Non-Executive Independent Director	4	4
2.	Ms. Ketaki Sanat Bhagwati, Member	Non-Executive Independent Director	4	4
3.	Dr. Harsh Kumar Bhanwala, Member*	Non-Executive Independent Director	4	4
4.	Dr. Thomas Hoffmann, Member	Non-Executive Non-Independent Director	4	3

* Dr. Harsh Kumar Bhanwala resigned as a director as well as member of the Audit Committee with effect from February 01, 2024.

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 Audit Committee Meeting as well as the next Board Meeting.

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 utilised for purposes other than those stated in the offer document/prospectus/notice, and the report submitted by the agency monitoring the utilisation 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. Scrutinising 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 two (2) times during the financial year 2023-24, on July 31, 2023, and January 25, 2024. The attendance of the Committee members at the meetings was as under:

Sr. No.	Name of Member	Risk Management Committee Meetings held in Member's tenure	No. of meetings attended during 2023-24
1.	Mr. Simon-Thorsten Wiebusch, Chairman	2	2
2.	Mr. Sekhar Natarajan, Member	2	2
3.	Mr. Amit Narkar, Member	2	2

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, Environmental Social and Governance related risks), information, cyber security risks or any other risk as may be determined by the 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 (2) meetings during the financial year 2023-24. The meetings were held on August 07, 2023, and February 01, 2024. 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 2023-24
1.	Mr. Pankaj Ramanbhai Patel, Chairman	2	2
2.	Mr. Duraiswami Narain, Member*	1	1
3.	Mr. Simon-Johannes Britsch, Member	2	2
4.	Mr. Simon-Thorsten Wiebusch, Member**	1	1

* Mr. Duraiswami Narain resigned as the Member of the Stakeholders' Relationship Committee with effect from October 31, 2023.

** Mr. Simon-Thorsten Wiebusch was appointed as the Member of the Stakeholders' Relationship Committee with effect from November 01, 2023.

Complaints received and resolved by the Company during the financial year ended March 31, 2024, are given below:

Source of complaints	April 01, 2023 to March 31, 2024	
	Received	Resolved
Referred by SEBI SCORES	9	8
Referred by Stock Exchange	4	4
Received directly from Investors	4	4
Referred by NSDL/CDSL	3	3
Referred by RBI/Ministry of Corporate Affairs	1	1
Referred by Other Government Body	0	0
Total	21	20*

* For one (1) pending complaint, Action Taken Report was filed on April 01, 2024, and SEBI reviewed and closed it on April 18, 2024.

Company Secretary and Compliance Officer

Mr. Nikunj Kumar Savaliya, Company Secretary is the Compliance Officer of the Company. However, he tendered resignation w.e.f May 31, 2024.

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 dematerialised 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, 2024, is as under:



Sr. No.	Name of Member	Designation
1.	Mr. Simon-Thorsten Wiebusch Vice Chairman & Managing Director and CEO	Chairman
2.	Mr. Simon-Johannes Britsch Executive Director & CFO	Member
3.	Mr. Nikunj Kumar Savaliya Company Secretary & Compliance Officer	Member

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, 2024, 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 four (4) times during the financial year ended as on March 31, 2024. The meetings were held on May 24, 2023, August 28, 2023, November 03, 2023 and February 01, 2024. 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 2023-24
1.	Ms. Ketaki Sanat Bhagwati, Chairperson	4	4
2.	Mr. Sekhar Natarajan, Member	4	4
3.	Dr. Thomas Hoffmann, Member	4	3

The performance evaluation criteria for Independent Directors are set out in Board Evaluation above.

Corporate Social Responsibility & Environmental, Social and Governance Committee

With the objective to drive its Corporate Social Responsibility agenda in letter and in spirit, the Company had constituted a Corporate Social Responsibility ("CSR") Committee, as required under Section 135 of the Act. In order to sharpen its focus towards Environmental, Social and Governance (ESG) matters, the Company has re-named the CSR Committee to Corporate Social Responsibility & Environmental, Social and Governance Committee.

The Committee, as on March 31, 2024, comprises two Non-Executive Independent Directors and two Executive Directors.

The CSR & ESG 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;
11. Overseeing the development of and make recommendations to the Board regarding ESG strategy;
12. Identify the relevant ESG matters that do or are likely to affect the operation of the Company and/or its strategy;
13. Ensure that the Company monitors and reviews current and emerging ESG trends, relevant standards and legislative requirements.

During the financial year 2023-24, the Committee met two (2) times on May 24, 2023, and February 01, 2024. The attendance at the meeting was as under:

Sr. No.	Name of Member	CSR & ESG Committee Meetings held in Member's tenure	No. of meetings attended during 2023-24
1.	Mr. Duraiswami Narain*, Chairman	1	1
2.	Mr. Simon-Thorsten Wiebusch**, Chairman	1	1
3.	Mr. Pankaj Ramanbhai Patel, Member	2	1
4.	Ms. Ketaki Sanat Bhagwati, Member	2	1
5.	Mr. Simon-Johannes Britsch, Member	2	2

* Mr. Duraiswami Narain resigned as the Chairman of the CSR & ESG Committee with effect from October 31, 2023.

** Mr. Simon-Thorsten Wiebusch was appointed as the Chairman of the CSR & ESG Committee with effect from November 01, 2023.

5. Senior Management Personnel

The Senior Management comprises the Leadership Team, consisting of core management members and functional heads. As of March 31, 2024, the following individuals served as Senior Management Personnel of the Company:

Sr. No.	Name	Designation
1.	Mr. Devdas Baliga	Country Group Head - Law, Patents & Compliance - South Asia
2.	Mr. K S Harish	Country Group Head - HR - South Asia
3.	Ms. Rachana Panda	VP & Country Group Head - Comms, Public Affairs, Sustainability & CSE - Bayer South Asia

During the financial year 2023-24, there were no changes in the composition of Senior Management Personnel.

6. Remuneration of Directors

The Non-Executive Directors have no material pecuniary relationships or transactions with the Company in their personal capacity.

Non-Executive Independent Directors are paid Sitting Fees for the Board Meetings and Committee Meetings as recommended by the Board. The fees or compensation/commission, if any, paid to the Non-Executive Independent Directors is within the limits prescribed under the Companies Act, 2013 and does not require any further approvals.

Details of Remuneration paid to Non-Executive Independent Directors and Executive Directors during the financial year ended March 31, 2024 are as below:

a. Non-Executive Independent Directors

The details of the sitting fees and commission paid during the financial year ended March 31, 2024, are given in the table below: (₹ in Million)

Sr. No.	Name of Director	Sitting Fees	Commission	Total
1.	Mr. Pankaj Ramanbhai Patel	0.38	1.5	1.88
2.	Ms. Ketaki Sanat Bhagwati	0.74	1.5	2.24
3.	Mr. Sekhar Natarajan	0.85	1.5	2.35
4.	Dr. Harsh Kumar Bhanwala*	0.50	1.5	2.00

*Dr. Harsh Kumar Bhanwala resigned from the Board with effect from February 01, 2024.
Note: Commission was paid for the financial year 2022-23 in the month of August 2023.

b. Executive Directors

The details of the remuneration paid/payable to the Executive Directors during the financial year ended March 31, 2024, is as under: (₹ in Million)

Sr. No.	Name of Director	Position	Salary & Allowances	Perquisites	Total Remuneration	Contract Period
1.	Mr. Duraiswami Narain*	Vice Chairman & Managing Director and CEO	21.56	24.98	46.54	December 01, 2018 – October 31, 2023
2.	Mr. Simon-Johannes Britsch	Executive Director & CFO	56.07	13.87	69.94	September 01, 2021 – August 30, 2026
3.	Mr. Simon-Thorsten Wiebusch**	Vice Chairman & Managing Director and CEO	70.31	15.74	86.05	November 01, 2023 – October 31, 2028

* Mr. Duraiswami Narain resigned as the Vice Chairman & Managing Director and CEO with effect from October 31, 2023.

**Mr. Simon-Thorsten Wiebusch was appointed Whole-time Director with effect from December 17, 2021 until October 31, 2023. However, he resigned as Whole-time Director w.e.f October 31, 2023 and was appointed as Vice Chairman & Managing Director and CEO with effect from November 01, 2023.

c. Service contract, notice period and severance fees

Mr. Duraiswami Narain was appointed as the Vice Chairman & Managing Director and CEO of the Company with effect from December 01, 2018 by the Board of Directors. The employment contract with Mr. Narain was for a period of 5 years, terminable by 3 months' notice on either side. However, he tendered resignation from the position with effect from October 31, 2023.

Mr. Simon-Johannes Britsch was appointed as Executive 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-Thorsten 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 for the said position was for a period of 5 years, terminable by 3 months' notice on either side. However, he tendered resignation from the position of Whole-time Director with effect from October 31, 2023, and was appointed as the Vice Chairman & Managing Director and Chief Executive Officer with effect from November 01, 2023, by the Board of Directors. The employment contract with Mr. Wiebusch, Vice Chairman & Managing Director and Chief Executive Officer 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 and CEO or Whole-time Executive Director(s).

7. Policies

Whistle Blower Policy

The commitment of BCSL 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 Programme 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 behaviour, 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 victimisation 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.

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 financial year 2023-24, two (2) complaints with allegation of sexual harassment was received by the Company and the same is handled as per the provisions of the Prevention of Sexual Harassment at Workplace (Prevention,

Prohibition and Redressal) Act, 2013. The following is a summary of sexual harassment complaints received and disposed of during financial year 2023-24:

Particulars	Details
Number of complaints pending as at the beginning of the financial year	1
Number of complaints filed during the financial year	1
Number of complaints disposed during the financial year	2
Number of complaints pending as at the end of the financial year	Nil

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. Simon-Thorsten Wiebusch, Vice Chairman & Managing Director and CEO, and Mr. Simon-Johannes 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.

Risk Management Policy

As an integral component of the overall governance process, Risk Management at BCSL comprises all the organisational 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 a detailed policy to inform the Risk Management Committee about risk assessment and mitigation 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 head 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 Risk Management 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, the Company 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 designated persons, connected 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.

Also, the Company has a mechanism in place 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.

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 which was reviewed on March 24, 2023, by the Audit Committee and Board.

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for the Related Party Transactions on a 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, 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 IND AS 24 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

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.

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.

8. General Shareholder Information

Annual General Meeting

Date of AGM	: Wednesday, August 14, 2024
Time	: 11:30 a.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 Friday, August 02, 2024 till Friday, August 09, 2024 (both days inclusive).

Proposed Date of Dividend Payment

The Final Dividend of ₹ 35 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 Thursday, August 01, 2024.
- (ii) in respect of shares held in dematerialised form, to the beneficial owners of the shares as at the close of business hours on Thursday, August 01, 2024 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, 2024
Second Quarter and Half Yearly results	On or before November 14, 2024
Third Quarter Results	On or before February 14, 2025
Fourth Quarter and Annual Results	On or before May 30, 2025

*Tentative and subject to change

Corporate Identity Number (CIN)	L24210MH1958PLC011173
Registered Office Address	Bayer House, Central Avenue, Hiranandani Estate, Thane (West) - 400607, Maharashtra.

Listing of Equity Shares on Stock Exchange

Name and Address of Stock Exchange	BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001
Scrip Code	506285
Scrip ID	BAYERCROP
ISIN	INE462A01022 (NSDL & CDSL)
Annual Listing Fees	The Company has paid the Annual Listing Fees

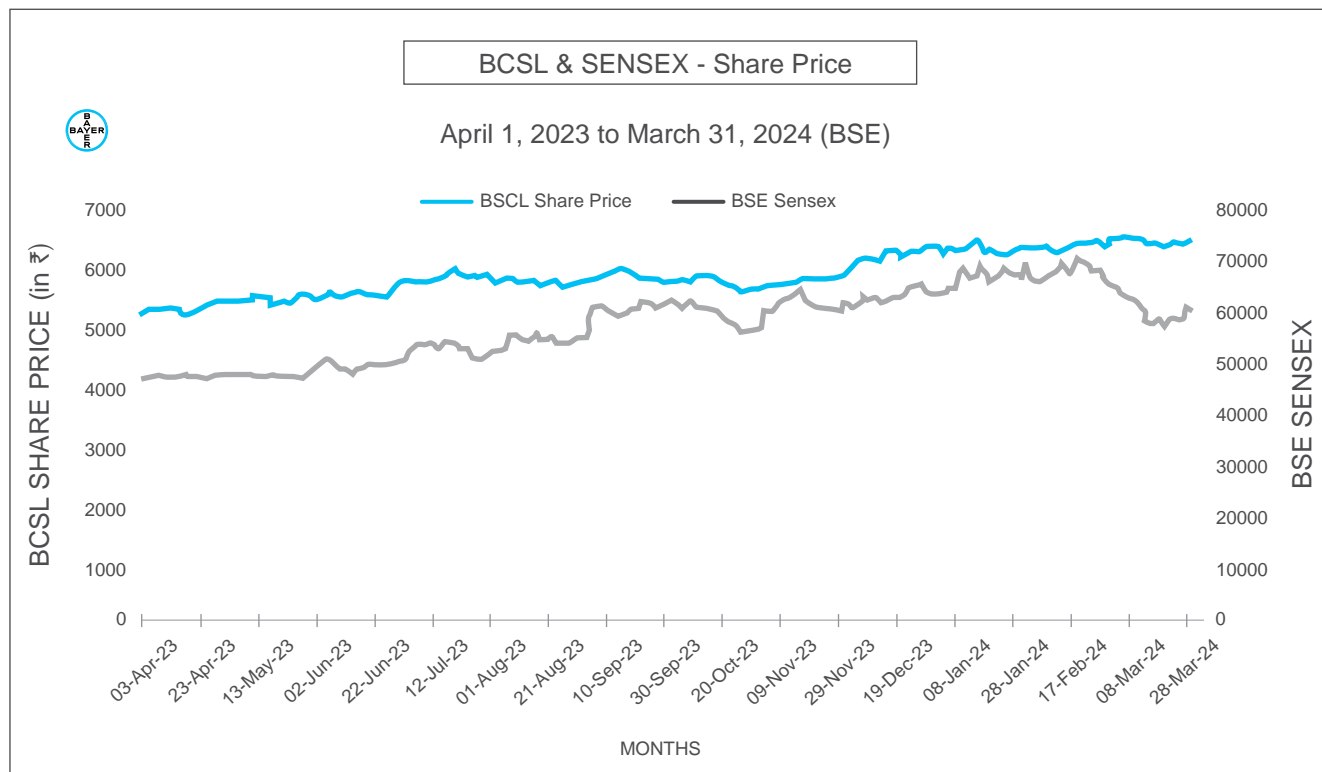
Stock Price Data

The monthly high and low price of the Company's shares on BSE Limited from April 01, 2023, to March 31, 2024, was as under:

Month	Share Price (In ₹)	
	High Price	Low Price
April 2023	4262.00	4028.00
May 2023	4245.00	4090.00
June 2023	4497.10	4144.00
July 2023	4829.00	4360.05
August 2023	4929.00	4464.50
September 2023	5448.95	4776.90
October 2023	5544.00	4820.00
November 2023	5619.00	4847.55
December 2023	5771.55	5245.60
January 2024	6162.00	5449.00
February 2024	6202.00	5612.05
March 2024	5740.00	4868.70

Stock Performance

Bayer CropScience Limited (“BCSL”) Share Price vis-à-vis BSE Sensex April 01, 2023, to March 31, 2024:



Registrar & Share Transfer Agent

TSR Consultants Private Limited, Company’s Registrar and Share Transfer Agent (“RTA”) have merged with Link Intime India Private Limited effective December 22, 2023, pursuant to the order dated December 18, 2023, passed by the Hon’ble National Company Law Tribunal, Mumbai bench. The RTA will hereinafter be known as Link Intime India Private Limited (“LI IPL”). All shareholder related processing of dividend payments, updation of Register of Members for shares held in physical form and attending to shareholders queries and correspondences viz., requests for duplicates, revalidation, transmission, dividend payment and other investor related requests are attended by Link Intime India Private Limited at its Registered Office situated at:

LINK INTIME INDIA PRIVATE LIMITED

(formerly TSR Consultants Private Limited which got merged with LI IPL)
 (Unit - Bayer CropScience Limited)
 C-101, 1st Floor, 247 Park
 L.B.S. Marg, Vikhroli (West)
 Mumbai - 400083
 Tel: +91- 810 811 8484
 Fax: +91-22-66568494
 Email ID: csg-unit@linkintime.co.in
 Website: <https://linkintime.co.in/>
 Contact Person: Ms. Mary George

a. Collection Centres of LI IPL

1. MUMBAI

Building 17/19,
 Office No. 415 Rex Chambers,
 Ballard Estate, Walchand Hirachand Marg,
 Fort, Mumbai – 400001

2. AHMEDABAD

5th Floor, 506 to 508,
 Amarnath Business Centre-1 (ABC-1)
 Beside Gala Business Centre
 Near St. Xavier’s College Corner
 Off C.G. Road, Ellisbridge
 Ahmedabad – 380006
 Tel: +91-79-26465179

3. NEW DELHI

Noble Heights, 1st Floor,
Plot No. NH-2, C-1 Block, LSC,
Near Savitri Market, Janakpuri,
New Delhi – 110058
Tel: +91-11-41410592/93/94

5. BENGALURU

C/o. Mr. D. Nagendra Rao
"Vaghdevi" 543/A, 7th Main
3rd Cross, Hanumanthnagar
Bengaluru – 560019
Tel: +91-80-26509004

4. KOLKATA

Vaishno Chamber,
5th Floor, Flat Nos - 502 & 503
6, Brabourne Road,
Kolkata - 700001
Tel: +91-33-40049728/33-40731698

6. JAMSHEDPUR

Qtr. No. L-4/5, Main Road, Bistupur
(Beside Chappan-Bhog Sweet Shop)
Jamshedpur – 831001
Tel: +91-657-2426937

b. Various Initiatives by RTA

The Company's RTA implemented various investor initiatives given below as part of their constant endeavour to enhance investor servicing:

Investor Service portal:

'**SWAYAM**' is a secure, user-friendly web-based application developed by the RTA, that empowers investors to effortlessly access various services. The Investors are requested to get registered and have first-hand experience of the portal. This application can be accessed at <https://swayam.linkintime.co.in>.

Chatbot:

'**iDIA**' is a Chatbot developed by the RTA, that utilises conversational technology to provide investors with a round-the-clock intuitive platform to ask questions and get information about queries. Talk to iDIA by logging in to www.linkintime.co.in.

FAQs:

The FAQ section on the RTA's website has very detailed answers to almost all probable investor queries. Please visit <https://liiplweb.linkintime.co.in/faq.html> to find answers to your queries related to securities.

Share Transfer System

In terms of amended Regulation 40 of SEBI Listing Regulations w.e.f. April 01, 2019, transfer of securities is 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, December 14, 2021, and March 16, 2023, 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. 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 along with the supporting documents stated thereon to Link Intime India Private Limited (Unit – Bayer CropScience Limited) C-101, 1st 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



Distribution of shareholding as on March 31, 2024

Range of Shares	Number of Shareholders	Number of Shares	Percentage to Total Shareholders
1-500	45,904	19,67,089	96.97
501-1,000	839	5,67,910	1.78
1,001-2,000	285	3,90,085	0.61
2,001-3,000	92	2,28,040	0.19
3,001-4,000	35	1,23,475	0.07
4,001-5,000	28	1,27,513	0.06
5,001-10,000	63	4,20,335	0.13
10,001- 99,999,999,999	91	4,11,17,645	0.19
Total	47,337	4,49,42,092	100.00

Shareholding Pattern as on March 31, 2024

Category of Shareholder	Number of Shareholders	Number of Shares	Number of Shares in Dematerialised Form	Shareholding as a Percentage of Total Number of Shares
(A) Promoter and Promoter Group				
1. Indian Body Corporate	2	1,47,97,818	1,47,97,818	32.93
2. Foreign Body Corporate	4	1,73,05,181	1,73,05,181	38.51
Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	6	3,21,02,999	3,21,02,999	71.43
(B) Public Shareholding				
1. Institutions				
(a) Mutual Funds/UTI	67	43,18,849	43,18,316	9.61
(b) Financial Institutions/Banks	11	10,530	7,350	0.02
(c) Insurance Companies	18	14,14,002	14,14,002	3.15
(d) Foreign Institutional Investors/ Foreign Portfolio Investors - Corps	138	16,26,193	16,26,193	3.62
Sub-total (B)(1)	234	73,69,574	73,65,861	16.40
2. (a) Central Govt/State Govt	0	0	0	0
Sub-total (B) (2)	0	0	0	0
3. Non-Institutions				
(a) Bodies Corporate	443	10,77,517	10,75,217	2.40
(b) Individuals –				
Individual Shareholders holding nominal share capital upto ₹ 2 Lakh	43,870	30,83,247	29,11,396	6.86
Individual Shareholders holding nominal share capital in excess of ₹ 2 Lakh	7	3,92,280	3,65,120	0.87
(c) Any other				
i. HUF	1,360	3,59,313	3,59,313	0.80
ii. Non-Resident Indian (NRI)	1,365	4,18,285	4,17,267	0.93

Category of Shareholder	Number of Shareholders	Number of Shares	Number of Shares in Dematerialised Form	Shareholding as a Percentage of Total Number of Shares
iii. LLP	35	4,476	4,476	0.01
iv. Trust	3	430	430	0.00
v. Clearing Members	4	111	111	0.00
vi. Alternate Investment Funds	3	10,936	10,936	0.02
vii. NBFCs registered with RBI	3	106	106	0.00
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	2	1,22,252	1,22,252	0.27
Sub-total (B) (3)	47,097	54,69,519	52,67,190	12.17
Total Public Shareholding (B) = (B)(1) + (B)(2) + (B)(3)	47,331	1,28,39,093	1,26,33,051	28.57
Total (A)+(B)	47,337	4,49,42,092	4,47,36,050	100.00

List of Top 10 shareholders as on March 31, 2024

Sr. No.	Name of Shareholders	Number of Shares	Percentage to Total Share Capital
1.	Bayer Vapi Private Limited	80,39,736	17.89
2.	Bayer Investments India Private Limited (formerly Monsanto Investments India Private Limited)	67,58,082	15.04
3.	Bayer SAS	66,18,105	14.73
4.	Bayer CropScience AG	53,54,030	11.91
5.	Bayer AG	37,88,433	8.43
6.	Monsanto Company	15,44,613	3.44
7.	Aditya Birla Sun Life Trustee Private Limited A/c Aditya Birla Sun Life ELSS Tax Saver Fund	15,59,381	3.47
8.	Mirae Asset Large & Midcap Fund	11,74,689	2.61
9.	Nippon Life India Trustee Ltd A/c Nippon India Small Cap Fund	8,29,256	1.85
10.	HDFC Life Insurance Company Limited	5,85,310	1.30

Pledge of Equity Shares

None of the Equity Shares held by the Promoters and/or Promoter Group as on March 31, 2024, have been pledged or otherwise encumbered.

Dematerialisation 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 dematerialised 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 dematerialised with any of the Depositories.

The process of conversion of the shares from physical to electronic form is known as



Dematerialisation. The member desiring to dematerialise the shares has to open a Demat account with a Depository Participant (DP) of his/her choice. Many nationalised 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 along with Client Master List, who in turn will forward the documents to LIPL, both physically and electronically. On receipt of the physical documents and electronic request routed through the Depository, LIPL shall dematerialise 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

Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The details of foreign exchange risk and hedging activities are given in the Directors' Report under the caption 'Foreign Exchange Management'.

Plant Location

Sr. No.	Address
1.	Plot Nos. 66/1 to 75/2, G.I.D.C. Industrial Estate, Motipura, Himatnagar – District Sabarkantha - 383001, Gujarat.
2.	Plot No. 1, 4 & 5, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi, Silvassa – 396240, 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.	Citibank N.A.
2.	Deutsche Bank
3.	HDFC Bank Limited
4.	State Bank of India
5.	Axis Bank Limited
6.	ICICI Bank Limited
7.	HSBC Bank Limited
8.	SMBC Limited
9.	MUFG Bank Limited
10.	Mizuho Bank Limited
11.	Cooperative Rabobank U A

Address for Investor Correspondence

<p>1. The Company at the following address: Bayer CropScience Limited Law, Patents & Compliance Department Bayer House, Central Avenue, Hiranandani Estate, Thane (West) - 400607 Maharashtra Tel. No.: 022-25311234 Fax No.: 022-25455063 E-mail: ir_bcsl@bayer.com Website: www.bayer.in</p>	<p>2. LIPL at their following address: Link Intime India Private Limited (Unit – Bayer CropScience Limited) C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai - 400083 Tel: +91-22-66568484 Extn.: 411/412/413 Fax: +91-22-6656 8494 E-mail: csg-unit@linkintime.co.in Website: www.linkintime.co.in</p>
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3. The Company has a specific Investor Grievance E-mail ID: ir_bcs1@bayer.com
All information/requests for share transfers, dematerialisation, transmissions, change of address, non-receipt of dividend warrants, duplicate/missing share certificates, and other matters connected therewith, may be addressed to LIPL at the address mentioned above.

Credit Ratings for Debt Instruments, Fixed Deposit Programmes or any other scheme involving mobilisation of funds

The Company has not raised any money through any Debt Instruments, Fixed Deposit Programmes or any similar schemes involving mobilisation of funds during the financial year ended March 31, 2024.

9. Other Disclosures

Details of Annual General Meetings held in the past 3 years

Year	Venue	Date	Time
2022-2023	AGM conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)	August 17, 2023	03.00 p.m.
2021-2022	AGM conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)	August 22, 2022	03.00 p.m.
2020-2021	AGM conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)	August 12, 2021	03.00 p.m.

Special Resolutions passed in the previous 3 Annual General Meetings

- Change in place of keeping and inspection of the Registers and Returns of the Company.
- 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.

Postal Ballot

During the financial year 2023-24, no Special Resolution(s) were passed through Postal Ballot and no Special Resolution(s) are proposed to be conducted through Postal Ballot as on the date of this Annual Report. However, pursuant to Section 110 of the Act read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 (Management Rules), as amended from time to time, the Company issued Postal Ballot Notice dated November 03, 2023, for resolution listed at Point No. 1 and February 01, 2024, for resolution listed at Point No. 2 during financial year 2023-24:

- Appointment of Mr. Simon-Thorsten Wiebusch (DIN: 08335591) as Vice Chairman & Managing Director and Chief Executive Officer of the Company
- Appointment of Dr. Miriam Holstein (DIN: 10458293) as the Non-Executive Non-Independent Director of the Company

The said resolutions were passed by the 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 Mr. Simon-Thorsten Wiebusch (DIN: 08335591) as the Vice Chairman & Managing Director and Chief Executive Officer of the Company.	3,87,03,278	3,73,31,263	96.46	13,72,015	3.54
2.	Appointment of Dr. Miriam Holstein (DIN: 10458293) as the Non-Executive Non-Independent Director of the Company.	3,90,84,061	3,89,75,061	99.72	1,09,000	0.28

**Details of non-compliance**

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

Compliance of Non-mandatory Requirements as on March 31, 2024

- **The Board:** During the year under review, no expenses were incurred in connection with the office of the Chairman.
- **Shareholder Rights:** The Company ensures that the disclosure of all the information is disseminated on a non-discretionary basis to all the stakeholders.
- **Modified Opinion(s) in Audit Report:** None
- **Separate Posts of Chairman & CEO:** The Chairman and Managing Director are two separate individuals.
- **Reporting of Internal Auditor:** The Company has an in-house Internal Auditor who submits reports to the Audit Committee, regularly.

Affirmation and Disclosure

- No funds have been raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the SEBI Listing Regulations.
- There are no loans and advances in the nature of loans to firms/companies in which directors are interested.
- None of the Directors of the Company have been debarred or disqualified from being

appointed or continuing as a Director by SEBI/Ministry of Corporate Affairs or any such statutory authority, which has also been confirmed by M/s. BNP Associates, Practising Company Secretaries.

- During the financial year ended as on March 31, 2024, the Board has accepted all recommendations of its committees.
- The Company has duly complied with the requirements of Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

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 Company's quarterly/half-yearly/annual financial results are sent to the Stock Exchange and published in two leading English newspapers - 'Financial Express' and 'Free Press Journal' and in two leading Marathi newspapers - 'Loksatta' and 'Navshakti' having nationwide circulation. They are also available on the website of the Company.

The Annual Report is also available on the website of the Company at 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

Simon-Thorsten Wiebusch

Vice Chairman & Managing Director and CEO
(DIN: 08335591)
Thane

Simon-Johannes Britsch

Executive Director & CFO
(DIN: 09194547)
Thane

May 23, 2024

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

We, Simon-Thorsten Wiebusch, Vice Chairman & Managing Director and Chief Executive Officer and Simon-Johannes 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, 2024, 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

Simon-Thorsten Wiebusch
Vice Chairman & Managing Director and CEO
(DIN: 08335591)
Thane

Simon-Johannes Britsch
Executive Director & CFO
(DIN: 09194547)
Thane

May 23, 2024

**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)

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

We, BNP & Associates have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Bayer CropScience Limited having CIN: L24210MH1958PLC011173 and having its Registered Office at Bayer House, Central Avenue, Hiranandani Estate, Thane (West) - 400607 (hereinafter referred to as 'the Company'), produced before us through the virtual data room by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including verification of Directors Identification Number (DIN) status] in terms of the portal of Ministry of Corporate Affairs, Government of India ('MCA') www.mca.gov.in as considered necessary and pursuant to 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 ended on March 31, 2024 have been debarred or disqualified from appointment or continuing as directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or by any other statutory regulatory authority.

Sr. No.	DIN	Name of the Directors	Designation	Date of Appointment*
1.	00131852	Mr. Pankaj Ramanbhai Patel	Non-Executive Independent Director	05/07/2016
2.	01031445	Mr. Sekhar Natarajan	Non-Executive Independent Director	01/10/2019
3.	07367868	Ms. Ketaki Sanat Bhagwati	Non-Executive Independent Director	15/01/2019
4.	06485949	Dr. Thomas Hoffmann	Non-Executive Non-Independent Director	16/09/2019
5.	10458293	Dr. Miriam Holstein	Non-Executive Non-Independent Director	01/02/2024
6.	08335591	Mr. Simon-Thorsten Wiebusch	Vice Chairman, Managing Director & Chief Executive Officer	01/11/2023
7.	09194547	Mr. Simon-Johannes Britsch	Executive Director & Chief Financial Officer	19/03/2022

*Date of appointment of Directors are as appearing on the MCA Portal.

Ensuring the eligibility of every director for appointment/continuity on the Board is the responsibility of the Management of the Company. We further state that this certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management of the Company has conducted the affairs of the Company.

For **BNP & Associates**
Company Secretaries
[Firm Regn. No. P2014MH037400]

Avinash Bagul Partner

FCS No.: 5578

COP No.:19862

PR No.: 637/2019

UDIN: F005578F000429232

Date: May 23, 2024

Place: Mumbai

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, 2024, as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) 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’).

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 information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations for the year ended March 31, 2024.

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: F005445F000411950

Date: May 23, 2024
Place: Mumbai



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT [BRSR]

SECTION A: GENERAL DISCLOSURE

I. Details of the Listed Entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L24210MH1958PLC011173						
2.	Name of the Listed Entity	Bayer CropScience Limited						
3.	Year of incorporation	1958						
4.	Registered office address	Bayer House, Central Avenue, Hiranandani Estate, Thane (West) - 400607 Tel. No.: + 91 22 25311234 Fax No.: + 91 22 25455063						
5.	Corporate address	Bayer House, Central Avenue, Hiranandani Estate, Thane (West) - 400607 Tel. No.: + 91 22 25311234 Fax No.: + 91 22 25455063						
6.	E-mail	ir_bcs1@bayer.com						
7.	Telephone	+ 91 22 25311234						
8.	Website	www.bayer.in						
9.	Financial year for which reporting is being done	FY 2023-24						
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited						
11.	Paid-up Capital	₹ 44,94,20,920						
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report							
	Name of the Person	Mr. Simon-Thorsten Wiebusch (Vice Chairman & Managing Director and CEO)						
	Telephone	+91 22 25311234						
	E-mail address	ir_bcs1@bayer.com						
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)							
	Type of Reporting (Standalone/Consolidated Basis)	Standalone						
	If selected consolidated:							
	Not Applicable	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of the Subsidiaries (S)/JVs/ Associate Companies</th> <th>CIN Number</th> </tr> </thead> <tbody> <tr> <td colspan="3">None</td> </tr> </tbody> </table>	Sr. No.	Name of the Subsidiaries (S)/JVs/ Associate Companies	CIN Number	None		
Sr. No.	Name of the Subsidiaries (S)/JVs/ Associate Companies	CIN Number						
None								
14.	Name of assurance provider	Not applicable for FY 2023-24						
15.	Type of assurance obtained	Not applicable for FY 2023-24						

II. Product/Services

16. Details of business activities (accounting for 90% of the turnover)	Sr. No.	Description of Main Activity	Description of Business Activity	% Turnover of the Entity
	1	Crop Protection	Manufacture, sale and distribution of agrochemical products	78%
	2	Hybrid Seeds	Production, sale and distribution of Hybrid Corn seeds	15%
17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover)	Sr. No.	Product/Service	NIC Code (last 5 digits)	% of Total Turnover contributed
	1	Manufacture, sale and distribution of agrochemical products	20211	78%
	2	Production, sale and distribution of Hybrid Corn seeds	01113	15%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:	Location	Number of plants (including R&D centre)	No. of Commercial Offices	Warehouses	Total
	National	4	4	24	32
	International	-	-	-	-
19. Market served by the entity	Locations	Numbers			
	No. of Locations	National (No. of States/UT)		28/8	
		International (No. of Countries)		12	
What is the contribution of exports as a percentage of the total turnover of the entity?		6%			
A brief on types of customers	The Company offers a broad portfolio of hybrid seeds, innovative chemical crop protection products, and extensive customer service for supporting sustainable agriculture. The Company markets these products primarily via wholesalers and retailers. In addition, we also sell our products to corporate entities dealing in selling and distribution of Agri Inputs. In order to support government initiative of offering good quality products for mass distribution, we also supply to government/government agencies.				



IV. Employees

20. Details as at the end of Financial Year:

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Employees and Workers (including differently abled)						
Employees						
1.	Permanent Employees (D)	1212	949	78%	263	22%
2.	Other than Permanent Employees (E)	415	339	82%	76	18%
3.	Total Employees (D+E)	1627	1288	79%	339	21%
Workers						
4.	Permanent (F)	105	95	90%	10	10%
5.	Other than Permanent (G)	3303	3112	94%	191	6%
6.	Total Workers (F+G)	3408	3207	94%	201	6%
Differently abled Employees and Workers						
Employees						
1.	Permanent Employees (H)	3	3	100%	0	0%
2.	Other than Permanent Employees (I)	1	1	100%	0	0%
3.	Total Differently Abled Employees (H+I)	4	4	100%	0	0%
Workers						
4.	Permanent (J)	2	2	100%	0	0%
5.	Other than Permanent (K)	6	6	100%	0	0%
6.	Total Differently Abled Workers (J+K)	8	8	100%	0	0%

21. Participation/Inclusion/Representation of Women

Sr. No.	Category	Total (A)	No. and % of females	
			No. (B)	% (B/A)
1.	Board of Directors	7	2	29%
2.	Key Management Personnel (other than Executive Directors)	1*	0	0%

*Note: KMP count other than Board of Directors

22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

Category	FY 2023-24 (Turnover rate in current FY)			FY 2022-23 (Turnover rate in previous FY)			FY 2021-22 (Turnover rate in the year prior to previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	12%	14%	12%	9%	11%	10%	9%	6%	9%
Permanent Workers	13%	75%	18%	5%	0%	5%	3%	0%	3%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. Names of holding/subsidiary/associate companies/joint ventures

Sr. No.	Name of the holding/subsidiary/associate companies/joint ventures	Indicate whether it is a holding/Subsidiary/Associate/or Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Bayer AG	Holding Company	8.43%	No
2.	Bayer CropScience AG	Holding Company	11.91%	No
3.	Bayer SAS	Holding Company	14.73%	No
4.	Monsanto Company	Holding Company	3.44%	No
5.	Bayer Investments India Private Limited (Formerly, Monsanto Investments India Private Limited)	Holding Company	15.04%	No
6.	Bayer Vapi Private Limited	Holding Company	17.89%	No

VI. CSR Details

24. i.	Whether CSR is applicable as per Section 135 of Companies Act, 2013:	Yes
ii.	Turnover (in ₹)	₹ 51,032 Million
iii.	Net worth (in ₹)	₹ 28,494 Million

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	If yes, then provide web-link for the grievance redress policy	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
			Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Shareholders	Yes	https://www.bayer.in/en/investors/policies	21	1		16	0	
Communities	Yes		-	-				
Investors (other than shareholders)	Yes		-	-				
Employees and workers	Yes		-	-				
Customers	Yes		871*	-		17	1	
Value Chain Partners	Yes		-	-				
Other (All Complaints other than Shareholders)	Yes		-	-				

*Note: Also includes complaints and grievances received from consumers through customer care call centre, emails, and Online Reputation Management team (social media channels).

26. Overview of the entity’s material responsible business conduct issues

Material Issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity
Climate Protection	Risk	<p>Weather and climate can significantly impact the Company’s business. Adverse weather conditions (such as drought, heavy rains, storms, etc.) pose a risk of crop losses, reduced yields and land degradation and therefore would impact the agricultural value chain as a whole. Additionally, it is known that there is food loss/wastage during handling of crops from farmer’s farm till the consumer’s household (i.e. storage, warehousing, and transportation). The yield loss in addition to food loss/wastage poses a risk of food security. In addition to the quantitative loss, such wastage in the agriculture value chain leads to atmospheric build-up and global warming.</p> <p>One of the long-term natural and physical effects of climate change is on the permanent water cycle (for example transition to a wetter or drier climate or delay in monsoon season), spread of diseases and insect pests as well as temperature changes.</p> <p>Introduction of regulatory requirements and economic disruptions due to transition risk could impact the Company’s business.</p>	<ol style="list-style-type: none"> As a part of farmer advisory, the Company promotes sustainable farming practices that reduce the use of chemicals and prevent soil erosion; these practices include conservation tillage, crop rotation, cover crops, etc. The focus is on yield increase, social and economic well-being of farmers and communities, and positive impact on nature by improving soil health, reducing on-field greenhouse gas emissions, and increasing carbon sequestration thereby helping to mitigate adverse climate change, restoring biodiversity and conserving water. One such initiative promoted by the Company is transforming rice cropping system from conventional Transplanted Puddled Rice to Direct Seeded Rice technique which is anticipated to improve the water usage per kilogram of rice crop by about 25% by 2030 and would also contribute towards reducing greenhouse gas emissions. FarmRise (a mobile app) is in place helping more than 1,00,000 monthly users access farming advice, evaluate pest infestations, rent drones, join carbon programmes, check weather, and watch commodity pricing, all from a smartphone. Further, support is provided to smallholder farmers with education and ambassador programmes, and digital in-field services such as seed planting, precision irrigation or crop protection advice through Better Life Farming (BLF) Centres. Energy source diversification through the use of sustainable source as well as renewable energy through installation of solar panel, conversion of dryers to natural gas and entering into Power Purchase Agreement (PPA) for using renewable energy (wind and solar energy hybrid model) for manufacturing activities. Rainwater harvesting has been implemented at our sites to conserve/recharge groundwater. Investing in process innovations and in the implementation and optimisation of energy management systems at our production sites, such as installation of energy-efficient air compressors, dust collection systems, light and motion detection sensors. Optimisation of our distribution network to achieve customer-centricity has helped the Company to reduce the overall logistics footprint. The Company is also envisaging usage of railways as an alternate logistics partner for customer directly shipped from our manufacturing sites. 	Negative - in short - term due to capital expenditure and operating expenditure involved in adoption of renewable energy sources and switching to cleaner fuels.

Material Issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity
Protection of the Environment	Risk	<p>Non-reduction of air emissions, water scarcity and inadequacy of clean water in sufficient quantities could lead to disruption of business operations, affect health of the people, animals, and plants.</p> <p>Untreated water discharges from plant locations could contaminate the soil or groundwater reserves.</p> <p>Non-compliance of existing or emerging regulations around environment protection could result in economic penalties and reputational damage.</p>	<p>The Company has implemented various steps to contribute towards protecting the environment - both internally as well as in association with their customers:</p> <ol style="list-style-type: none"> 1. Environmentally friendly products: Majority of the Company's products are classified as blue and green label products. 2. Process innovations at our sites: We have installed energy-efficient air compressors, dust collection systems which would result in lesser air emissions. 3. Water conservation: Adopted rainwater harvesting, implementing drip irrigation and water recycling systems. As a part of farmer advisory, the Company promotes sustainable farming practices that reduces the use of chemicals and prevent soil erosion by advising practices such as conservation tillage, crop rotation, cover crops, etc. The positive impact of this is seen through improved soil health, reduced greenhouse gas emissions, restored biodiversity and conservation of water. One such initiative promoted by the Company is transforming rice cropping system from conventional Transplanted Puddled Rice to Direct Seeded Rice technique. 4. Wastewater management: Wastewater generated at our sites is subject to treatment and strict monitoring before it is discharged into the various authorised disposal channels. We have installed online analysers, where required, to monitor critical parameters at the outlets of their wastewater treatment plants. 5. Sustainable farming practices: As a part of farmer advisory, the Company promotes sustainable farming practices that reduces the use of chemicals and prevent soil erosion; these practices include conservation tillage, crop rotation, cover crops, etc. As a part of farmer advisory, the Company promotes sustainable farming practices and responsible use of agro chemicals. 6. Plastic waste management: The Company is registered as a Brand Owner and Importer and is responsible for disposal of plastic waste generated as per the Extended Producer Responsibility (EPR) guidelines. The Company is undertaking activities in compliance with various regulatory requirements for waste management; as part of this programme, the Company has appointed a recycling agency to collect plastic from the market and facilitate its safe disposal at state level incineration facilities. 	Negative - due to capital expenditure and operating expenditure on systems and processes needed for good environmental performance.



Material Issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity
Biodiversity	Risk	The biggest threat to biodiversity is the loss, deterioration, and fragmentation of habitats due to the Company's operations	<ol style="list-style-type: none"> 1. The Company is committed towards conserving the biodiversity of the areas in which it operates. Currently, none of the Company's operations/offices are situated in/around ecologically sensitive areas. Further, no new production sites or operations are planned in areas identified as statutorily protected with regards to their natural characteristics, biodiversity, or other factors. 2. The Company undertakes initiatives in the form of trainings to farmers for safe use of its products as well as setup mechanism for plastic waste collection and disposal as measure towards avoiding plastic pollution and protecting the environment. 3. Sustainable farming practices: As a part of farmer advisory, the Company promotes sustainable farming practices that proposes responsible use of chemicals and prevent soil erosion; these practices include conservation tillage, crop rotation, cover crops, etc. 	Negative - due to fines and penalties that can be levied on the Company for directly or indirectly impacting biodiversity on account of its operations
Business Ethics	Risk	We strongly believe in conducting our businesses responsibly and in compliance with statutory requirements and regulations. Any event of non-compliance can affect the Company's reputation, undermine stakeholder trust, disrupt business operations, and could result in financial repercussions, such as fines and penalties.	<p>The Company is committed to compliance and ethical business conduct. The Company believes that compliance is essential for our long-term commercial success, and it will forgo any business transaction that would violate any of the 10 principles in our Corporate Compliance Policy. These principles are:</p> <ul style="list-style-type: none"> - We compete fairly in every market. - We act with integrity in all our business dealings. - We balance economic growth with ecological and social responsibility. - We observe all trade controls that regulate our global business. - We safeguard equal opportunity in securities trading. - We keep accurate books and records. - We treat each other with fairness and respect. - We protect and respect intellectual property rights. - We act in Bayer's best interest. - We protect and secure personal data. <p>Employees are obligated to report compliance violations. The Company ensures that no employees are disadvantaged or exposed to retaliatory measures because they reported a suspected compliance violation in good faith.</p> <p>We encourage third parties to raise their concerns about compliance. In addition to the Company's employees, the SpeakUp Platform/Compliance Hotline is open to any third party who would like to report a possible compliance violation anonymously. This applies irrespective of whether the third party has a business relationship with the Company or whether their own rights are affected. The Company has platforms through which not only customers, employees of direct or indirect suppliers, but residents around local sites, trade unions and NGOs, for example, are also entitled to submit their concerns.</p> <p>The Company has in place a robust IT-based compliance management tool which helps in monitoring adherence to all relevant laws and regulations.</p>	Negative - due to expenses related to compliance management system and trainings

Material Issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity
Product Stewardship	Opportunity	Product stewardship means that our products meet the highest quality standards and are safe for people and the environment when used properly. With the increasing demand for safe and sustainable products, as well as regulatory requirements surrounding it, product stewardship is a key topic for our business. Hence, we see this as an opportunity to expand our market presence through product stewardship initiatives.	<p>The Company has put in place necessary directives and management systems to implement regulatory and voluntary product stewardship requirements.</p> <ol style="list-style-type: none"> 1. Product registration: Our crop protection as well as seeds finished products are subject to stringent regulations that prescribe specific and detailed approval and registration procedures. Hence, our products cannot be sold on the market until they have been approved by a competent authority or an official registration has been granted. Further, processes have been established throughout the Company to address enquiries about product safety or problems with our products that are already available on the market. 2. Product counterfeiting: Product counterfeiting is a concern and the Company endeavours to resolutely and effectively prevent counterfeiting to ensure customers have access to safe and effective original products. In this regard, the Company has provided consumers/farmers access to digitised versions of product information in their preferred languages by scanning the QR code of product labels. The QR code can also be used to authenticate the genuineness of the product. 3. Safe handling of products: Company through its field force conduct safety briefings informing the consumers about the usage of PPEs and product handling. Since 2016, Bayer Safe Use Ambassador programme is aimed at creating trainers for safe use products has been in place at various State Agricultural universities. 4. Waste management initiative: The Company is registered as a Brand Owner and Importer and is responsible for disposal of plastic waste generated as per the Extended Producer Responsibility (EPR) guidelines. The Company is undertaking activities in compliance with various regulatory requirements for waste management; as part of this programme, the Company has appointed a recycling agency to collect plastic from the market and facilitate its safe disposal at state level incineration facilities. 	Positive - due to improvement in market presence
Human Rights	Risk	Neglecting human rights would have a detrimental effect on the Company's reputation and public image, making it a crucial aspect of our overall responsible business conduct initiative.	<p>Human rights are a matter of great importance for the Company not only within its own sites but across its entire supply chain.</p> <p>The Company is fully committed to upholding human rights and has documented its stance in its Human Rights Policy. The policy covers human rights requirements within the company and obligates its employees to respect and foster human rights within their own business activities and in business relations.</p>	Negative - due to costs involved in due diligence and training



Material Issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity
			<p>One of our Compliance Management principles is to ensure that employees enjoy Fairness and Respect at Work (FRW). All employees are aware of this, and they are encouraged to voice their grievance/concern with regard to FRW via the SpeakUp Platform/Compliance Hotline. Further, Company employees have access to Bayer AG's training programme "Respecting Human Rights at Bayer" created to enhance awareness of the importance of human rights in their day-to-day activities</p> <p>The Company's Supplier Code of Conduct which is circulated and made known to all its suppliers covers topics of Ethics, People and Labour, Quality and Governance Management Systems. Under the topic of People and Labour, the Company has clearly laid out its expectations in respect of avoidance of child labour, avoidance of bonded or forced labour and protecting freely chosen employment, need to have freedom of association, need to have adherence to working time, wages and benefits, importance of equal treatment, etc. During the financial year 2023-24, the Company's Operations team, along with HSE colleagues, conducted review at tolling site, on various topics, including those mentioned above. Additionally, audits were conducted at sites of Tier-2 suppliers (supplier of our raw material supplier) as part of our initiative to review all above mentioned aspects at our value chain partners.</p> <p>Regarding growers in our seeds business, we have implemented a governance mechanism to review practices related to wages and benefits and the avoidance of child labour at the growers' fields.</p>	
Employee Welfare and Occupational Safety	Opportunity	It is well known that availability of trained and skilled workforce in a knowledge-based economy can lead to a significant increase in productivity, more efficient and effective operations which would contribute to Company's success. The advantage of having access to a large pool of trained talent with diverse perspective which helps us in meeting growing business requirements and is a key ingredient for us to gain competitive advantage.	<p>Recognising the importance of human resources, the Company has implemented several employee-focussed initiatives - this ranges from onboarding training, buddy culture, talent management, rewards and recognition, employee training, career development programmes etc. In an endeavour to encourage employees to get a holistic work experience, there is a process for internal job rotations, short-term assignments etc. Annual performance evaluation process and Employee Potential evaluation helps the Company to identify top talents and groom them for future leadership roles.</p> <p>The Company has implemented changes in talent acquisition/management to ensure equitable and inclusive processes to achieve diversity dimensions in terms of gender, generations, nationality, career experience, LGBTQ+ and people with disabilities.</p> <p>The Company believes in open and transparent feedback culture. All managers are encouraged to seek feedback on an anonymous basis from their team members, peers and use the same for self-development. The Company has rolled out 'Employee Voice' surveys at half yearly intervals wherein it seeks feedback from its employees and uses this to make modifications, if need be, to its employee practices. Our hybrid working model, has provided flexibility to the employees and is one more step in ensuring necessary work-life balance.</p>	Positive - due to increased productivity and sustainable operations

Material Issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity
			<p>The Company provides best-in-class health, child care, insurance programmes and benefits to employees which get benchmarked periodically. The Company has been certified as 'Platinum Level Healthy Workplace' in Arogya World study highlighting its high focus on health for its employees. The Company has also encouraged and promoted several of its suppliers to go through this rigorous process and get their own certifications too.</p> <p>We have a robust health and wellbeing programme catering to the varied needs of our workforce working at sites or hybrid mode. We have partnered with a reputed wellness service aggregator and are offering a Digital Health wallet. Through this facility, employees can choose to visit medical centres closest to them for health checkups and access to online health activity sessions. The wallet also includes online OPD benefits. Our processes are digitalised and can be operated by employees from anywhere. We share articles, conduct webinars, quizzes and other engagement activities including gamification on various physical, emotional and mental health topics. We have partnered with a reputed service provider who offers 24x7 employee assistance programmes for employees and their family members holistic well-being.</p> <p>Within the context of Occupational Health and Safety, employees and employees of contractors receive extensive training in the prevention of accidents and safety incidents and in promoting and maintaining their own health. The measures range from general safety briefings to special training courses on the safe handling of chemical substances to web-based training that highlights the advantages and possibilities of a work environment that promotes health.</p> <p>We actively promote safety-conscious behaviour as an important starting point for preventing accidents and injuries and encourage our employees and those of contractors to immediately report work-related hazards or dangerous situations to their supervisors.</p> <p>Health Safety Environment (HSE) management systems are implemented at our sites. Audits are an integral component of our global HSE management system. They help to ensure compliance with applicable regulations and improve our performance through the management and mitigation of possible HSE risks. The Company's internal S.A.F.E. score indicator has been established to measure safety programme maturity beyond the traditional indicators of the Recordable Incident Rate (RIR) and Severity of Injuries. S.A.F.E. is a combination of different aspects of safety incident reporting and is primarily used to improve overall employee engagement in occupational safety.</p>	



Material Issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity
Supplier Management	Risk	<p>Our businesses operate in a complex and dynamic environment wherein the inward supply chain involves multiple stakeholders, both organised as well as unorganised.</p> <p>In order to enable the Company to provide quality finished products to our consumers, it is necessary that our suppliers provide us with the necessary quantity of materials (raw, intermediaries, packing, etc.) on timely basis. Any disruption in the supply chain could potentially adversely affect the production and delivery of our products.</p>	<p>The Company operates according to an established supplier management process. Long-term contracts and active supplier management for strategically important goods and services are important elements of this topic. This helps to minimise our procurement specific risks such as supply bottlenecks or significant price fluctuations, while at the same time also safeguards the Company's competitiveness and ensuring smooth production processes.</p> <p>In addition to the above, the Company is focussing on sustainable supplier environment. Our expectations from the suppliers are clearly laid out in Supplier Code of Conduct. The document covers topics of Ethics, People and Labour, Quality and Governance Management Systems. From establishing a review mechanism, during the financial year 2023-24, the Company's Operations team, along with HSE colleagues, conducted reviews at tolling site, on various topics, including those mentioned above. Additionally, audits were conducted at sites of Tier-2 suppliers (supplier of our raw material supplier) as part of our initiative to review all above mentioned aspects at our value chain partners.</p> <p>The Company also assesses the suppliers through Together for Sustainability (TFS) (physical audits) and EcoVadis (online assessment) platforms. The areas covered as part of the audit/assessment include environment, ethics, labour and human rights, health and safety, governance, management systems and sustainable procurement which also correspond to the requirements of the Supplier Code of Conduct.</p>	Negative - due to adoption of adequate systems and processes and due diligence
Stakeholder and Community Involvement	Risk	<p>Stakeholder activism has increased in the past few years. Failure to engage and address the concerns of various stakeholders can result in various market and reputational risks.</p>	<p>Stakeholder dialogue helps us to recognise important trends and developments in society and our markets at an early stage and take this information into account when shaping our business and our policy advocacy activities. We also leverage industry platforms to organise consultative workshops and roundtables to help shape the future of food systems.</p> <p>In community engagement, the Company is active through its CSR programmes. Our community engagement processes involve analysing and getting to know the beneficiaries, execution of the programme and culminates with an impact assessment. The Company and its employees engage and participate in environment protection awareness campaign such as 'RUN BLUE' (a marathon to increase awareness and need for action to address water crisis). In addition we have Community Outreach programmes which are organised by employees for communities around our sites. We measure impact as 'touches' - i.e. number of society members benefited by these programmes.</p> <p>For other stakeholders such customers, suppliers, investors, regulators, the relevant business function is in close interactions with them at necessary frequencies.</p>	No significant financial impact

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and Management Processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	https://www.bayer.in/en/investors/policies								
2. Whether the entity has translated the policy into procedures. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	No	Yes	No	Yes	Yes	No	No	Yes
4. Name of the national and international codes/certifications/labels/standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	No certification	ISO 9001 (quality management systems)	ISO 45001 (occupational health & safety management systems)	No certification	Bayer is a founding member of the UN Global Compact and respects the Universal Declaration of Human Rights of the United Nations	ISO 14001 (environmental management systems)	No certification	No certification	No certification
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	<p>A. Environment Targets:</p> <ol style="list-style-type: none"> Promote renewable energy consumption through solar installations at our sites to reduce GHG emissions. Promote rainwater harvesting at our sites to reduce the usage of fresh water. <p>B. Social Targets:</p> <ol style="list-style-type: none"> Proportion of women in top management : 33% by 2025 and 50% by 2030. 5% of our workforce to be made up of people with disabilities/differently abled individuals by 2030. Promote healthy workplace initiatives within our supplier community and encourage suppliers to seek 'Healthy Workplace' certification. Conduct at least one health engagement programme every year in each of the six areas: Physical health, mental health, emotional health, women's health, financial wellbeing, personal energy management. Continue to maintain ISO 45001 – Occupational Health and Safety (OH&S) Management System certification at our Product Supply locations. Make efforts to maintain Employee Lost Time Recordable Injury Rate (LTRIR) at BCSL sites < 0.5. 								
6. Performance of the entity against the specific commitments, goals, and targets along with reasons in case the same are not met.	The Company has set targets across environmental and social parameters during this financial year. Performance on individual targets will be reported from the next financial reporting year.								



Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
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Governance, Leadership and Oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG-related challenges, targets and achievements.

The BRSR report explores our Environmental, Social, and Governance (ESG) challenges and accomplishments over the past fiscal year. In the ever-evolving agriculture industry, the future of food production relies on innovative and regenerative tools that address farm-level issues while promoting sustainability. However, climate change remains a pressing concern, leading to extreme weather events and other challenges that threaten crop yields and the agricultural value chain.

At BCSL, our customer-centric approach drives us to develop specialised technologies aimed at boosting farmer productivity while addressing sustainability challenges. Through sustainable practices and innovative solutions, we empower farmers to achieve more with less, enhancing farm productivity and profitability while promoting environmental stewardship.

In addition to financial growth, we prioritise integrating ESG principles throughout our operations. We believe that ESG and business goals do not contradict but actually complement each other, making our customers and our business sustainably more profitable. This involves initiatives to reduce our environmental footprint, engage rural communities, and foster equitable development. Environmental and social considerations are ingrained in our business activities to improve sustainability performance, with focussed mitigation plans addressing key challenges.

- Product Safety:** We uphold stringent regulatory standards to ensure the safety and efficacy of our products. Measures such as digitising product information and conducting safety briefings underscore our commitment to product safety.
- Empowerment of Smallholder Farmers and Rural Development:** We work to improve the lives of smallholder farmers through interventions across the value chain, enhancing access to quality inputs, agronomy, and market linkages. Initiatives also focus on developing rural micro-entrepreneurship and promoting gender-smart ecosystems.
- Water Conservation:** We prioritise water conservation through practices like rainwater harvesting and drip irrigation, striving to minimise water usage. Advocacy for water-efficient farming techniques, such as Direct Seeded Rice, further supports our efforts.
- Protecting Clean Air and Promoting Energy Efficiency:** To combat climate change, we reduce energy consumption and air emissions by adopting sustainable energy sources and renewable technologies. Initiatives such as installing solar panels and converting dryers to natural gas help us minimise our environmental impact while optimising energy efficiency at our production sites.
- Preserving Human Rights:** We prioritise fairness and respect across our operations and supply chain, implementing employee-focussed initiatives and compliance mechanisms to uphold labour standards and promote inclusivity.
- Corporate Governance:** Our growth strategy is anchored in responsible corporate governance, as outlined in our Corporate Compliance Policy. We commit to fair competition, integrity in business dealings, and environmental and social responsibility.
- Specific agronomic interventions:** Our Direct Acres Programme (Mechanised Dry Direct Seeding of Rice) significantly reduces methane emissions, water needs, production costs (labour) and can lead to carbon credits (additional income to farmers).

With a legacy of over 127 years in India, we remain dedicated to continuous improvement and collaboration. Through science and innovation, we strive to deliver sustainable solutions and drive positive change, envisioning a world where life thrives to its fullest potential.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	CSR & ESG Committee								
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9. Does the entity have a specified Committee of the Board/Director responsible for decision-making on sustainability related issues? (Yes/No). If yes, provide details.	Yes A CSR & ESG committee exists, and Mr. Simon-Thorsten Wiebusch is the Chairman.								
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10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee									Frequency (Annually/Half yearly/Quarterly/Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow-up action	As part of the Internal Audit (global and local), Procurement Audits, HSE Audits as well as Compliance Audit, adherence to policies is checked and recommendations (if any) are made.									Annually								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Yes									Annually								

11. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency	P1	P2	P3	P4	P5	P6	P7	P8	P9
	No	No	No	No	No	No	No	No	No

12. If answer to question above is “No” i.e., not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
a. The entity does not consider the principles material to its business (Yes/No)									
b. The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
c. The entity does not have the financial or/human and technical resources available for the task (Yes/No)							Not applicable		
d. It is planned to be done in the next financial year (Yes/No)									
e. Any other reason (please specify)									

SECTION C: PRINCIPLE-WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1: BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE.

ESSENTIAL INDICATORS

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors	1	<ul style="list-style-type: none"> 9 NGBRC Principles and 10 Corporate Compliance Principles of the Company and duties and responsibilities of Directors are covered 	100%
Key Management Personnel	1	<ul style="list-style-type: none"> 9 NGBRC Principles and 10 Corporate Compliance Principles of the Company are covered 	100%
	3	<ul style="list-style-type: none"> Engage.Shape.Perform. - Leader@Bayer, One Bayer – Ways of Working #WoW Strategic Skills Planning Enablement 	25%
Employees other than BODs and KMPs	45	<ul style="list-style-type: none"> Architecting on AWS BayerNet Editors 2.0 Business Mindset Journey Change Foundation Programme: The People Side of Change Contractor Management Representative Leader Training Data Privacy Day 2023 Developing on AWS Development Days - Courageous Conversations Development Days - Development at Bayer/Better starts with You Development Days - Enhancing Personal Branding 	31%



Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
		<ul style="list-style-type: none"> • Development Days - Leveraging Diversity, Equity & Inclusion (DEI) • Development Days - Living LIFE Values • Development Days - Sharpening MS Excel Skills • Development Days - Talent Management • DFS-Cybersecurity Training Session: (EMEA, LATAM & North American Time Zones) • Engage.Shape.Perform. - Leader@Bayer • ESP4HR • Group Finance (Accounting & Tax & Treasury) training for Procurement • High Impact Presentation @ Bayer • How is MY ENERGY level? • Integrity Week Training Sessions 2023 • Introduction to Dietary Safety Assessment • Introduction to Product Chemistry and Compliance (PCC) • IT Service Management Practices@Bayer • Mixing Technology Training for Process Development and Production • One Bayer – Ways of Working #WoW • One S2P @ GBS • PIC Beginner Training • PLE Academy – Module 4: Leading Remote Project Teams • PLE Academy – Module 5: High Impact Presentations • PLE Academy – Module 7: Resilience • Power Automate Training - Part 2 (SC Bengaluru) • Procurement Leader as a Coach (All Procurement Employees + Source-to-Pay People Leaders) • Procurement Negotiation Ad-hoc Consultation • Procurement Negotiation Advanced Learning Programme • Procurement Negotiation Basic Learning Programme • Reliability & Maintenance Academy: Design for Reliability – Basics • Reliability & Maintenance Academy: Reactive Maintenance – Basics • Reliability & Maintenance Academy: Spare Parts Management • Reliability & Maintenance Academy: Work • Planning and Scheduling – Advanced • Strategic Skills Planning Enablement • Training Admin • Warehouse Self Inspection Toolbox & Checklist • Welcome to Bayer Procurement - Global Onboarding Part 1 and Part 2 	

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Workers	10	<ul style="list-style-type: none"> • Refresher training on ISO 9001 & 14001 (IMS) • Refresher training on emergency handling and firefighting training • Emergency preparedness by Mock drill & Table top exercise • BBS - Refresher training – What is Safe & At Risk Behaviours • Refresher training on Process and Plant Safety, MOC – Process, Plant Hazards and its control • Forklift/Stacker operational and Safety training • Induction and refresher HSE training for external contractors • Awareness training on PPE Use and Maintenance • Awareness training on Hazards and Risks at workplace • Awareness training of Safety Work Permit system 	100%

2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format.

Monetary					
	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/Fine	-	-	-	-	-
Settlement	-	-	-	-	-
Compounding fee	Principle 9	Government of Maharashtra, Legal Metrology Organisation	1,10,000	Notice was received for offence under Section 18 (1) read with Rules 21(3) and, Section 36(2) read with Rule 32 under The Legal Metrology Act, 2009/The Legal Metrology (Packaged Commodities) Rules, 2011/The Maharashtra Legal Metrology (Enforcement) Rules, 2011 in relation to declarations to be mentioned on the label of the pre-packaged product of the Company.	No
	Principle 9	Government of Maharashtra, Legal Metrology Organisation	50,000	Notice was received for offence under Section 18(1) read with Rules 6(1) (d), 6(1) (e) and, S. 36 (1) under The Legal Metrology Act, 2009/ The Legal Metrology (Packaged Commodities) Rules, 2011/The Maharashtra Legal Metrology (Enforcement) Rules, 2011 in relation to declarations to be mentioned on the label of the pre-packaged product of the Company.	No



Non-Monetary				
	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	-	-	-	-
Punishment	-	-	-	-

3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/enforcement agencies/judicial institutions
-	-

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes. The policies are available on weblink: <https://www.bayer.in/en/investors/policies>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6. Details of complaints with regard to conflict of interest:

	FY 2023-24 (Current Financial Year)		FY 2022-23 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	-	0	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	-	0	-

7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.

No such complaint or case of corruption and conflict of interest registered in FY 2023-24.

8. Number of days of accounts payables (Accounts payable *365)/Cost of goods/services procured) in the following format:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Number of days of accounts payables	60	87

9. **Open-ness of business: Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along with loans and advances & investments, with related parties, in the following format:**

Parameter	Metrics	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Concentration of Purchases*	a. Purchases from trading houses as % of total purchases	2%	2%
	b. Number of trading houses where purchases are made from	33	31
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	91%	90%
Concentration of Sales	a. Sales to dealers/distributors as % of total sales	97%	96%
	b. Number of dealers/distributors to whom sales are made	4157	4324
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors	6%	6%
Share of RPTs in	a. Purchases (Purchases with related parties/ Total Purchases)	55%	53%
	b. Sales (Sales to related parties/Total Sales)	7%	7%
	c. Loans & advances (Loans & advances given to related parties/Total loans & advances)	Nil	Nil
	d. Investments (Investments in related parties/ Total Investments made)	Nil	Nil

*Note: Covers purchase of formulation chemicals, active ingredients and packing material from trading houses.

LEADERSHIP INDICATORS

1. **Awareness programmes conducted for value chain partners on any of the principles during the financial year:**

Total number of training and awareness programmes held	Topics/principles covered under the training	% of value chain partners covered (by value of business done with such partners) under the awareness programmes
3 (1 training to Outbound Transporters and 2 trainings to Tollers at Shamirpet location)	Warehouse Safety, Road Safety and Legal Compliance	Outbound Transporters: 100% Seed Tollers: 54%
1 (Supplier)	Supplier Code of Conduct, Topics pertaining to technical inspection for explosion prevention and protection, HSE management systems	12%
1 (Learning Path 1 training to Sahbhaagis)	Promoting Rural Entrepreneurship, Promoting Good Farming Practices	3.70%
1 (Corn Module training to Sahbhaagis)	Seed to Harvest topics (including information on BCSL seed portfolio, pest identification and management as per label claims and good agronomic practices)	



2. Does the entity have processes in place to avoid/manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same

Yes. The Company has a policy on the Code of Conduct for the Board of Directors and Senior Management of the Company. The policy outlines the process for a conflict of interest for the Directors and Senior Management and are expected to avoid situations in which his/her personal interest could conflict with the interest of the Company. The Company also receives annual declarations from its Board members on the entities they are interested in and ensures requisite approvals as required are in place.

PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

ESSENTIAL INDICATORS

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

Type	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)	Details of improvement in environmental and social impacts
Research & Development (R&D)	99%	99%	<p>FY 2023-24: As a part of ongoing research and development activities, the Company is evaluating a number of early phase compounds which are under development. Further, new molecules and mixtures are also being evaluated for use in a variety of agricultural and horticultural crops, covering a wide spectrum of pest and disease segments.</p> <ul style="list-style-type: none"> • Crop Protection: The Company has conducted 920 field experiments across the country in 30 crops, including major field crops and horticultural crops, and tested more than 65 products. These innovations mainly include evaluation of early-stage chemical compounds, biologicals, plant growth regulators and nutrient complex for the effective management of insects, diseases, weeds, and overall plant health. The Company has also collaborated with more than 60 State Agriculture Universities and ICAR institutes for evaluation of crop protection innovations in different crops through over 325 experiments in project mode. • Seeds: The Company's Breeding team has kicked off the Abacus-Bio Project for gathering customer insights and feedback for building bio-economic indices which can be incorporated in designing tailor-made customer solutions for a given market segment. The Company has made significant progress in the development of Short Stature Corn (SSC) by coding more than 600 parental lines and advancing more than 20 lines in various segments.

Type	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)	Details of improvement in environmental and social impacts
			<p>FY 2022-23:</p> <p>The Company is empowering seed growers to adopt water saving and sustainable practices. Sustainable practices in the form of drip irrigation and farm ponds are being adopted by growers with an aim of increasing the grower land footprint coverage to 50% by 2025 as compared to 27% in 2022. The Company is committed to supporting the growers through advocacy, training and technical knowledge building and extending financial support on case-to-case basis. In 2022, the drip irrigation and farm ponds initiatives have benefited 1,519 growers covering 5,889 acres and 140 growers from 259 acres respectively. Overall, these initiatives are contributing towards saving water, reducing Green House Gases (GHG) emissions, increasing crop yield and improving farmer incomes thereby contributing towards environmental and social betterment.</p>
Capital Expenditure (CAPEX)	10%	3%	<p>FY 2023-24:</p> <ul style="list-style-type: none"> • Capital investment in Bead Mill contributing towards increased plant productivity and reduction in electricity consumption per unit: ₹ 30.31 Million • Installation of new ETP plant with biological and chemical ETP replacing the old biological ETP plant: ₹ 1.43 Million • Installation of drum decanting system to reduce the usage of drums multiple times contributing to reduced greenhouse gas due to no usage of carrier vessels to transfer drums: ₹ 15.80 Million • Installed solar water heating system for bathing to reduce energy consumption: ₹ 0.58 Million • Reduction in Rejected process water by 85% and less usage of fresh process water ~2,000 kl/Year by installing RO plant & Evaporator: ₹ 6.50 Million • Capital investment for drone video sensor: ₹ 3 Million • Capital investment to avoid plastic drums usage for sunflower oil storage tank: ₹ 4 Million • Installed custom-built cold storage system to reduce electricity consumption: ₹ 0.73 Million • Capital investment for detasseling machine to reduce manual effort and labour cost: ₹ 5.40 Million • Capital investment for hand push planters for FND Field Production seeds are sown manually by labour in fields. With this machine sow faster and manual effort is less and with more uniformity and yield improvement: ₹ 0.16 Million



Type	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)	Details of improvement in environmental and social impacts
			<ul style="list-style-type: none"> Installed hand drier stainless steel to reduce paper roll usage and contributing towards sustainability: ₹ 0.05 Million Installed cob sorter camera link cable with connectors to reduce manual effort and increases dryer capacity and save gas: ₹ 0.09 Million Installed earth pits refurbishment across site as governance legal requirement: ₹ 0.48 Million Capital investment for battery operated forklift as there was gas generation using diesel: ₹ 1.7 Million <p>FY 2022-23:</p> <ul style="list-style-type: none"> Installed 50 kWh solar panel on roof top to generate green energy and reduce dependency on traditional energy and carbon emission Installed new filling machine to reduce energy consumption and increase in output optimising shift operations: ₹ 10.3 Million Capital Investment for energy-efficient air compressors: ₹ 2 Million Capital investment for energy-efficient dust collection systems: ₹ 3.5 Million Capital investment for natural gas conversion of dryers: ₹ 3.5 Million Capital investment for 160 tonnes of refrigerant (TR) chiller: ₹ 6 Million Reduction of water consumption in washrooms by installing sensor taps – ₹ 1.1 Million For proper tracking of ground water consumption, installed magnetic flow meters – ₹ 0.93 Million

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

No.

b. If yes, what percentage of inputs were sourced sustainably?

Not Applicable.

3. Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Processes are in place to ensure the safe disposal of products, including the disposal of obsolete/damaged inventories or waste. We aim to minimise material consumption and disposal volumes through systematic waste management. Waste reduction, segregation, safe disposal channels and economically expedient recycling processes serve this purpose. In accordance with our philosophy, all manufacturing sites are obliged to reduce waste and to dispose of it safely. All manufacturing sites of the Company handle (segregation, storage, and disposal) all categories of waste in line with good environmental practices and in compliance with applicable laws and relevant conditions prescribed in authorisations given by State Pollution Control Boards/Pollution Control Committee.

- a) **Plastic:** The Company is registered as a Brand Owner and Importer and is responsible for disposal of plastic waste generated as per the Extended Producer Responsibility (EPR) guidelines. The Company is undertaking activities in compliance with various regulatory requirements for waste management; as part of this programme, the Company has appointed a recycling agency to collect plastic from the market and facilitate its safe disposal at state level incineration facilities.
- b) **E-waste:** The disposal of Bayer IT hardware and storage media is handled in a secure manner following our group-wide philosophy with regards to e-waste management. The Company has signed agreements with e-waste vendors who are registered and authorised by the government to undertake e-waste disposal in an eco-friendly manner without any adverse effect to the environment.
- c) **Hazardous:** The manufacturing locations have systems in place for segregation, safe storage and disposal of hazardous wastes. The Company has a process to receive product returns from the market at the end of their shelf life as well as in case product containers are damaged. Such products are sent back to the manufacturing sites which are then further sent to the authorised hazardous waste agencies for safe disposal in accordance with the regulations and permit conditions. Additionally, autoclaved laboratory waste generated at Bengaluru Research and Development Centre (BRDC) is also sent to authorised waste vendor.
- d) **Others:** All our locations (manufacturing sites and offices) have eliminated the use of single use plastics. In addition, Shamirpet site has installed an organic waste composter to convert organic waste into manure which is then utilised in fields near manufacturing site.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Yes, EPR is applicable. We have received the licence from the Central Pollution Control Board (CPCB) and have submitted a plan to the CPCB which is in line with the EPR.

LEADERSHIP INDICATORS

1. Has the entity conducted Life Cycle Perspective/Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product/Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective/Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link
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No. The Company's sustainability strategy is not restricted to its own operations but also extends to its suppliers through its Supplier Code of Conduct. It covers topics such as Ethics, Labour & Human Rights, Health & Safety, Climate & Environment, Quality and Governance & Management Systems; with the goal of strengthening our mutual understanding of how these principles should be practiced in day-to-day business. In addition, the Company has processes in place to ensure the safe disposal of products, including the disposal of obsolete/damaged inventories or waste in line with relevant state regulations.

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products/services, as identified in the Life Cycle Perspective/Assessments (LCA) or through any other means, briefly describe the same along with action taken to mitigate the same.

Name of Product/Service	Description of the risk/concerns	Action Taken
Not Applicable.		



3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)

There is 0% recycled or reused input used in production.

4. Of the products and packaging reclaimed at end-of-life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Re-used	Recycled	Safely Disposed	Re-used	Recycled	Safely Disposed
	Plastics (including packaging) (MT)	0	0	0	0	1.40
E-Waste (MT)	0	0	0	0	0	0.80
Hazardous Waste (MT)	0	0	0	0	0	9.52
Other Waste (MT) (Non-Hazardous)	0	0	0	0	0	2,483.00

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
Plastics (including packaging) (MT)	0%
E-Waste (MT)	0%
Hazardous Waste (MT)	0%
Other Waste (MT)	0%

PRINCIPLE 3: BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

ESSENTIAL INDICATORS

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
	No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)	
Permanent Employees											
Male	949	949	100%	949	100%	NA	NA	949	100%	949	100%
Female	263	263	100%	263	100%	263	100%	NA	NA	263	100%
Total	1212	1212	100%	1212	100%	263	22%	949	78%	1212	100%

Other than Permanent Employees											
Male	339	339	100%	339	100%	NA	NA	0	0%	339	100%
Female	76	76	100%	76	100%	76	100%	0	0%	76	100%
Total	415	415	100%	415	100%	76	18%	0	0%	415	100%

b. Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
Permanent Workers											
Male	95	95	100%	95	100%	NA	NA	95	100%	95	100%
Female	10	10	100%	10	100%	10	100%	NA	NA	10	100%
Total	105	105	100%	105	100%	10	10%	95	90%	105	100%
Other than Permanent Workers											
Male	3112	3112	100%	3112	100%	NA	NA	0	0%	3112	100%
Female	191	191	100%	191	100%	191	100%	0	0%	191	100%
Total	3303	3303	100%	3303	100%	191	6%	0	0%	3303	100%

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Cost incurred on well-being measures as a % of total revenue of the company	0.022%	0.017%

2. Details of retirement benefits, for Current FY and Previous Financial Year:

Benefits	FY 2023-24 (Current FY)			FY 2022-23 (Previous FY)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Yes	100%	100%	Yes
Gratuity	100%	100%	Yes	100%	100%	Yes
ESI	100%	100%	Yes	100%	100%	Yes
Others-Please Specify						

3. Accessibility of workplaces: Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, all premises/offices are accessible to differently abled employees and workers. These include ramps at entry/exit gates and parking areas (no access or ramps are in restricted zone of production area), spacious lifts available to accommodate wheelchairs. Personal assistance and a wheelchair provided wherever required.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, the Company has an Equal Opportunity Policy as per the Rights of Persons with Disabilities Act. Weblink- <https://www.bayer.in/en/investors/policies>

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention Rate	Return to work rate	Retention Rate
Male	100%	79%	0%	0%
Female	100%	100%	0%	0%
Total	100%	92%	0%	0%

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

Category	Yes/No	Details of the mechanism in brief
Permanent Workers	Yes	The Company is committed to conducting business in an ethical and lawful way and we encourage employees to raise their concerns about compliance.
Other than Permanent Workers	Yes	
Permanent Employees	Yes	Our SpeakUp Platform/Compliance Hotline is available 24/7 for raising grievances. Additionally, a location-based grievances handling mechanism is also in place (https://www.bayer.in/en/investors/policies)
Other than Permanent Employees	Yes	

7. Membership of employees and workers in association(s) or Unions recognised by the listed entity:

Category	FY 2023-24 (Current FY)			FY 2022-23 (Previous FY)		
	Total employees/workers in respective category (A)	No. of employees/workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/workers in respective category (C)	No. of employees/workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Permanent Employees						
Male	949	0	0%	974	0	0%
Female	263	0	0%	244	0	0%
Total	1212	0	0%	1218	0	0%
Permanent Workers						
Male	95	80	84%	90	90	100%
Female	10	0	0%	6	6	100%
Total	105	80	76%	96	96	100%

8. Details of training given to employees and workers:

Category	FY 2023-24 (Current FY)					FY 2022-23 (Previous FY)				
	Total (A)	On Health and Safety measures		On Skill upgradation		Total (D)	On Health and Safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	949	949	100%	273	29%	974	974	100%	214	22%
Female	263	263	100%	107	41%	244	244	100%	73	33%
Total	1212	1212	100%	380	31%	1218	1218	100%	287	24%
Workers										
Male	95	95	100%	95	100%	90	90	100%	90	100%
Female	10	10	100%	10	100%	6	6	100%	6	100%
Total	105	105	100%	105	100%	96	96	100%	96	100%

9. Details of performance and career development reviews of employees and workers:

Category	FY 2023-24 (Current FY)			FY 2022-23 (Previous FY)		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	949	949	100%	974	938	96%
Female	263	263	100%	244	215	88%
Total	1212	1212	100%	1218	1153	95%
Workers						
Male	95	95	100%	90	90	100%
Female	10	10	100%	6	6	100%
Total	105	105	100%	96	96	100%

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage such system?	Yes All sites have implemented an occupational health and safety management system. All sites also comply with the Bayer Corporate Policy 2055 (https://www.bayer.com/sites/default/files/HSE-Key-requirements.pdf) which lays down the framework for a management systems approach to occupational health and safety. Additionally, Himatnagar, Shamirpet and Bengaluru Research & Development Centre are ISO 45001 Occupational Health and Safety Management System-certified since past several years.
b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?	Sites conduct Occupational Safety and Health risk assessment for all activities. The Risk Assessment document is a live document and includes control/mitigation measures required to reduce risk to an acceptable/manageable level.
c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Yes/No)	Yes. There are processes for workers to report work-related hazards and to remove themselves from such risks. All safety observations, near misses and incidents are reported in the Bayer InteleX® Incident reporting tool. This online reporting tool is available for all Bayer employees and supervised contractors. The reported incidents are verified by the Health and Safety team and corrective/preventive actions are tracked to closure in the system.
d. Do the employees/workers of the entity have access to non-occupational medical and healthcare services? (Yes/No)	Yes. Employees/Workers have access to non-occupational medical and healthcare services. A Digital health wallet facility with non-occupational annual medical health check-ups, Employee Assistance Programme, OPD benefits, specialist medical consultation has been extended to all employees.

11. Details of safety-related incidents, in the following format:

Safety Incident/Number	Category*	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one Million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries.	Employees	0	0
	Workers	0	0



Safety Incident/Number	Category*	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

(*Including in the contract workforce)

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

“Health for all” is a core element of our corporate vision, which is why the health of our employees is of utmost importance for the Company.

Safeguarding the occupational health and safety of our employees, and that of the employees of contractors (commissioned outside companies) who are under the direct supervision of BCSL, involves preventing occupational accidents and occupational illnesses, assessing potential hazards, ensuring comprehensive risk management, and creating a healthy working environment. The Company’s occupational health management activities include preventive programmes ranging from ergonomic workplace and stress management initiatives; as well as programmes to support access to reliable and high-quality healthcare; all aimed at promoting healthy behaviour. Within the context of the Company’s occupational health, safety and environmental protection management, Bayer employees and employees of contractors receive extensive training in the prevention of accidents and safety incidents and in promoting maintaining and taking care of their health. The measures range from safety briefings and special training courses (face-to-face as well as web-based virtual trainings). Examples of the initiatives implemented are – identifying and reporting workplace hazards; awareness sessions and trainings on safe handling of chemicals, dedicated storage of chemicals away from workplace to minimise chemical exposure, importance of using personal protective equipment (PPE), ergonomics, road safety, field equipment safety; legal requirements; updating the legal requirement on half yearly basis to identify new applicable requirements, rewarding employees on safe behaviour; tracking safety-related KPIs and HSE management systems. During the year the Company, at its Shamirpet site, also undertook process optimisation and safety measures such as the installation enhancing of a dust extraction system, HVLS (High Volume Low Speed) fans, rooftop fall protection system etc. Additionally, Process & Plant Safety, Machinery Safety Assessment, Laboratory Safety Assessment and general HSE audits including explosion protection are conducted periodically and corrective measures are taken, wherever applicable. The Company also undertakes safety assessment such as Hazardous Area Classification and Risk Assessment (HACRA), Process Hazard Analysis (PHA), Hazard & Operability Study (HAZOP) from time to time.

Our company’s vision of Health for All starts with health for our employees. At Bayer the Safety and Wellbeing of employees is the top priority. To fulfil our vision, we aim to help our employees appreciate the value of health and safety, by reflecting it in their daily work environment and by actively supporting their personal quest to live safe and healthy lives. We have a robust health and wellbeing programme catering to the varied needs of our workforce working at sites, remotely or in hybrid mode. We have partnered with a reputed wellness service aggregator and are offering a Digital Health wallet. Through this facility available throughout the year, employees and also their spouses can choose to visit medical centres closest to them for health checkups and access to online health activity sessions. The Wallet also includes online Outpatient Department benefits. Our efforts were recognised by Arogyaworld - a global health non-profit organisation working to prevent non-communicable diseases - with the prestigious Arogya World PLATINUM Award 2023. This is a step-up from the Arogya World GOLD category award we won in 2021 and recognises the efforts that the Company have put in to ensure that employees are cared for, happy and healthy at the workplace. It also recognises that we have made employee wellness a priority.

13. Number of Complaints on the following made by employees and workers:

Topic	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	No complaints	0	0	No complaints
Health & Safety	0	0	No complaints	0	0	No complaints

14. Assessments for the year:

Topic	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions.

The Directorate of Safety and Health Inspectors and Labour inspectors visit the sites periodically. Any corrective/preventive actions recommended by the authorities are implemented by the sites and compliance is intimated to the respective authorities. As of date, no significant risks/concerns from these assessments are outstanding.

In addition to assessments by statutory authorities, safety observations, near misses and incidents are reported in the Bayer Intalex® Incident reporting tool. The reported incidents are verified by the Health and Safety team and corrective/preventive actions are tracked to closure in the tool. Incidents with Serious Injury/Fatality (SIF) potential are reviewed periodically, and learnings are shared as required.

LEADERSHIP INDICATORS**1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N)?**

a. Employees (Yes/No): Yes

b. Workers (Yes/No): Yes

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners

Checks are undertaken to ensure that statutory dues have been deducted and deposited by value chain partners at the time of value chain partner invoice processing. Required proofs are submitted by the value chain partners to demonstrate the depositing of statutory dues with regulatory authorities.

3. Provide the number of employees/workers having suffered high consequence work-related injury/ill-health/fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

Category	Total no. of affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	Current FY 2023-24	Previous FY 2022-23	Current FY 2023-24	Previous FY 2022-23
Employees	0	0	0	0
Workers	2	0	2	0



4. Does the entity provide transition assistance programmes to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No)

Yes, the Company provides an outplacement service for severance cases.

5. Details on assessment of value chain partners:

Topic	% of value chain partners (by value of business done with such partners) that were assessed*
Health and safety practices	54%
Working conditions	54%

*Note: For the above reporting, tolling operations at third party sites have been considered.

6. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.

The Company performs periodic HSE, process and plant safety audit of its key tolling operations and select Tier – 2 suppliers (suppliers of our key supplier) following a risk-based approach. Such audits are based on the principles of the Bayer Supplier Code of Conduct that includes environment, and health and safety aspects. The assessments include review of regulatory compliance, HSE management systems, emergency response mechanisms, Process Safety management etc. Corrective actions on the gaps identified are reviewed and followed up for compliance. Recommendations, if any, are aimed to improve the suppliers’ HSE and Compliance Management Systems.

PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

ESSENTIAL INDICATORS

1. Describe the processes for identifying key stakeholder groups of the entity:

The Company engages with multiple stakeholders across the entire value chain wherein each business function develops a list of relevant stakeholders and expectations of the Company and respective stakeholders are understood and aligned. Stakeholders are identified based on the Company’s industry dynamics, business model, capital structure, dependency on third party to create value and Go-to-market strategy. Identified stakeholders are categorised into four groups:

Partners	Financial Market Participants	Social Interest Groups	Regulators
<ul style="list-style-type: none"> Suppliers Employees Customers Associations Academic Institutions Farmers Growers 	<ul style="list-style-type: none"> Investors Banks Rating Agencies 	<ul style="list-style-type: none"> Communities NGOs General Public 	<ul style="list-style-type: none"> Law Makers Regulatory Authorities/Bodies

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group:

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers/ Consumers	No	Multiple	Continuous/ Perpetual	Commercial business, Product Stewardship related guidance and understanding their needs
Suppliers	No	Multiple	Continuous/ Perpetual	Commercial business, training on code of conduct and good business practices
Employees	No	Multiple	Continuous/ Perpetual	General employee trainings and awareness sessions
Associations and Universities/ Schools	No	Multiple	Monthly	Research opportunities
Investors	No	Community Meetings	On need basis	Replying to queries/ information sought by investors
Banks and Rating agencies	No	Multiple	Continuous/ Perpetual	Commercial business transactions
General Public	No	Press releases	Need basis	Public interactions on emergency preparedness CSR Implementation
NGOs	No	Multiple	Continuous/ Perpetual	Community engagement, discuss key concerns and solutions and discussion topic pertaining to innovation
Local Communities and competitors	No	Multiple	Continuous/ Perpetual	Health and safety related aspects (such as COVID-19 related safety measures, eye-check drives, information around road safety protocols)

LEADERSHIP INDICATORS

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

The Company has an intensive stakeholder consultation mechanism. The Board consults the stakeholders on economic, environmental, and social topics through relevant responsible functions. Feedback from stakeholders is compiled and presented to the Board.



2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes, we use stakeholder consultation for environmental and social topics. The Company engages with regulatory agencies such as State Pollution Control Boards for consultation on environmental projects such as rainwater harvesting and hazardous waste management. The Company has piloted the Farm Waste Plastic take back programme focussed on collecting plastic and hazardous waste from the farming communities where we operate.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/marginalised stakeholder groups.

One of our key stakeholders are customers (retail distributor)/consumers (farmers); some of them could be from the vulnerable and marginalised groups. There are occasions wherein due to fluctuating monsoon, customers/consumers are faced with economic difficulty to pay our receivables on time. In such situations the Company considers these requests for an extended payment window on a case-to-case basis and decides appropriately. Further, we also take initiatives for the development of our surrounding communities and society at large. With regard to smallholder farmers, we have provided an in-depth training on crop agronomy practices advisory, stewardship, safe and judicious use of crop protection products, responsible and safe disposal of pesticides as well as general health tips and awareness on vector control. One of our key initiatives has resulted in creating a conducive eco-system via the Better Life Farming (BLF) alliance. The alliance's agri-entrepreneurship model functions through Better Life Farming Centres that are managed by local agri-entrepreneurs. At these centres, the agri-entrepreneurs enable the transfer of technology to other smallholders on seeds, crop nutrition, drip irrigation, mulching, etc. They also deliver services such as market linkages, access to inputs and crop advisory.

Given the large concentration of smallholder farmers in the country, the Company is endeavouring to build awareness and scale up adoption of futuristic agronomic practices i.e. Regenerative agriculture. We are working across India to advance resource efficient agronomic practices, digitisation and precision farming by promoting Direct Seeded Rice, safe use of pesticides through precision spraying via drones etc.

PRINCIPLE 5: BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

ESSENTIAL INDICATORS

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	1212	1212	100%	1218	1218	100%
Other than Permanent	415	415	100%	126	126	100%
Total Employees	1627	1627	100%	1344	1344	100%
Workers						
Permanent	105	105	100%	96	96	100%
Other than Permanent	3303	3303	100%	2882	2882	100%
Total Workers	3408	3408	100%	2978	2978	100%

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2023-24					FY 2022-23				
	Current Financial Year					Previous Financial Year				
	Total (A)	Equal to Minimum Wage No. (B)	% (B/A)	More than Minimum Wage No. (C)	% (C/A)	Total (D)	Equal to Minimum Wage No. (E)	% (E/D)	More than Minimum Wage No.(F)	% (F/D)
Employees										
Permanent										
Male	949	0	0%	949	100%	974	0	0%	974	100%
Female	263	0	0%	263	100%	244	0	0%	244	100%
Total	1212	0	0%	1212	100%	1218	0	0%	1218	100%
Other than Permanent										
Male	339	135	40%	204	60%	93	0	0%	93	100%
Female	76	46	61%	30	39%	33	0	0%	33	100%
Total	415	181	44%	234	56%	126	0	0%	126	100%
Workers										
Permanent										
Male	95	0	0%	95	100%	90	0	0%	90	100%
Female	10	0	0%	10	100%	6	0	0%	6	100%
Total	105	0	0%	105	100%	96	0	0%	96	100%
Other than Permanent										
Male	3112	1207	39%	1905	61%	2865	1146	40%	1719	60%
Female	191	170	89%	21	11%	17	7	40%	10	60%
Total	3303	1377	42%	1926	58%	2882	1153	40%	1729	60%

3. Details of remuneration/salary/wages, in the following format:

a. Median remuneration/wages:

Type of employee	Gender	Total Number	Median remuneration/salary/wages of respective category (₹ in Million)
Board of Directors (BoD)	Male	5*	2.35
	Female	2*	2.24
Key Managerial Personnel	Male	1	6.37
	Female	0	0
Employees other than BoD and KMP	Male	946**	1.70
	Female	263	1.47
Workers	Male	95	0.26
	Female	10	0.09

*Note : *The median remuneration is for 5 male directors and 1 female director.

**The above number does not cover employee directors and KMP.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Gross wages paid to females as % of total wages*	19.38%	18.19%

*Note: 1. For the purpose of the above calculation only permanent employees and workers (count: 1317) have been considered.

2. Gross wages = Fixed Gross Salary (excluding gratuity, provident fund, and medical insurance premium)



4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company is committed to conducting business in an ethical and lawful way and we encourage employees and third parties to raise their concerns about compliance with human rights. Employees can raise concerns or grievances initially through the management channels by whatever medium available. The Company provides different communication channels to report possible or actual compliance violations Manager/ Supervisor, Department Head, Law, Patents and Compliance Department, Compliance Officer, Internal Audit, Human Resources (for employment-related matters). The aggrieved person can also approach the Chairperson of the Audit Committee of the Company directly to report any concern. In addition to all Bayer employees, the SpeakUp Platform/Compliance-Hotline is open 24/7 to any third party who would like to report a possible compliance violation anonymously. This applies irrespective of whether the third party has a business relationship with Bayer or whether their own rights are affected. Therefore, besides customers, employees of direct or indirect suppliers, residents around local sites, trade unions and NGOs, for example, are also entitled to submit their concerns. Additionally, a location-based grievances handling mechanism is also in place (<https://www.bayer.in/en/investors/policies>).

6. Number of Complaints on the following made by employees and workers:

	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	1	0		1	1	Investigation is underway
Discrimination at workplace	0	0		1	0	
Child Labour	0	0		0	0	
Forced Labour/ Involuntary Labour	0	0		0	0	
Wages	0	0		0	0	
Other human rights related issues	0	0		0	0	

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	1	1
Complaints on POSH as a % of female employees/workers	0.0036%	0.004%
Complaints on POSH upheld	1	1

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

In the Company, we want to foster an environment where our employees feel comfortable speaking up and living our values. The Company has a zero-tolerance policy with respect to discrimination and harassment. Employees and third parties who make complaints in good faith are protected against any form of reprisal and are always treated fairly and with respect. The colleagues who undertake such investigations are trained to keep the identity of the complainant anonymous.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes.

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%

11. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 10 above.

Based on the assessments no corrective action was required.

LEADERSHIP INDICATORS

1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.

There has been no change in the process for addressing human rights grievances/complaints during the current financial year.

2. Details of the scope and coverage of any Human rights due-diligence conducted.

Bayer's Supplier Code of Conduct requires that suppliers (including tollers) respect the human rights of their employees, local communities, and vulnerable groups, treat them with dignity and respect. This includes the relevant aspects such as Child Labour Avoidance, Freedom of Association, Freely Chosen Employment, Working Time, Wages and Benefits, Non-Discrimination & Fair Treatment, Use of Security Forces, and Local Communities and Vulnerable groups. During the last year, the HSE colleagues conducted audits for key tolling operations and select Tier – 2 suppliers (suppliers of our supplier) on various topics, including the ones mentioned above. With regard to growers for our seeds business, we have implemented a governance mechanism to review practices pertaining to Wages and Benefits and Avoidance of Child Labour at our growers and seeds tollers. We introduced the practice of maintaining Labour Wage registers by the growers. From a regular oversight perspective, the Field Assistants conduct periodic assessments of the above during their visits to the growers' fields.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes.



4. Details on assessment of value chain partners:

Category	% Of value chain partners (by value of business done with such partners) that were assessed		
	Seed Tollers	Crop Protection Toller	CFAs
Child labour			
Forced/involuntary labour			
Sexual harassment			
Discrimination at workplace	54%	50%	100%
Wages			
Others – please specify			

5. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 4 above.

No corrective actions recommended based on assessment results.

PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

ESSENTIAL INDICATORS

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
From renewable sources		
Total electricity consumption (A) (GJ)	0	0
Total fuel consumption (B) (GJ)	0	0
Energy consumption through other sources (C) (GJ) – (Solar)	4,259.33	290.51
Total energy consumed from renewable sources (A+B+C) (GJ)	4,259.33	290.51
From non-renewable sources		
Total electricity consumption (D) (GJ)	25,653.27	29,422.90
Total fuel consumption (E) (GJ)	15,876.07	21,704.56
Energy consumption through other sources (F) (GJ)	0	0
Total energy consumed from non-renewable sources (D+E+F) (GJ)	41,529.34	51,127.46
Total energy consumed (A+B+C+D+E+F)	45,788.67	51,417.97
Energy intensity per rupee of turnover (Total energy consumption/Revenue from operations in rupees) (GJ per Million ₹)	0.90	1.00
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumption/Revenue from operations adjusted for PPP) (GJ per US\$ Million)	20.55	22.91
Energy intensity in terms of physical output (GJ per MT)	4.73	2.26
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assessment by an external agency has been carried out.

2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

No site has been identified as a designated consumer under Performance, Achieve and Trade (PAT).

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	62,946.02	37,229.63
(iii) Third party water	15,545.00	7,633.00
(iv) Seawater/desalinated water	0	0
(v) Others (Rainwater storage)	0	0.23
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	78,491.02	44,862.86
Total volume of water consumption (in kilolitres)	65,795.20	44,853.44
Water intensity per rupee of turnover (Total water consumption/ Revenue from operations) (kl per ₹ Million)	1.29	0.87
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/Revenue from operations adjusted for PPP) (kl per US\$ Million)	29.52	19.98
Water intensity in terms of physical output (kl/MT)	6.79	1.97
Water intensity (optional) – the relevant metric may be selected by the entity- Specific water consumption per unit of product (kl/MT)	-	-

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No independent assessment by an external agency has been carried out.

4. Provide the following details related to water discharged:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(ii) To Groundwater		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(iii) To Seawater		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
(iv) Sent to third parties		
- No treatment	15.06	0
- With treatment – please specify level of treatment	26.00	9.42
(v) Others		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
Total water discharged (in kilolitres)	41.06	9.42

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assessment has been carried out by an external agency.

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

All sites except Bengaluru Research and Development Centre (BRDC) have implemented a mechanism for Zero Liquid Discharge. Wastewater generated is treated and reused within the site premises, for example used for gardening purposes. At BRDC, effluent after secondary treatment is sent to third party authorised waste management agency for further treatment and disposal.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
NOx	T/year	0.30	0.40
SOx	T/year	0.27	0.14
Particulate matter (PM)	T/year	0.62	0.16
Persistent organic pollutants (POP)	T/Year	0	0
Volatile organic compounds (VOC)	T/Year	0	0.04
Hazardous air pollutants (HAP)	T/year	0	0
Others – please specify – CO ₂	T/year	0	0

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assessment has been carried out by an external agency.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO₂ equivalent tCO₂e	976.41	1,637.37
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO₂ equivalent tCO₂e	3,108.69	2,289.95

Total Scope 1 and Scope 2 emissions intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations)	tCO₂e/in ₹ Million	0.08	0.08
Total Scope 1 and Scope 2 emissions intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations adjusted for PPP)	tCO₂e/US\$ Million	1.83	1.75
Total Scope 1 and Scope 2 emission intensity in terms of physical output	tCO₂e/MT	0.42	0.17
Total Scope 1 and Scope 2 emission intensity (optional)– the relevant metric may be selected by the entity	tCO₂e/MT	-	-

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assessment has been carried out by an external agency.

8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

Himatnagar Site: Himatnagar site signed power purchase agreement with third party to reduce GHG emissions. As a result, 171.28 tCO₂ of emissions reduced by using renewable energy (Wind & Solar) replacing electricity consumption from UGVCL.

Shamirpet Site: Several initiatives have been taken at the Shamirpet site:

- New 620kW solar plant has been installed; through this there is a GHG reduction of 583MT and generation of 711MWh power.
- Sorting automation resulted in cost savings as well as energy savings, reducing GHG emissions by 18MT/annum.
- Old dust collector and sheller have been replaced with the latest energy-efficient designs, reducing energy consumption by 10% and resulting in GHG reduction of about 9MT/annum.
- In 2024, 33kV HT power transformer has been replaced with latest IS standard model, which is about 2% energy-efficient.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total waste generated (in metric tonnes)		
Plastic waste (A)	71.90	16.76
E-waste (B)	4.47	1.24
Bio-medical waste (C)	8.70	3.58
Construction and demolition waste (D)	43.90	2,101.80
Battery waste (E)	3.74	1.70
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	252.26	265.72



Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector)	2,396.48	2,813.96
Total (A + B + C + D + E + F + G + H)	2,781.45	5,204.78
Waste intensity per rupee of turnover (Total waste generated/ Revenue from operations) (MT per ₹ Million)	0.05	0.10
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated/Revenue from operations adjusted for PPP) (MT per US\$ Million)	1.25	2.32
Waste intensity in terms of physical output	0.29	0.23
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	115.57	1,040.23
(ii) Re-used	2,093.14	0
(iii) Other recovery operations	59.94	0.57
Total	2,268.65	1,040.79
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	1,443.63	384.15
(ii) Landfilling	30.00	2,105.94
(iii) Other disposal operations	60.67	1,600.96
Total	1,534.30	4,091.05

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assessment has been carried out by an external agency.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Processes are in place to ensure the safe disposal of products, including the disposal of obsolete/damaged inventories or waste. We aim to minimise material consumption and disposal volumes through systematic waste management. Waste reduction, segregation, safe disposal channels and economically expedient recycling processes serve this purpose. In accordance with our philosophy, all manufacturing sites are obliged to reduce waste and to dispose it safely. All manufacturing sites of the Company handle (segregation, storage, and disposal) all categories of waste in line with good environmental practices and in compliance with applicable laws and relevant conditions prescribed in authorisations given by State Pollution Control Boards/Pollution Control Committee.

- a) **Plastic:** The Company is registered as a Brand Owner and Importer and is responsible for disposal of plastic waste generated as per the Extended Producer Responsibility (EPR) guidelines. The Company is undertaking activities in compliance with various regulatory requirements for waste management; as part of this programme, the Company has appointed a recycling agency to collect plastic from the market and facilitate its safe disposal at state level incineration facilities.

- b) **E-waste:** The disposal of Bayer IT hardware and storage media is handled in a secure manner following our group-wide philosophy with regards to e-waste management. The Company has signed agreements with e-waste vendors who are registered and authorised by the government to undertake e-waste disposal in an eco-friendly manner without any adverse effect to the environment.
- c) **Hazardous:** The manufacturing locations have systems in place for segregation, safe storage and disposal of hazardous waste. The Company has a process to receive product returns from the market at the end of their shelf life as well as in case product containers are damaged. Such products are sent back to the manufacturing sites which are then further sent to the authorised hazardous waste agencies for safe disposal in accordance with the regulations and permit conditions. Additionally, autoclaved laboratory waste generated at Bengaluru Research and Development Centre (BRDC) is also sent to authorised waste vendor.
- d) **Others:** All our locations (manufacturing sites and offices) have eliminated the use of single use plastics. In addition, Shamirpet site has installed an organic waste composter to convert organic waste into manure which is then utilised in fields near the manufacturing site.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format:

None of our operations/offices are situated in/around ecologically sensitive areas.

Sr. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with? (Yes/No)	If no, the reasons thereof and corrective action taken, if any.
Not Applicable.				

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
No instances			No		

13. Is the entity compliant with the applicable environmental law/regulations/guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes, the Company is compliant with the applicable environmental laws/regulations/guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and Rules.

Sr. No.	Specify the law/regulation/guidelines which was not complied with	Provide details of the non-compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control boards or by courts	Corrective actions, if any
1.	Water (Prevention and Control of Pollution) Act	No instances	Nil	NA



Sr. No.	Specify the law/regulation/guidelines which was not complied with	Provide details of the non-compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control boards or by courts	Corrective actions, if any
2.	Air (Prevention and Control of Pollution) Act	No instances	Nil	NA
3.	Environment Protection Act and Rules thereunder	No instances	Nil	NA
4.	The Hazardous and Other Wastes (Management and Transboundary Movement) Rules	No instances	Nil	NA
5.	The Plastic Waste Management Rules, 2016	No instances	Nil	NA
6.	The E-Waste (Management) Rules	No instances	Nil	NA
7.	The Solid Waste Management Rules	No instances	Nil	NA
8.	The Batteries (Management and Handling) Rules	No instances	Nil	NA

LEADERSHIP INDICATORS

1. Water withdrawal, consumption, and discharge in areas of water stress (in kilolitres):

For each facility/plant located in areas of water stress, provide the following information:

- Name of the area – There is no site located in areas of water stress.
- Nature of operations – There is no site located in areas of water stress.
- Water withdrawal, consumption, and discharge in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	0	0
(iii) Third party water	0	0
(iv) Seawater/desalinated water	0	0
(v) Others (Municipal corporations)	0	0
Total volume of water withdrawal (in kilolitres)	0	0
Total volume of water consumption (in kilolitres)	0	0
Water intensity per rupee of turnover (Water consumed/ Turnover)	0	0
Water intensity (optional) – the relevant metric may be selected by the entity (kl/MT)	0	0
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
(ii) Into Groundwater		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(iii) Into Seawater		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(iv) Sent to third parties		
- No treatment	0	0
- With treatment – please specify level of treatment – (Secondary)	0	0
(v) Others		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
Total water discharged (in kilolitres)	0	0

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No independent assessment has been carried out by an external agency.

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO ₂ equivalent tCO ₂ e	The Company is in the process of formulating its Green House Gas (GHG) inventory for Scope 3 emissions	The Company is in the process of formulating its Green House Gas (GHG) inventory for Scope 3 emissions
Total Scope 3 emissions per rupee of turnover	tCO ₂ e/₹		
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity	tCO ₂ e/MT		

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assessment has been carried out by an external agency.

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along with prevention and remediation activities.

Not applicable



4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No.	Initiatives Undertaken	Details of Initiative (Web-link, if any, may be provided along with summary)	Outcome of Initiative
1	Shamirpet: 620kWp solar plant	Installed 620kW solar plant at site in May 2023	GHG reduction - 583MT Green energy generated - 711.02MW
2	Shamirpet: LPG to PNG fuel conversion of dryers	Converted all seed dryers from Liquefied Petroleum Gas (LPG) to Pressurised Natural Gas (PNG) which is a cheaper, safer and greener fuel	GHG reduction of about 90MT CO ₂ e and Cost savings of about ₹ 2.2 Million (direct & indirect) at prevailing PNG prices
3	Shamirpet: Installation of electric control system in each shelf of UT and Bio-assay incubation chambers	Automatic control of lighting in UT and Bioassay chambers reduces wastage of energy in unused sample holding bays	Reduced lighting energy consumption by up to 30% in QT lab
4	Shamirpet: Recycling of sample tips reducing waste generation	Reusing Biomek i-series 80 ul tips without losing its efficacy to minimise plastic waste	Reusing of Biomek tips thereby reducing 1,200kg CO ₂ emissions per annum

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

Yes. The Company has a Business Continuity Plan (BCP) in place and covers all its manufacturing sites and Head Office functions. While preparing the BCP, the management has considered various loss scenarios which may occur on account of disruptive events in areas such as workforce, workplace, supply and information technology. Continuity and recovery measures for each such scenario has been captured in the BCP so as to minimise the impact resulting from a disruptive event.

In addition to the BCP, the Company also has a Crisis Management Manual which defines standard procedures for notification/reporting of critical incidents and thereby ensures an efficient flow of information simultaneously to all relevant stakeholders. From an oversight perspective, the Company has a cross-functional committee of senior personnel who are responsible for handling crisis.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?

No significant adverse impact to the environment was identified as a part of assessment done at value chain partner sites.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impact.

7%. Additionally, audits were also conducted at sites of Tier- 2 suppliers (supplier of our raw material supplier) as part of our initiative to review our value chain partners.

PRINCIPLE 7: BUSINESSES WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

ESSENTIAL INDICATORS

1. a) Number of affiliations with trade and industry chambers/associations.

We are affiliated with twenty-seven major associations through which we actively participate in the overall development of industrial landscape.

b) List the top 10 trade and industry chambers/associations (determined based on the total members of such a body) the entity is a member of/affiliated to.

Sr. No.	The trade and industry chambers/associations the entity is a member of/affiliated	Reach of trade and industry chambers/associations (state/national)
1.	The Federation of Indian Chambers of Commerce and Industry [FICCI] - Agrochemicals & Seeds/Traits	National
2.	The Associated Chambers of Commerce and Industry of India (ASSOCHAM) - Agrochemicals, Seeds, ES, etc.	National
3.	Confederation of Indian Industries (CII) - Agrochemicals and Seeds/Traits and Rural Development - Bayer is a member of the committee, however, no membership in CII	National
4.	Crop Life India (CLI) - Agrochemicals	National
5.	Federation of Seed Industry of India - Seeds	National
6.	Alliance for Agri Innovations (Biotech, Gene editing, new innovative technologies)	National
7.	Public Affairs Forum of India (External Communication) – Seeds, Agrochemicals, Traits & Policy	National
8.	AgroChem Federation of India (Agrochemicals & Seeds/Traits) National Indo-German	National
9.	Chamber of Commerce - External Communication - Agrochemicals & Seeds/Traits	National
10.	PHD Chamber of Commerce & Industry	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities:

Name of the authority	Brief of the case	Corrective action taken
There are no instances of adverse orders from regulatory authorities.		

**LEADERSHIP INDICATORS****1. Details of public policy positions advocated by the entity:**

Sr. No.	Public policy advocated	Method resort for such advocacy	Whether the information is available in the public domain? (Yes/No)	Frequency of review by Board (Annually/Half yearly/Quarterly/ Other-please specify)	Web Link, if available
1.	India Ag policy overview	Industry platforms, Conferences, Roundtables, Internet	Yes	Need based	https://www.cropscience.bayer.in/Sustainable-Crop-Solutions/Our-Principles
2.	ITPGRFA synopsis (biodiversity)				https://www.bayer.com/en/sustainability/position-biodiversity
3.	Sustainable Ag-Carbon				https://www.bayer.com/en/sustainability/sustainable-policy
4.	Kisan drones				https://www.bayer.com/en/agriculture/article/drones-revolutionize-farmers-lives
5.	Farmer linkages - FPO, BLF				https://www.cropscience.bayer.in/Sustainable-Crop-Solutions/Food-Chain-Partnerships
6.	Direct Seeded Rice				https://www.bayer.in/en/thisisbayer/sustainable-rice-project
7.	Genome editing in plants				https://www.bayer.com/en/agriculture/genome-editing
8.	Biotech traits				https://www.bayer.com/en/agriculture/seeds-traits
9.	ESG				https://www.bayer.in/en/development
10.	Plastic Waste Management				https://www.cropscience.bayer.in/Sustainable-Crop-Solutions/Our-Principles

**PRINCIPLE 8: BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND
EQUITABLE DEVELOPMENT****ESSENTIAL INDICATORS****1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
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We have not undertaken any projects requiring Social Impact Assessment (SIA).

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

Sr. No.	Name of the project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amount paid to PAFs in FY (In ₹)
Not Applicable.						

3. Describe the mechanisms to receive and redress grievances of the community.

The Company is committed to conducting business in an ethical and lawful way and we encourage employees and third parties to raise their concerns. In addition to all Bayer employees, the Compliance-Hotline is open to any third party who would like to report a possible compliance violation. This applies irrespective of whether the third party has a business relationship with Bayer or whether their own rights are affected. Therefore, besides customers, employees of direct or indirect suppliers, residents around local sites, trade unions and NGOs, for example, are also entitled to submit their concerns.

SpeakUp Platform/Compliance Hotline is available 24/7 for raising grievances for internal/external stakeholders. Additionally, a location-based grievances handling mechanism is also in place (<https://www.bayer.in/en/investors/policies>)

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Directly sourced from MSMEs/small producers*	10%	9%
Directly from within India	45%	44%

*Note: 1. We have revisited our MSME tagging for the financial year (FY) 2023-24. Categorisation of certain MSME suppliers has undergone change compared to the previous financial year (FY) 2022-23

2. Growers have been included in calculation for the current financial year (i.e. factoring in percentage of input material directly sourced from small producers)

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost (places categorised as per RBI classification system – rural/semi-urban/urban/metropolitan)

Location	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Rural	15%	15%
Semi-urban	6%	6%
Urban	17%	17%
Metropolitan	62%	62%

LEADERSHIP INDICATORS

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Correction action taken
We have not undertaken any projects requiring Social Impact Assessment (SIA).	

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

Sr. No.	State	Aspirational District	Amount spent (₹)
1.	Maharashtra	Osmanabad	23,031,173
2.	Chhattisgarh	Narayanpur, Kondagaon	16,939,136
3.	Jharkhand	Latehar, Dumka, Lohardaga	16,939,136
4.	Madhya Pradesh	Barwani, Kondwa	15,720,728
5.	Karnataka	Raichur	15,445,769
6.	Bihar	Araria, Katihar	13,008,954
7.	Andhra Pradesh	Vizianagaram, Visakhapatnam	9,072,314
8.	Odisha	Rayagada	7,310,445
9.	Uttar Pradesh	Bahraich	5,423,549

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised/vulnerable groups? (Yes/No)

No, currently there is no Preferential Procurement Policy in place. The Preferential Procurement Policy is part of the procurement roadmap.

(b) From which marginalised/vulnerable groups do you procure?

No.

(c) What percentage of total procurement (by value) does it constitute?

No.

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

Sr. No.	Intellectual Property based on traditional knowledge	Owned/Acquired (Yes/No)	Benefits shared (Yes/No)	Basis of calculating benefits share
Not applicable				

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of the authority	Brief of the case	Corrective action taken
Not applicable		

6. Details of beneficiaries of CSR Projects.

Sr. No.	CSR Project	No. of persons benefited from CSR Projects as on March 31, 2024	% of beneficiaries from vulnerable and marginalised groups
1.	Strengthening and Nurturing FPO's (Farmer Producer Organisations) and providing holistic solutions	25,776	100%
2.	Comprehensive Telemedicine solutions providing quality healthcare for rural communities	1,76,526	100%
3.	Promoting Science Education through adoption of ATLS (Atal Tinkering Labs)	23,612	60%

Sr. No.	CSR Project	No. of persons benefited from CSR Projects as on March 31, 2024	% of beneficiaries from vulnerable and marginalised groups
4.	MEDHA - Fellowship programme for pursuing higher studies in Life Sciences	122	100%
5.	Enabling Livelihood through Skilling in Manufacturing	100	100%
6.	Enabling Livelihood through Skilling in Healthcare	750	100%

PRINCIPLE 9: BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN RESPONSIBLE MANNER

ESSENTIAL INDICATORS

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company is committed to conducting business in an ethical and lawful way and we encourage employees and third parties to raise their concerns whenever required. Consumers can inform their complaints/provide their feedback through a toll-free number on Bayer's national helpline number 'HELLO BAYER'. These calls are answered by local agri-experts who are trained in multiple Indian languages. Further, there is an email id customercare@bayer.com where consumers can record their complaints. Call Centres, after receiving the complaints divert the same to the Front-End Commercial teams for appropriate resolution. In addition, the Company has a SpeakUp Platform/Compliance-Hotline that is open 24/7 to any third party who would like to report a possible compliance violation anonymously. (<https://www.bayer.in/en/investors/policies>).

2. Turnover of products and/services as a percentage of turnover from all products/services that carry information.

Information related to	As a percentage to total turnover
Environment and social parameters relevant to product	100%
Safe and responsible usage	100%
Recycling and/or safe disposal	100%

3. Number of consumer complaints in respect of the following:

	FY 2023-24 Current Financial Year		Remarks	FY 2022-23 Previous Financial Year		Remarks
	Received during the year	Pending resolution at the end of year		Received during the year	Pending resolution at the end of year	
Data privacy	0	0		0	0	
Advertising	0	0		0	0	
Cyber-security	0	0		0	0	
Delivery of essential services	0	0		0	0	
Restrictive Trade Practices	0	0		0	0	



	FY 2023-24		Remarks	FY 2022-23		Remarks
	Current Financial Year			Previous Financial Year		
	Received during the year	Pending resolution at the end of year		Received during the year	Pending resolution at the end of year	
Unfair Trade Practices	0	0		0	0	
Others (Specifications, Labelling, and Packaging)	871	-	- 4 for product related topics - 4 quality related complaints - 863* covering seed complaints on germination, crop stage problems and unavailability. Also covers product performance for crop protection products	7	7	- 7 for product liability

*Note: Complaints and grievances received from consumers through customer care call centre, emails, and Online Reputation Management team (social media channels).

4. Details of instances of product recalls on account of safety issues

	Number	Reason for recall
Voluntary recalls	0	There have been no product safety related recalls in FY 2023-24.
Forced recalls	0	

5. Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes. For Data Privacy and Information Security, the Company has respective policies in place. Following is the weblink: <https://www.bayer.in/en/investors/policies>

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.

No corrective actions were taken as the Company did not have any instances of product recall due to safety or cyber security or data privacy issues related to customers.

7. Provide the following information relating to data breaches:

- Number of instances of data breaches** – 1 instance of data breach reported; pertaining to farmer data in Smallholder Farming tool
- Percentage of data breaches involving personally identifiable information of customers** – Nil, no direct impact for BCSL customers
- Impact, if any, of the data breaches** – No impact on account of the breach

LEADERSHIP INDICATORS**1. Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available).**

Information for our Products and some of our Services is available on www.cropscience.bayer.in

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

The Company takes constructive steps for educating consumers about product safety and responsible usage. Multiple protocols are followed as per law and information is provided to the consumers on a timely basis. Packaging of our products is done as per the Indian Institute of Packaging (IIP) requirement, Material Safety Data Sheet (MSDS), Tremcards and labels are provided to customers. In addition, SOPs for safe usage and handling of materials as well as brochures are available which mention HSE requirements.

Consumers are able to access digitised versions of product information in their preferred languages by scanning the QR code of product labels. The Company, through its field force conduct safety briefings informing the consumers about the usage of PPEs and product handling. Since 2016, the Bayer Safe Use Ambassador programme aimed at creating trainers for safe use products has been in place at various state agricultural universities. From dissemination of information perspective, there is a YouTube channel which provides safe use information in dramatised SOP versions in eight languages. The Company has got regulatory approval with regard to usage of drones for spraying crop protection products which would enable minimalistic human contact and is in line with recommended stewardship guidelines.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

The Company is in regular touch with the customers/consumers and any disruption in the supply/service of product is communicated through our distributors/retailer.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable)? If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

a. As part of label information, we are providing additional information related to Resistance Management for most of our products. The information is printed in the form of internationally accepted/followed Mode of Action (MoA) based icon and the statements in the Direction for use (DFU) which is an integral part of the product label. We do share additional recommendations for successful usage via field teams and via FarmRise.

b. Yes, we undertake different surveys for customer satisfaction and perceptions related to our products. This is only done for the top products.

Management Discussion & Analysis Report

1. Overview of Indian Agriculture

India has a geographical area of 328.73 Million hectares (m ha), spread over 15 Himatnagar-climatic regions. Indian agriculture sector is the bedrock of the nation's economy, constituting ~18%¹ of India's GVA in FY 2023-24. Despite global headwinds like the health crisis and variability in climate conditions, the sector has demonstrated remarkable tenacity and resilience, contributing significantly to India's economic recovery and development. India has the second-largest agricultural land in the world and provides livelihood to ~58% of the total population. With the world's largest cattle herd (buffaloes), India is the largest milk producer in the world. Also, it has the largest area planted for wheat, rice, and cotton, and is the largest producer of pulses, and spices in the world. It is the second-largest producer of fruit, vegetables, tea, farmed fish, cotton, sugarcane, wheat, rice, and sugar. For India to become a fully industrialised and developed nation, agriculture is an essential component.

The Government has given priority to over 10 Crore small farmers in the country's agricultural policy and schemes. With increased investments in agricultural infrastructure such as irrigation facilities, warehousing, and cold storage, it is expected that the agriculture sector will reap benefits in the next few years. The popularity of genetically-modified crops will likely improve the yield for Indian farmers. India is striving to become self-sufficient in pulses in the coming few years led by the concerted effort of scientists to get early maturing varieties of pulses and the increase in minimum support price.

India's agricultural GDP grew by only 0.7%¹ in 2023-24, down from 4.7% in 2022-23, as global headwinds such as the Red Sea crisis and Ukraine conflict hit exports. During April-February 2023-24 period, agricultural exports declined 8.8% to US\$ 43.7 billion², due to various factors including the Red Sea crisis, the Russia-Ukraine conflict, and export restrictions on key commodities like rice, wheat, sugar, and onions to meet domestic requirements. Though the government is unlikely to lift the ban on exports of staples due to risk of food inflation, the agri-export strategy is being re-worked. As part of its plan to boost exports, the government has identified 20 agricultural products

including mangoes, banana, ghee, buffalo meat and alcoholic beverages, with high export potential in markets such as United States, Europe and Japan.

The Government has adopted and implemented several policies, reforms, developmental programmes and schemes for improving the agricultural growth prospects and incomes of the farmers. Supplementary income transfers under PM-KISAN yojna, increase in Minimum Support Price (MSP) for all kharif & rabi crops ensuring a minimum of 50% of profit margin on the cost of production, crop insurance under Pradhan Mantri Fasal Bima Yojna (PMFBY), better access to irrigation under Pradhan Mantri Krishi Sinchayee Yojana (PMKSY), Agri Infrastructure Fund (AIF), new procurement policy under PM-AASHA, Kisan Credit Cards (KCC), promotion of Farmer Producer Organisations (FPOs), and National Mission for Sustainable Agriculture (NMSA) are some such schemes.

Significant investment in agricultural infrastructure such as irrigation facilities, warehousing and cold storage, growing use of genetically-modified crops, growing awareness of use of agrochemicals and technological advancements are re-shaping the Indian agricultural market. These developments are aiding in increasing agricultural production. Technologies like robotics, temperature and moisture sensors, aerial images, and GPS technology are making farms more productive, efficient, safe, and environmentally sustainable.

Government support

Led by strong push from the government through numerous policies and schemes, the government has played a crucial role in providing financial support to farmers, alleviating their hardships and enabling them to sustain their families while contributing to the nation's welfare. Policies such as Pradhan Mantri Kisan Maandhan Yojana (PM-KMY), Pradhan Mantri Kisan Samman Nidhi (PM-KISAN), and PMFBY, dedicated for the well-being of farmers have been instrumental in offering financial and income assistance to farmers.

PMFBY is the largest crop insurance scheme in the world in terms of farmer enrolments as well as the third largest scheme in the world in terms of insurance

¹pib.gov.in/PressReleaseSelfframePage.aspx?PRID=2010223

²Agri exports fall 9% during Apr-Feb 2024 due to global, domestic factors | Agriculture - Business Standard ([business-standard.com](https://www.business-standard.com))

premiums. Every year, crop insurance is given to 4 Crore farmers under PMFBY³. Under PM-KISAN SAMMAN Yojana³, direct financial assistance is provided to 11.8 Crore farmers, including marginal and small farmers.

Since the inception of the AIF³, ₹ 35,262 Crore have been sanctioned for 48,352 projects. Major projects sanctioned under AIF include 11,165 warehouses, 10,307 primary processing units, 10,948 custom hiring centres, 2,420 sorting & grading units, 1,486 cold store projects, 169 assaying units and around 11,857 other kinds of post-harvest management projects and community farming assets.

Soil health cards provide farmers with the nutrient status of their soil and its composition. Till December 19, 2023³, 23.58 Crore soil health cards have been distributed to farmers.

The introduction of 100% neem-coated urea has led to substantial rise in urea production.

Under Paramparagat Krishi Vikas Yojana³, 37,364 clusters (20 ha each) have been formed, 8.13 lakh ha area covered (including LAC) and 16.19 lakh farmers have benefited.

As of January 31, 2024³, 7,950 FPOs have been registered. Equity Grant of ₹ 142.6 Crore has been released to 3,183 FPOs. Credit guarantee cover of ₹ 246 Crore has been issued to 1,101 FPOs.

From within the funds of Sub-Mission on Agricultural Mechanisation (SMAM)³, ₹ 141.41 Crore have been released towards Kisan drone promotion, which includes purchase of 317 Drones for their demonstration in 79,070 hectares of land and supply of 527 drones to the farmers on subsidy.

As of January 31, 2024³, 1.77 Crore farmers and 2.53 Lakh traders have been registered on e-NAM portal.

The government's Kisan Rail project is proving beneficial to farmers. Till February 28, 2023³, 2,359 services on 167 routes have been operated.

In the Interim Budget 2024-2025⁴, several initiatives were undertaken aimed at cultivating a more robust and sustainable agricultural ecosystem:

- ₹ 1.27 Lakh Crore allocated to the Ministry of Agriculture. Of this, the Department of Agriculture is allocated ₹ 1.17 Lakh Crore, and the Department of Agricultural Research and Education (DARE) ₹ 9.9 Crore
- The agriculture credit target has been raised to ₹ 20 Lakh Crore
- Allocation continued for the Agriculture Accelerator Fund
- Allocation for the PM Kisan Samman Nidhi is unchanged at ₹ 60,000 Crore to provide direct financial help to 11.8 Crore marginal and small farmers
- Continued push for the Pradhan Mantri Fasal Bima Yojana (PMFBY) to provide security to 4 Crore farmers against unforeseen events like adverse weather conditions
- Plans to integrate 1,361 mandis under e-NAM and increase trading volumes to ₹ 3 Lakh Crore, serving 1.8 Crore farmers
- Plans to promote public and private investments in aggregation, procurement, modern storage along with branding and marketing under PM-Formalisation of Micro Food Processing Enterprises scheme
- Launched the Atmanirbhar Oil Seeds Abhiyan for self-sufficiency and food security
- Proposed the adoption of Nano DAP across all climatic zones as a cost-effective and efficient alternative to traditional DAP to help reduce import dependence
- The Animal Husbandry Infrastructure Development Fund within the Infrastructure Development Fund (IDF) was allocated ₹ 29,610 Crore until 2025-2026 to encourage investments in areas like dairy processing, product diversification, breed multiplication farms, animal feed plants, waste management, and the setting up of veterinary drug and vaccine production plants
- Plan to formulate a comprehensive Dairy Development programme to empower dairy farmers and strengthen the sector

Source:

³Press Information Bureau (pib.gov.in)

⁴Budget_Speech.pdf (indiabudget.gov.in)

Other than the Budget, government initiatives during the year include:

- Government set up a special fund called the Food Processing Fund (FPF) of approximately US\$ 265 Million in the National Bank for Agriculture and Rural Development (NABARD) for extending affordable credit to designated food parks and food processing enterprises in the designated food parks
- In October 2023, the President of India launched the Fourth Krishi Roadmap of Bihar
- In November 2023, India signed deals to export 5,00,000 tonnes of new season basmati rice in Europe and the Middle East
- In December 2023, NBCC signed an MoU with the National Cooperative Development Cooperation (NCDC) and NABARD for the construction of (1,469-grain storage units) the world's largest grain storage plan in the cooperative sector
- In December 2023, NITI Aayog and IFPRI signed a Statement of Intent to strengthen policy frameworks for agricultural transformation and rural development

Foodgrain production in 2022-23⁵

According to the Second Advance Estimate of production of oilseeds and commercial crops for 2023-24, total foodgrain production in India (excluding the summer crop) is estimated at 309.35 Million tonnes (MT), as compared to 329.69 MT in 2022-23 which includes summer crop of 16.14 MT. Production of rice, corn, and other coarse grains is expected to be lower than the previous year, while wheat and barley production is estimated higher at new record levels.

2. Industry Overview

Impact of monsoon⁶

In India, rainfall over the country as a whole during monsoon season (June-September) 2023 was 94% of its long period average (LPA). Seasonal rainfalls over Northwest India, Central India, South Peninsula and Northeast (NE) India were 101%, 100%, 92% and 82% of respective LPA. The southwest monsoon seasonal (June to September) rainfall over the monsoon core zone, consisting of most of the rainfed

agriculture regions in the country, received 101% of LPA classified as normal (94-106% of LPA). Out of the total 36 meteorological subdivisions, 3 subdivisions constituting 9% of the total area of the country received excess rainfall, 26 subdivisions received normal rainfall (73% of the total area) and 7 subdivisions (18% of the total area) received deficient season rainfall. The 7 Meteorological subdivisions which got deficient rainfall are Nagaland, Manipur, Mizoram & Tripura (NMMT), Gangetic West Bengal, Jharkhand, Bihar, East UP, South interior Karnataka and Kerala. Monthly rainfall over the country as a whole was 91% of LPA in June, 113% of LPA in July, 64% of LPA in August, and 113% of LPA in September. Southwest monsoon current advanced to the south Andaman Sea and Nicobar Islands in time. However, further advance thereafter was sluggish. It set in over Kerala 7 days behind the normal date and covered the entire country 6 days ahead of normal date. Monsoon withdrawal commenced from west Rajasthan with a delay of 8 days. The forecast for monsoon onset over Kerala for this year was correct, which is the seventeenth consecutive correct forecast for this event except the year 2015 since commencement. The forecasts for the rainfall over the country during the season as a whole could be predicted well as the realised rainfall is 94% of LPA against the forecast of 96% ± 4%.

Crop Protection

With diverse climatic conditions, India enjoys favourable conditions for the cultivation of a wide range of crops. However, weeds, insect pests, and fungal diseases pose significant challenges resulting in substantial annual crop losses. Weeds account for 45% of the total annual crop losses⁷, insects 35%, and fungal diseases 20%. The growing incidence of crop infestation has resulted in growth of crop protection market. Farmers rely heavily on pesticides as their primary tool to combat crop losses. To counter losses in production due to weeds, majorly impacting crops such as rice, wheat, and maize, farmers prefer herbicides over manual weeding as it is costlier due to labour shortages and rising wages. It is estimated that annual crop losses could double without the use of crop protection products. Food crops are prone to infestation from 30,000 species of weeds, 3,000 species of nematodes and 10,000 species of plant-eating insects. This presents a strong case for the use of crop protection chemicals in farms to enhance yield.

⁵Workbook (desagri.gov.in)

⁶India Meteorological Department (imd.gov.in)

The crop protection chemicals market in India was estimated at US\$ 2.3 billion in 2022⁸, driven by factors such as increasing population, rising food demand, and the need to protect crops from pests, diseases, and weeds. Insecticides are the most used crop protection chemicals, with a market share of 72.5% in 2022, followed by herbicides and fungicides, with a market share of 13.4% and 8.9%, respectively.

While on the one hand, Indian population is increasing, on the other hand, the per capita size of land is steadily decreasing. This makes the use of pesticides mandatory to improve yields. Strong domestic consumption and growing exports, encourage farmers to use crop protection chemicals. The growth prospects for the Indian crop protection industry stems from both strong domestic consumption and export opportunities. With the use of proper strategies and sophisticated technologies the market holds humongous growth opportunities. Globally, India is ranked as the fourth-largest manufacturer of agrochemicals after the United States, Japan, and China and has emerged as the 13th largest exporter of pesticides. The domestic pesticide consumption in India is still comparatively very low at 0.60 Kg/ha as compared to UK at 5 Kg/ha and Japan at 12 Kg/ha.

Seeds

The agricultural sector is highly dependent on the availability and quality of seeds for a productive harvest. It is estimated that the quality of seeds influences the total production to a large extent depending upon the crop. The seed quality is estimated to contribute 15-20% to total production and it can be further raised up to 45% with efficient management of other inputs. Rising penetration of the organised sector, growth in contract farming, mechanisation of agriculture, easy funding for farmers, rise of exports, use of agrochemicals and R&D investments, etc. are aiding the growth of the seed industry in India. Growing awareness of genetically-modified seeds and its benefits in productivity has played a crucial in driving growth of the seed industry in India.

Steadily the use of outmoded open-pollinated varieties of seeds is getting replaced by hybrid seeds. The main reason for this change is the higher pest-resistant properties of these seeds leading to improved productivity and reduction in cost to farmers.

Farmers are increasingly shifting from conventional seed sources to packaged seeds with an aim to improve yields. Hybrid seeds dominated over open-pollinated varieties, accounting for US\$ 2.3 Billion, in 2022. (Source: <https://www.mordorintelligence.com/industry-reports/indian-seed-sector-analysis>)

As per IMARC⁹, the size of the Indian seed industry reached US\$ 7 Billion in 2023 led by the commercialisation of agriculture and growing awareness among farmers. The introduction of advanced digital technologies to help farmers overcome the negative impacts of pests, climate, and other environmental factors is expected to help the market grow. The market is estimated to reach US\$ 18.3 Billion by 2032 at 10.9% CAGR during 2024-2032. Multiple government initiatives like Integrated Scheme for Oilseeds, Pulses, Oil Palm, and Maize, and Rashtriya Krishi Vikas Yojana, etc, to encourage farmers and breeders bode well for the future of the seed market in India.

Digital Farming

Collaboration between governments, industry, philanthropists, innovators and farmers is imperative to create national frameworks for implementing digital agriculture programmes to be able to ensure food security and sustainability. Technology in agriculture is primarily aimed at collecting information and making farming more efficient, productive and predictable. The government has taken several major steps to aid and enhance the agriculture sector with proven farming technologies and supportive policies. The National e-Governance Plan in Agriculture by the Ministry of Agriculture and Farmers Welfare strives to provide farmers with access to information and services related to smart farming. The government has launched the Pradhan Mantri Fasal Bima Yojana, to provide crop insurance to farmers to protect them against losses due to calamities, pests, and diseases.

Evolution of digital technology in farming is expected to help farmers to increase crop yields and enhance sustainability by reducing water consumption and the use of agrochemicals. Digital technologies, such as artificial intelligence (AI) and machine learning (ML), remote sensing, big data, block chain and IoT, are being increasingly adopted to transform agricultural value chains and modernise operations. The government undertakes several policies and initiatives to sensitise

⁷Source: <https://www.mordorintelligence.com/industry-reports/india-crop-protection-pesticides-market>

⁸India Crop Protection Market Overview, 2022-28 ([marketresearch.com](https://www.marketresearch.com))

⁹Seed Industry in India | Share, Size, Growth, Trends and Forecast 2024-2032 ([imarcgroup.com](https://www.imarcgroup.com))

the farmers about the benefits of adoption of technology in farming.

The Digital Agriculture Mission 2021-2025 established in association with five corporates 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. Under this mission, an Agricultural Digital Infrastructure (ADI) solution has been developed that enhances farming and knowledge sharing. This ADI is likely to play a vital role in the data pool that will be created by the Department of Agriculture under the National Agri Stack. Similarly, the Jio Agri (JioKrishi) platform has been launched to digitise the agricultural ecosystem along the entire value chain by providing advisory to farmers.

DAM promotes the India Digital Ecosystem of Agriculture (IDEA), farmers database, Unified Farmers Service Interface (UFSI), funding to the States on the new technology (NeGPA), redesign of the Mahalanobis National Crop Forecast Centre (MNCFC), soil health, fertility, and profile mapping. Funding for digital agriculture initiatives utilising cutting-edge technologies, including AI/ML, the IoT, and blockchain is being provided to state governments under the NeGPA programme. Drone technologies, like use of spray drones for targeted application of pesticides, are increasingly being adopted. The government encourages agri-entrepreneurs and supports start-ups in the agriculture industry to encourage smart farming.

National Agriculture Market (e-NAM) is a pan-India electronic trading portal that networks the existing Agricultural Produce Market Committee (APMC) mandis to create a unified national market for agricultural commodities. Digital services are provided to traders, farmers, Farmers Producer Organisations (FPO), and mandis through various modules of the e-NAM platform.

The Department of Agriculture & Cooperation, Ministry of Agriculture and Farmers Welfare has developed Kisan Suvidha, an omnibus mobile app to help farmers by quickly providing relevant information about weather, dealers, market prices, plant protection, agro advisories, soil health cards, cold storage and godowns, etc. The app is available in multiple Indian languages.

To improve agriculture infrastructure in the country, the government aims to provide debt finances facility

for investment in viable projects for post-harvest management infrastructure and community farming assets through incentives and financial support through AIF.

The government is encouraging the adoption of smart farming practices through the application of technology and innovation in the agricultural sector. The Sub Mission on Agricultural Mechanisation, PM KISAN Scheme, integrated scheme for Agricultural Marketing schemes (AGMARKNET) etc., are all aimed at providing digital assistance to farmers and help them increase efficiency and productivity.

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 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 focusses 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 choices for farmers. BCSL's product portfolio consists of hybrid seeds for crops such as corn and paddy.

Digital Farming: Modern farming method that uses technology to improve crop yield and efficiency while reducing waste and environmental impact. At the top end of the spectrum, it involves using various technologies such as remote sensing, IoT sensors, GPS, drones, artificial intelligence, and data analytics to monitor and manage crop growth, soil quality, weather patterns, and other factors that affect crop production. Digital can also add value in market linkage, financial inclusion, access to farm machinery and labour and removing information silos. At Bayer, we are committed to bringing digital innovations at scale to benefit farmers in smallholder markets as

well through FarmRise™ and various other digital applications such as drones for spray services, etc.

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 overcome 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% 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, market linkages and growing concerns of a shortage of labour. 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 2023, more than 20 Million smallholder farmers across India were supported by Bayer's agri-inputs, technologies, farm advisory, and digital solutions. One of the key programmes 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.

The Better Life Farming initiative has led to a doubling of crop yields, and a tripling of farm incomes among participating farmers while keeping an eye on water usage and integrated farm management. The initiative strongly aligns with the UN Sustainable Development Goals and strives to increase food security and alleviate poverty. It further promotes gender equality, sustainable agricultural practices and meaningful public-private partnerships.

The BLF alliance's agri-entrepreneurship model functions through Better Life Farming Centres run by local agri-entrepreneurs. At these centres, 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 centre covers a group of 500 farmers from five to six nearby villages. These centres 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 mechanisation services as well as crop advisory.

Currently, over 2,000 Better Life Farming Centres are operational in India empowering over 115 women agri-entrepreneurs. By 2025, the Better Life Farming initiative aims to empower 2.0 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. The BLF alliance has also 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

- 80 Food Chain Partnerships across 4,05,200 acres and 16 crops, benefiting 1,25,400 farmers



- In 2022-23, Bayer conducted 45 Bay G.A.P. training programmes for 1,400 Indian farmers to help them learn good agricultural practices required for certification programmes

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, farm income or return on investment decreases due to inadequate crop performance. This is often due to a lack of appropriate agronomic advice, as most farmers depend on fellow farmers or channel partners for crop management advisory. To provide the right agronomic advice, BCSL piloted the Bayer Learning Centers (BLC) concept in 2020. Currently, there are over 37 BLCs established across India for single and multiple crops.

The centres are also digitally-enabled to support live telecasting that can deliver consistent, high-quality communication complementing the conventional methods such as in-house training, learning centre visits, etc. Through digital channels, we reached out to over 2.5 Lakh stakeholders.

This initiative aims to provide seamless knowledge transfer, confidence, and competency building for farmers as well as employees. The centres are designed to showcase product performance, technical positioning of innovations, crop system interventions, agronomy, etc. to internal stakeholders (Sales, Better Life Farming associates, Farmer advisors, Bayer Gram), influential farmers, Farmer Producer Organisations (FPOs), Institutional Businesses, 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.

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 Organisation (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 the highest mandated standards and transparency in line with the law of land for labeling of our products. In addition to product information, it also offers key information such as Direction for Use (DFU) that enables our customers to utilise our products in ways that generate maximum value for their enterprises including safety standards.

BCSL continues to offer regular training and awareness programmes 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 2023, over 3,00,000 farmers received trainings on how to use our products both effectively, to increase the yield and quality of their harvested goods, and also safely, with regard to human health and the environment. Bayer has launched a digital agriculture platform "AgrowSmart" – One-Stop Agro Solution that delivers localised best-in-class crop advisory on seeds & traits, crop protection solutions and provides agronomic insights to both internal and external stakeholders in the parameterised form to support business and sustainability goals. The crop protection products now have a QR code in each of the label to address counterfeiting issues.

Bayer advisory service is utilised by farmers across the geographies of our operation. With the introduction of 'Hello Bayer', a centralised 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. 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 training and awareness programmes to help farmers identify and purchase authentic crop protection products. Our training programmes focus on

the safe & responsible use of crop protection products and the 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. Over 3.0 Million farmers were trained in the year 2023 alone by Bayer.

Ratio Analysis

Ratio	Formula	Apr'23 - Mar'24	Apr'22 - Mar'23	Deviation (%)
Debtors Turnover Ratio (times)	[Revenue from Operations/Average Trade receivables]	5.3	5.2	2%
Inventories Turnover Ratio (times)	[COGS/Average Inventories]	1.7	1.7	-
Interest Coverage Ratio (times)	[EBIT/Finance Cost]	49.0	40.7	20%
Current Ratio (times)	[Current Asset/Current Liability]	2.4	2.2	12%
Debt Equity Ratio (times)	[Debt/Shareholders Equity]	N.A.	N.A.	-
Operating Profit Margin Ratio (%)	[EBIT/Revenue from Operations]	18.8%	17.7%	7%
Net Profit Margin Ratio (%)	[Profit After Tax#/Revenue from Operations]	14.5%	14.8%	(2)%
Return on Net Worth (%)	[Profit for the year (before exceptional items and after tax)/Net Worth]	26.0%	25.0%	4%

After exceptional items and tax

Operational Performance

Crop Protection: Our focus continues to be on liquidation which is driven by crafting customer-centric messages and creating brand awareness at scale amongst farmers. These efforts have delivered a modest growth in liquidation. Despite challenges such as higher material costs, our strategic focus on channel inventory has ensured sustained market outperformance. Further, this has helped us to be resilient to market conditions and drive the right product at the right time. Despite the challenges of a difficult monsoon season during the year, farmers could still optimise their investments because of our vast portfolio mix. We continued to cater to smallholder farmers through our 'Differentiated Portfolio' solutions.

Seeds & Traits: Our Seed business kept growing because of higher customer acceptance, improved acreages and a few hybrid launches in Corn. We also saw a surge in demand for existing high-value delivering hybrids. Thus, the combination of new launches coupled with the success of existing hybrids helped in delivering favourable business outcomes. We were able to cater to the farmer's need for a good seed brand that delivers a better ROI which was well supported by favourable commodity prices. Rice on the other hand managed to grow marginally owing to operational efficiencies, a couple of new launches and brand growth campaigns even while faced with delays in the arrival of monsoon.

4. Financial and Operational Performance

Financial Performance including ratio analysis

In FY 2023-24, the Company registered Revenue from Operations of ₹ 51,032 Million, compared to ₹ 51,397 Million in the previous year. Profit Before Exceptional Items & Tax stood at ₹ 9,414 Million, compared to ₹ 8,863 Million in the previous year.

In 2023-24, the Company successfully launched the following new products and hybrid seeds in Corn and Rice:

Curbix Pro: Developed as a collaborative project with Crystal Crop Protection Limited, to tackle plant hoppers especially in paddy.

Acerbo: Broad spectrum fungicide for crops like chili, corn and paddy with a unique mixture of two separate active ingredients with different mode of action.

DEKALB 9233: It is a Kharif season hybrid with good standability, high yield and having good grain colour. This is suitable for assured rainfall and rainfed conditions in geographies such as Karnataka.

DEKALB 9228: It is a Kharif corn hybrid with high yield potential, moderate in plant height and low cob placement for easy harvesting. It has big cylindrical cobs with more number of kernel rows. This is suitable for assured rainfall and rainfed conditions like Maharashtra.

Arize 6741: An early duration, extra-long slender grain hybrid that fits well in vegetable/potato & wheat crop rotation for the Uttar Pradesh market.

Arize 6585ST: An early duration long slender grain with excellent milling character especially for Gujarat and Jharkhand.



Arize 8433DT: A new generation hybrid with innovative dual trait technology (native trait) resistant to BPH & BLB well suited to conditions in the eastern as well as western states.

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 2,100 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, a shortage of labour 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. North Indian states like Punjab and Haryana are making a concerted effort to promote Direct Seeded Rice cultivation and diversification of crops like corn and cotton, which will help conserve water. Incentives and subsidies are helpful in the adoption of such practices by farmers. 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 hybridisation. The Sustainable Direct-seeded Rice Cropping System is the need of the hour to address the multi-fold concerns of labour shortage, water conservation & efficient water management and emission reduction from rice cultivation.

Strengthening supply and logistics infrastructure

The absence of a proper storage and processing infrastructure especially closer to the fields 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 a 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 regard 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, 2024







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, 2024, 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 ended on that date, and notes to the financial statements, including a summary of material 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, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (“SAs”) specified under section 143(10) of the Act. 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 judgment, 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.

Sr. Key Audit Matter No.	Auditor’s Response
<p>1 Revenue Recognition – Rebates/ Discounts and Returns.</p> <p>A description of key accounting policies for revenue recognition, rebates/ discounts and returns is disclosed in Note 1(d) Material 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>Principal audit procedures performed:</p> <p>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:</p> <p>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.</p>

Independent Auditor's Report (Contd.)

Sr. Key Audit Matter No.	Auditor's Response
<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 ₹ 5,311 million as at March 31, 2024 (Refer Note 22 of the financial statement).</p>	<p>We evaluated the reasonableness of management's estimates in previous years by comparing historical accrued liabilities to the actual settlements.</p> <p>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.</p> <p>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.</p>
<p>2 Litigation related to Direct tax matters.</p> <p>The Company has outstanding contingent liabilities arising from litigation related to direct tax matters amounting to ₹ 2,718 million as at March 31, 2024 (Refer Note 35 of the financial statement).</p> <p>Management applies significant judgment 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>Principal audit procedures performed:</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.

Independent Auditor's Report (Contd.)

Responsibilities of Management and Those Charged with Governance 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 accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. 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 judgments 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 statements 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 and Board of Directors 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 the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors are also responsible for overseeing the Company's financial reporting process.

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 judgment 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 controls 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 with reference to financial statements 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

Independent Auditor's Report (Contd.)

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 financial controls 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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 except for keeping backup on daily basis of such books of account maintained in electronic mode, in a server physically located in India (Refer Note 48 to the financial statements).
 - 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, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) The modification relating to the maintenance of accounts and other matters connected therewith, are as stated in paragraph (b) above.
 - g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating

Independent Auditor’s Report (Contd.)

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 with reference to financial statements.

- h) 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.
- i) 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 to the financial statements;
 - 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.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 47 to 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, other than as disclosed in the note 47 to 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 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.

Independent Auditor's Report (Contd.)

- 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 to 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.

- vi. Based on our examination, which included test checks, the Company has used an accounting software(s) for maintaining its books of account for the

financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software(s). Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

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: 24102911BKEWSL7001)

Place: Thane
Date: May 23, 2024



Report on Internal Financial Controls Over Financial Reporting

Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1(g) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to financial statements of Bayer CropScience Limited (“the Company”) as at March 31, 2024 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 with reference to financial statements based on “the internal control with reference to financial statements 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 the 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 with reference to financial statements 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 with reference to financial statements. 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 with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company’s internal financial control with reference to financial statements 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 with reference to financial statements 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

Annexure “A” To The Independent Auditor’s Report (Contd.)

(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.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in

conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, in all material respects, the Company has, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on “the criteria for internal financial control with reference to financial statements 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: 24102911BKEWSL7001)

Place: Thane
Date: May 23, 2024

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, 2024)

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 and Equipment, Capital work-in-progress, 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 programme 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 programme, 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 favour 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, 2024		Held in the name of	Whether promoter director or their relative or employee	Period held	Reason for not being held in name of 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	

Annexure “B” To The Independent Auditor’s Report (Contd.)

- (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, 2024, 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 according to the 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 and in respect of goods in transit, the goods have been received subsequent to the year end. 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.
- (iii) (a) The Company has granted loan to employees during the year amounting to ₹ 0.11 million. Balance outstanding as at the balance sheet date is ₹ 0.38 million. The Company has not provided any guarantee or security during the year.
- (b) The investments made and the terms and conditions of the grant of the above-mentioned loan, during the year are, in our opinion, prima facie, not prejudicial to the Company’s interest.
- (c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as per stipulation.
- (d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) No loan or advance in the nature of loans granted by the Company which has fallen due during the year has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (f) According to the information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence reporting under clause (iii)(f) is not applicable.
- (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

Annexure “B” To The Independent Auditor’s Report (Contd.)

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, Income-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 though there has been delay in remittance of Provident Fund, Employees State Insurance and Profession Tax.

There were no undisputed amounts payable in respect of Goods and Service tax, Employees’ State Insurance, Income-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, 2024 for a period of more than six months from the date they became payable except for Provident fund as given below-

Name of Statute	Nature of Dues	Amount (₹ in Million)	Period to which the amount relates	Due Date	Date of Payment	Remarks, if any
The Employees' Provident Funds Scheme, 1952	Provident Fund	0.17	01-Apr-22	15-May-22	28-Apr-24	In case of 1 employee, Provident fund could not be deposited before due date due to non-linking of Provident fund account with Aadhar and PAN details.
		0.17	01-May-22	15-Jun-22	28-Apr-24	
		0.17	01-Jun-22	15-Jul-22	28-Apr-24	
		0.17	01-Jul-22	15-Aug-22	28-Apr-24	
		0.17	01-Aug-22	15-Sep-22	28-Apr-24	
		0.17	01-Sep-22	15-Oct-22	28-Apr-24	
		0.17	01-Oct-22	15-Nov-22	28-Apr-24	
		0.17	01-Nov-22	15-Dec-22	28-Apr-24	
		0.17	01-Dec-22	15-Jan-23	28-Apr-24	
		0.17	01-Jan-23	15-Feb-23	28-Apr-24	
		0.17	01-Feb-23	15-Mar-23	28-Apr-24	
		0.17	01-Mar-23	15-Apr-23	28-Apr-24	
		0.17	01-Apr-23	15-May-23	28-Apr-24	
		0.17	01-May-23	15-Jun-23	28-Apr-24	
		0.17	01-Jun-23	15-Jul-23	28-Apr-24	
		0.17	01-Jul-23	15-Aug-23	28-Apr-24	
		0.19	01-Aug-23	15-Sep-23	28-Apr-24	
		0.19	01-Sep-23	15-Oct-23	28-Apr-24	
		0.19	01-Oct-23	15-Nov-23	28-Apr-24	
		0.19	01-Nov-23	15-Dec-23	28-Apr-24	
0.19	01-Dec-23	15-Jan-24	28-Apr-24			
0.19	01-Jan-24	15-Feb-24	28-Apr-24			
0.19	01-Feb-24	15-Mar-24	28-Apr-24			
0.19	01-Mar-24	15-Apr-24	28-Apr-24			

Annexure “B” To The Independent Auditor’s Report (Contd.)

- (b) Details of statutory dues referred to in sub clause (a) above which have not been deposited as on March 31, 2024 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 ¹	Income Tax Dues	Appellate Authority – up to CIT (A)	Assessment Years 2003-04, 2009-10, 2012-13, 2014-15, 2018-19, 2020-21, 2021-22 and 2023-24	1,403
		Supreme Court	Assessment Years 1999-2000 and 2001-02	282
The Central Sales Tax Act, 1956 and Local Sales Tax Acts ²	Sales Tax and Value Added Tax liability	Appellate Authority – up to Commissioner’s level	Financial Years 1977-78, 1979-80 to 1981-82, 1983-84 to 1984-85, 1998-99 to 2017-18	664
		Sales Tax Appellate Tribunal	Financial Years 1989-90 to 1990-91, 1995-96 to 1996-97, 2009-10	3
Central Excise Act, 1944 ³	Excise Duty liability	Custom, Excise and Service Tax Appellate Tribunal	Financial Years 2006-07 to 2014-15, 2017-18 to 2018-19	124
The Finance Act, 1994 ⁴	Service Tax Liability	Custom, Excise and Service Tax Appellate Tribunal	Financial Years 2005-06, 2006-07, 2009-10 to 2017-18	268
The Custom Act, 1962	Custom Duty	Appellate Authority – up to Commissioner’s level	Financial Year 2002-03	8
The Central Goods and Service Tax Act, 2017 ⁵	Goods and Service Tax	Appellate Authority – up to Commissioner’s level	Financial Years 2002-03, 2017-18, 2018-19, 2019-20, 2021-22, 2022-23 and 2023-24	1,476

1. Net of 870 million paid; 2. Net of 95 million paid; 3. Net of 3 million paid; 4. Net of 3 million paid; 5. Net of 58 million paid.

- (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 unutilized 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



Annexure “B” To The Independent Auditor’s Report (Contd.)

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.
- (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 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

Annexure “B” To The Independent Auditor’s Report (Contd.)

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.

Place: Thane
Date: May 23, 2024

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm’s Registration No. 117366W/W-100018)

Sampada S Narvankar
Partner
(Membership No. 102911)
(UDIN: 24102911BKEWSL7001)



Balance Sheet as at March 31, 2024

	Notes	As at 31.03.2024	As at 31.03.2023
₹ in Millions			
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2	3,762	4,284
Capital work-in-progress	3	64	29
Investment Properties	4	251	256
Intangible Assets	5	132	84
Intangible Assets under development	6	1,122	1,063
Financial Assets			
- Other Financial Assets	7	72	54
Current Tax Asset (Net)	8	1,200	1,768
Other Assets	9	313	284
Total Non-Current Assets		6,916	7,822
Current Assets			
Inventories	10	15,452	18,072
Financial Assets			
- Investments	11	539	411
- Trade Receivables	12	9,601	9,756
- Cash and Cash Equivalents	13	11,568	8,608
- Bank Balances other than Cash and Cash Equivalents	14	72	72
- Other Financial Assets	7	80	98
Other Assets	9	1,743	1,947
Total Current Assets		39,055	38,964
TOTAL ASSETS		45,971	46,786
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	15	449	449
Other Equity	16	28,045	26,672
Total Equity		28,494	27,121
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
- Lease Liabilities	17	210	364
Provisions	18	1,253	1,523
Deferred Tax Liabilities (Net)	19	40	3
Total Non-Current Liabilities		1,503	1,890
Current Liabilities			
Financial Liabilities			
- Lease Liabilities	17	261	371
- Trade Payables	20		
Total outstanding dues of micro enterprises and small enterprises		145	117
Total outstanding dues of creditors other than micro enterprises and small enterprises		5,906	8,615
- Other Financial Liabilities	21	486	444
Other Liabilities	22	8,639	7,069
Provisions	18	518	1,130
Current Tax Liabilities (Net)	23	19	29
Total Current Liabilities		15,974	17,775
Total Liabilities		17,477	19,665
TOTAL EQUITY AND LIABILITIES		45,971	46,786

The accompanying Notes 1- 50 are an integral part of these financial statements.

In terms of our report attached.

For Deloitte Haskins & Sells LLP

Chartered Accountants
Firm's Registration No.
117366W/W-100018

Sampada S Narvankar
Partner
Membership No.: 102911

Place: Thane
Date: May 23, 2024

For and on behalf of the Board of Directors of

Bayer CropScience Limited
CIN: L24210MH1958PLC011173

Sekhar Natarajan
Non-Executive
Independent Director
DIN 01031445

Place: Thane
Date: May 23, 2024

Simon Thorsten Wiebusch
Vice Chairman &
Managing Director and CEO
DIN 08335591

Place: Thane
Date: May 23, 2024

Simon Johannes Britsch
Executive Director
& CFO
DIN 09194547

Place: Thane
Date: May 23, 2024

Nikunj Kumar Savaliya
Company Secretary &
Compliance Officer

Place: Thane
Date: May 23, 2024

Statement of Profit and Loss for the year ended March 31, 2024

₹ in Millions

	Notes	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
Revenue from Operations	24	51,032	51,397
Other Income	25	810	639
Total Income		51,842	52,036
Expenses			
Cost of Materials Consumed	26	27,184	25,418
Purchases of Stock-in-Trade		1,393	2,773
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	27	539	(31)
Employee Benefits Expense	28	4,354	5,343
Finance Costs	29	196	223
Depreciation and Amortisation Expense	30	740	795
Impairment of Non-current Assets	49	155	-
Other Expenses	31	7,867	8,652
Total Expenses		42,428	43,173
Profit Before Exceptional Items and Tax		9,414	8,863
Add: Exceptional Item			
Profit on sale of Environmental Science business	46	-	1,038
Profit Before Tax		9,414	9,901
Tax Expense	32		
- Current Tax		1,984	2,207
- Deferred Tax		25	106
- Fringe Benefit Tax		-	6
		2,009	2,319
Profit for the year		7,405	7,582
Other Comprehensive Income			
Items that will not be reclassified to profit or loss:			
- Remeasurement of gain/ (loss) Defined Benefit Plan		47	(116)
- Tax on remeasurement of Defined Benefit Plan		(12)	30
Total Other Comprehensive Income/ (Loss)		35	(86)
Total Comprehensive Income for the Year		7,440	7,496
Earnings Per Share - Basic and Diluted	43	₹ 164.77	₹ 168.71

The accompanying Notes 1- 50 are an integral part of these financial statements.

In terms of our report attached.

For Deloitte Haskins & Sells LLP

Chartered Accountants
Firm's Registration No.
117366W/W-100018

For and on behalf of the Board of Directors of Bayer CropScience Limited

CIN: L24210MH1958PLC011173

Sampada S Narvankar

Partner
Membership No.: 102911

Sekhar Natarajan

Non-Executive
Independent Director
DIN 01031445

Simon Thorsten Wiebusch

Vice Chairman &
Managing Director and CEO
DIN 08335591

Simon Johannes Britsch

Executive Director
& CFO
DIN 09194547

Nikunj Kumar Savaliya

Company Secretary &
Compliance Officer

Place: Thane
Date: May 23, 2024

Place: Thane
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Statement of Changes in Equity for the year ended March 31, 2024

A. Equity Share Capital

₹ in Millions

	Notes	As at 31.03.2024	As at 31.03.2023
Balance as at the beginning of the year	15	449	449
Changes during the year		-	-
Balance as at the end of the year		449	449

B. Other Equity

	16	Reserves and Surplus				Total Other Equity
		Securities Premium	Capital Redemption Reserve	General Reserve	Retained Earnings	
Balance as at 01.04.2022		1,394	52	2,883	20,465	24,794
Profit for the year		-	-	-	7,582	7,582
Other Comprehensive Income for the year		-	-	-	(86)	(86)
Total Comprehensive Income for the year		-	-	-	7,496	7,496
Transfer to General Reserve		-	-	645	(645)	-
Transactions with owners in their capacity as owners						
Dividend declared	40(b)(i)	-	-	-	(5,618)	(5,618)
Balance as at 31.03.2023		1,394	52	3,528	21,698	26,672
Profit for the year		-	-	-	7,405	7,405
Other Comprehensive Income for the year		-	-	-	35	35
Total Comprehensive Income for the year		-	-	-	7,440	7,440
Transactions with owners in their capacity as owners						
Dividend declared	40(b)(i)	-	-	-	(6,067)	(6,067)
Balance as at 31.03.2024		1,394	52	3,528	23,071	28,045

The accompanying Notes 1- 50 are an integral part of these financial statements.

In terms of our report attached.

For Deloitte Haskins & Sells LLP

Chartered Accountants
Firm's Registration No.
117366W/W-100018

For and on behalf of the Board of Directors of

Bayer CropScience Limited
CIN: L24210MH1958PLC011173

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Place: Thane
Date: May 23, 2024

Statement of Cash Flow for the year ended March 31, 2024

₹ in Millions

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
A. Cash Flow from Operating Activities:		
Profit Before Tax	9,414	9,901
Adjustments for:		
Exceptional item	-	(1,038)
Depreciation and Amortisation Expense	740	795
Impairment of Non-current Assets	155	-
Finance Cost	196	223
Interest income	(405)	(261)
Rent income	(88)	(77)
Penal Interest on Overdue Trade Receivables	(79)	(79)
Loss/ (Profit) on tangible assets Sold/ Discarded (Net)	24	(5)
Loss on Intangible Assets written off	36	1
Profit on sale of investments measured at fair value through profit or loss (FVTPL)	(147)	(129)
Bad debts	38	90
Provision for Expected Credit Loss on Trade Receivables (Net)	70	(40)
Deposits written off	-*	-
Utilisation of Provision for Expected Credit Loss on Deposits	(-)*	-
Inventory write off/ down	548	514
Fair value gain on investments measured through profit or loss (FVTPL) (Net)	(1)	(6)
Unrealised Foreign Exchange Fluctuations (gain)/ loss (Net)	(3)	8
	1,084	(4)
Operating profit before Working Capital changes	10,498	9,897
Adjustments for changes in Working Capital		
(Increase)/ Decrease in Trade Receivables	129	313
(Increase)/ Decrease in Non-Current Financial Assets	(18)	14
(Increase)/ Decrease in Current Financial Assets	38	(6)
(Increase)/ Decrease in Other Non-Current Assets	(54)	10
(Increase)/ Decrease in Other Current Assets	204	280
(Increase)/ Decrease in Inventories	2,072	(3,579)
Increase/ (Decrease) in Trade Payables	(2,681)	533
Increase/ (Decrease) in Other Current Financial Liabilities	7	23
Increase/ (Decrease) in Non-Current Provisions	(305)	327
Increase/ (Decrease) in Current Provisions	(623)	(108)
Increase/ (Decrease) in Current Liabilities	1,570	784
Net changes in Working Capital	339	(1,409)
Cash generated from Operations	10,837	8,488
Taxes paid	(1,321)	(2,395)
Net cash generated from Operating Activities (A)	9,516	6,093
B. Cash Flow from Investing Activities:		
Purchase of Property, Plant and Equipment/ Intangible Assets	(457)	(773)
Proceeds from sale of Property, Plant and Equipment/ Intangible Assets	63	47
Proceeds from sale of Investments	17	104
Interest received	304	252
Rent received	77	92
Proceeds from sale of Environmental Science business (net)	-	1,107
Proceeds from sale of part of seeds distribution business	-	4
Net cash generated from Investing Activities (B)	4	833



Statement of Cash Flow for the year ended March 31, 2024 (Contd.)

	₹ in Millions	
	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
C. Cash flows from Financing Activities		
Repayment of Lease Liabilities	(418)	(409)
Interest paid	(78)	(112)
Dividends paid	(6,067)	(5,611)
Net cash (used in) Financing Activities (C)	(6,563)	(6,132)
D. Net increase in Cash and Cash Equivalents (A + B + C)	2,957	794
E. Cash and Cash Equivalents at the beginning of the year	8,608	7,809
Cash and Cash Equivalents at the end of the year	11,565	8,603
Reconciliation of Cash and Cash Equivalents with the Balance Sheet:		
Cash and Cash Equivalents as per Balance Sheet [Refer note 13]	11,568	8,608
Adjustment for Fair Value (gain) on liquid investments measured through profit or loss	(3)	(5)
F. Cash and Cash Equivalents at the end of the year (D + E)	11,565	8,603

	₹ in Millions	
	As at 31.03.2024	As at 31.03.2023
Cash and cash equivalents comprise: [Refer Note 13]		
Balances with Banks	8,827	6,542
Short-term Highly Liquid Investments	2,741	2,066
	11,568	8,608

Notes:

- The above Statement of Cash Flow has been prepared under the "Indirect Method" setout in Ind AS 7 - Statement of Cash Flows.
- 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- 50 are an integral part of these financial statements.

In terms of our report attached.

For Deloitte Haskins & Sells LLP

Chartered Accountants
Firm's Registration No.
117366W/W-100018

For and on behalf of the Board of Directors of Bayer CropScience Limited

CIN: L24210MH1958PLC011173

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Notes to the Financial Statements for the year ended March 31, 2024

(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 production, sale and distribution of hybrid corn seeds. The Company is also involved in sale and distribution of other row crop 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 facility for agrochemical production at Himatnagar and Silvassa, drying and processing station at Hyderabad and breeding stations at Bengaluru and Udaipur.

1 MATERIAL 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 JUDGMENTS

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.

Essential estimates and assumptions that may affect reporting in the various item categories of the financial statements are described in the respective sections of the material accounting policies. Such assumptions and estimates mainly relate to following categories.

Estimate and Assumptions	Material Accounting Policies reference
Provision for refund liabilities	(d) Revenue Recognition
Uncertain tax positions and recognition of deferred tax assets	(f) Income Tax
Useful life of Property, Plant and Equipment	(k) Property, Plant and Equipment
Useful life of Investment Properties	(l) Investment Properties
Useful life of Intangible Assets	(m) Intangible Assets
Measurement and likelihood of occurrence of provisions and contingencies	(o) Provisions, Contingent liabilities and Contingent Assets
Measurement of defined benefit obligations	(p) Provision for Employment Benefits

The estimates and judgments 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

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

(b) USE OF ESTIMATES AND JUDGMENTS (Contd.)

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 recognized 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 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. No element of financing is deemed present as the sales are made with the normal credit terms as per prevalent trade practice and credit policy followed by the Company.

Revenue towards satisfaction of performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to the performance

obligation. Transaction price 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 measures right to recover returned goods at the carrying amount of the inventory sold less any expected costs to recover goods.

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

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

(d) REVENUE RECOGNITION (Contd.)

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.

(e) OTHER INCOME

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.

(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 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, vehicles and warehouses leases generally contain clauses that prohibit subleasing except with the consent of the lessor.

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

(g) LEASES (Contd.)

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 (lease term of 12 months or less) 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 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.

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). Cost of raw material, stock-in-trade, packing material and stores and spare parts includes all cost of purchase, duties and taxes (for which credit/ refund is not available) and all other cost incurred to procure the inventory. Cost of finished goods and work-in-progress include direct cost of materials, direct manufacturing expenses, payment to growers and appropriate allocations of fixed and variable manufacturing overheads.

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. Raw materials and

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

(i) INVENTORIES (Contd.)

packing materials held for use in the production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost.

The provision for obsolete and slow moving inventory is after considering factors like estimated balance shelf life, germination level, discontinuance, estimated future use to reflect the recoverable value of the inventory.

(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, except for trade receivables 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. Trade receivables that do not contain any significant financing component are measured at transaction price.

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 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, 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. 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.

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

Equity Instruments (Contd.)

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) 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. Cost includes expenditure that are directly attributable to the acquisition or construction of the items. Property, plant and equipment 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. An impairment loss is recognised in addition if an asset's recoverable amount falls below its carrying amount.

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.

If there are indications that an individual item of property, plant and equipment or Cash Generating Unit (CGU) may be impaired, the recoverable amount is compared to the carrying amount. A cash-generating unit is the smallest identifiable group of assets generating cash inflows that are largely independent of the cash inflows from other assets or groups of assets. 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.

Property, plant and equipment that are not ready for intended use as on the date of Balance Sheet are disclosed as 'capital work-in-progress'. Capital work-in-progress are carried at cost of acquisition or construction.

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.

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

(k) PROPERTY, PLANT AND EQUIPMENT (Contd.)

Assets Class	Useful lives in years
Buildings (including Roads)	10 to 60
Plant and Equipment [#]	7 to 15
Furniture and Fixtures	10
Vehicles	8
Office Equipment (including Electrical Installation)	5 to 10
Computers	3 to 6

[#]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.

(l) INVESTMENT PROPERTIES

Investment properties comprise land and buildings not being used for operational or administrative purposes. It is measured using the cost model. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and cost of the item can be measured reliably.

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.

Assets Class	Useful lives in years
Buildings (including Roads)	10 to 60

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.

(m) 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 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.

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.



Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

(m) INTANGIBLE ASSETS (Contd.)

Intangible assets that are not ready for intended use as on the date of Balance Sheet are disclosed as 'Intangible assets under development' and are carried at cost of acquisition or generation.

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.

(n) 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 effective interest method.

Financial liabilities are derecognised when the contractual obligation is discharged or cancelled, or has expired.

(o) 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.

(p) 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, Superannuation Fund, Employees' State Insurance Fund and National Pension Scheme which are administered through Government authorities/ trustees/ government approved institutes. 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. Under National Pension

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

(p) PROVISION FOR EMPLOYMENT BENEFITS (Contd.)

Scheme, applicable to certain employees, the Company makes contributions to National Pension Scheme which is administered by HDFC Pension Management Company Limited ('HDFC Pension Fund') and has no further obligation beyond making the payment to HDFC Pension Fund. 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.

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 long term 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.

(q) SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. The Vice Chairman & Managing Director and Chief Executive Officer (CEO), and Executive



Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

(q) SEGMENT REPORTING (Contd.)

Director & Chief Financial Officer (CFO) of the Company are responsible for allocating resources and assessing performance of the operating segments and are accordingly identified as Chief Operating Decision Makers.

(r) EARNINGS PER SHARE

The basic earnings per share is computed by dividing the net profit or loss for the period attributable to the Equity Shareholders of the Company by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is computed by dividing the net profit or loss for the period attributable to the Equity Shareholders by the weighted average number of equity and dilutive equity equivalent shares outstanding during the period, except where the results would be anti-dilutive.

(s) RECENT ACCOUNTING PRONOUNCEMENTS

The Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. For the year ended March 31, 2024, there are no new standards or amendments to the existing standards which are notified but not yet effective.

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

2 Property, Plant and Equipment [Refer Note 36(a)]

Assets	Cost/ Deemed Cost					Depreciation and Impairment						Net Book Value	
	As at 01.04.2023	Additions	Deletions/ Adjustments	Divestment [Refer Note 46]	As at 31.03.2024	As at 01.04.2023	For the year		On Deletions	Divestment [Refer Note 46]	As at 31.03.2024	As at 31.03.2024	
							Depreciation	Impairment (Refer Note 49)					
a) Owned Assets:													
Freehold Land	307	-	-	-	307	-	-	-	-	-	-	307	
	(307)	(-)	(-)	(-)	(307)	(-)	(-)	(-)	(-)	(-)	(-)	(307)	
Buildings	2,381	19	3	-	2,397	498	69	35	1	-	601	1,796	
	(2,312)	(69)	(-)	(-)	(2,381)	(427)	(71)	(-)	(-)	(-)	(498)	(1,883)	
Plant and Equipment	1,976	138	82	-	2,032	992	155	70	42	-	1,175	857	
	(1,740)	(252)	(16)	(-)	(1,976)	(848)	(156)	(-)	(12)	(-)	(992)	(984)	
Furniture and Fixtures	287	11	-*	-	298	196	30	1	-*	-	227	71	
	(262)	(25)	(-)	(-)*	(287)	(167)	(29)	(-)	(-)	(-)*	(196)	(91)	
Vehicles	280	12	71	-	221	158	28	3	48	-	141	80	
	(395)	(6)	(111)	(10)	(280)	(197)	(39)	(-)	(72)	(6)	(158)	(122)	
Office Equipment (including Computers)	728	91	52	-	767	533	89	1	53	-	570	197	
	(645)	(152)	(64)	(5)	(728)	(513)	(85)	(-)	(64)	(1)	(533)	(195)	
Owned Assets Total (a)	5,959	271	208	-	6,022	2,377	371	110	144	-	2,714	3,308	
	(5,661)	(504)	(191)	(15)	(5,959)	(2,152)	(380)	(-)	(148)	(7)	(2,377)	(3,582)	
b) Right of Use Assets: [Refer Note 44]													
Land	7	-	-	-	7	4	2	-	-	-	6	1	
	(21)	(-)	(14)	(-)	(7)	(9)	(3)	(-)	(8)	(-)	(4)	(3)	
Buildings	595	172	161	-	606	396	126	-	161	-	361	245	
	(517)	(132)	(54)	(-)	(595)	(323)	(126)	(-)	(53)	(-)	(396)	(199)	
Plant and Equipment	675	-	205	-	470	291	161	-	86	-	366	104	
	(637)	(38)	(-)	(-)	(675)	(80)	(211)	(-)	(-)	(-)	(291)	(384)	
Vehicles	208	45	17	-	236	92	56	-	16	-	132	104	
	(153)	(74)	(19)	(-)	(208)	(54)	(55)	(-)	(17)	(-)	(92)	(116)	
Office Equipment (including Computers)	-	-	-	-	-	-	-*	-	-	-	-	-	
	(1)	(-)	(1)	(-)	(-)	(1)	(-)*	(-)	(1)	(-)	(-)	(-)	
Right of Use Assets Total (b)	1,485	217	383	-	1,319	783	345	-	263	-	865	454	
	(1,329)	(244)	(88)	(-)	(1,485)	(467)	(395)	(-)	(79)	(-)	(783)	(702)	
Total (a+b)	7,444	488	591	-	7,341	3,160	716	110	407	-	3,579	3,762	
	(6,990)	(748)	(279)	(15)	(7,444)	(2,619)	(775)	(-)	(227)	(7)	(3,160)	(4,284)	

a) Figures shown in brackets are in respect of previous year.

**Notes to the Financial Statements for the year ended March 31, 2024 (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 31.03.2024 and 31.03.2023**

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	

3 Capital work-in-progress

Assets	Cost				
	As at 01.04.2023	Additions	Deletions/ Transfers	Impairment [Refer Note 49]	As at 31.03.2024
Capital work-in-progress	29	350	271	44	64
	(133)	(404)	(508)	(-)*	(29)
Total	29	350	271	44	64
	(133)	(404)	(508)	(-)*	(29)

a) Capital work-in-progress ageing

Assets	Amount in Capital work-in-progress for a period of				As at 31.03.2024
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in progress	64	-*	-	-	64
	(29)	(-)*	(-)	(-)	(29)
Projects temporarily suspended	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)
Total	64	-*	-	-	64
	(29)	(-)*	(-)	(-)	(29)

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

3 Capital work-in-progress (Contd.)

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
As at 31.03.2024				
Projects in progress:				
Server room and administration building at factory	17	-	-	-
Training room at factory	5	-	-	-
Drier monitoring system	2	-	-	-
Miscellaneous projects	5	-*	-	-
Projects temporarily suspended	-	-	-	-
Total	29	-*	-	-
As at 31.03.2023				
Projects in progress:				
Molecular Laboratory	7	-*	-	-
Miscellaneous projects	1	-	-	-
Projects temporarily suspended	-	-	-	-
Total	8	-*	-	-

c) Figures shown in brackets are in respect of previous year.

4 Investment Property

Assets	Cost/ Deemed Cost					Depreciation and Impairment						Net Book Value
	As at 01.04.2023	Additions	Deletions	Divestment [Refer Note 46]	As at 31.03.2024	As at 01.04.2023	For the year		On Deletions	Divestment [Refer Note 46]	As at 31.03.2024	As at 31.03.2024
							Depreciation	Impairment [Refer Note 49]				
Land	10	-	-	-	10	-	-	-	-	-	-	10
	(10)	(-)	(-)	(-)	(10)	(-)	(-)	(-)	(-)	(-)	(-)	(10)
Buildings	286	-	-	-	286	40	5	-	-	-	45	241
	(286)	(-)	(-)	(-)	(286)	(35)	(5)	(-)	(-)	(-)	(40)	(246)
Total	296	-	-	-	296	40	5	-	-	-	45	251
	(296)	(-)	(-)	(-)	(296)	(35)	(5)	(-)	(-)	(-)	(40)	(256)

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, 2024 (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	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
Rental Income [Refer Note 25]	48	43
Direct operating expenses from property that generated rental income (including Depreciation)	32	39

d) Fair value

Particulars	As at 31.03.2024	As at 31.03.2023
Investment Properties	859	807

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 of the Investment Properties has been categorised as Level 3 based on the inputs considered in the valuation.

5 Intangible Assets [Refer Note 36(a)]

Assets	Cost/ Deemed Cost					Amortisation and Impairment						Net Book Value	
	As at 01.04.2023	Additions	Deletions	Divestment [Refer Note 46]	As at 31.03.2024	As at 01.04.2023	For the year		On Deletions	Divestment [Refer Note 46]	As at 31.03.2024	As at 31.03.2024	
							Depreciation	Impairment [Refer Note 49]					
Computer	117	8	1	-	124	104	8	1	-*	-	113	11	
Software	(113)	(4)	(-)*	(-)	(117)	(95)	(9)	(-)	(-)	(-)	(104)	(13)	
Marketing	82	61	-	-	143	11	11	-	-	-	22	121	
Rights	(30)	(53)	(-)	(1)	(82)	(5)	(6)	(-)	(-)	(-)	(11)	(71)	
Total	199	69	1	-	267	115	19	1	-*	-	135	132	
	(143)	(57)	(-)*	(1)	(199)	(100)	(15)	(-)	(-)	(-)	(115)	(84)	

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.

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

6 Intangible Assets under development

Assets	Cost				
	As at 01.04.2023	Additions	Deletions/ Transfers	Divestment [Refer Note 46]	As at 31.03.2024
Intangible Assets under development	1,063	164	105	-	1,122
	(850)	(296)	(54)	(29)	(1,063)
Total	1,063	164	105	-	1,122
	(850)	(296)	(54)	(29)	(1,063)

a) Intangible assets under development ageing

Assets	Amount in Intangible assets under development for a period of				As at 31.03.2024
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in progress	155	269	188	510	1,122
	(259)	(186)	(160)	(458)	(1,063)
Projects temporarily suspended	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)
Total	155	269	188	510	1,122
	(259)	(186)	(160)	(458)	(1,063)

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
As at 31.03.2024				
Projects in progress				
Registration Costs**	53	23	48	6
Projects temporarily suspended	-	-	-	-
Total	53	23	48	6
As at 31.03.2023				
Projects in progress				
Registration Costs**	13	41	33	34
Projects temporarily suspended	-	-	-	-
Total	13	41	33	34

**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.

**Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)***(All amounts in ₹ Millions, unless otherwise stated)***7 Other Financial Assets**

	As At 31.03.2024	As At 31.03.2023	As At 31.03.2024	As At 31.03.2023
	Non-Current	Non-Current	Current	Current
(Unsecured, Considered good unless otherwise stated)				
Security Deposits				
- Considered Good [Refer Note 12(a)]	72	54	27	63
- Considered Doubtful	2	2	-	-
	74	56	27	63
Less: Provision for Expected Credit Loss [Refer Note 39(a)(i)]	2	2	-	-
	72	54	27	63
Accrued Interest Receivable	-	-	24	15
Receivables toward sales and distribution arrangement [Refer Note 12(a)]	-	-	3	17
Other Receivables [Refer Note (a) below]	-	-	26	3
	72	54	80	98

a) Represents receivable towards Other Income.

8 Current Tax Asset (Net)

	As At 31.03.2024	As At 31.03.2023
	Non-Current	Non-Current
Advance payment of Income Tax [Net of Provision for Taxation 27,853 (Previous Year 25,871)]	1,200	1,768
	1,200	1,768

9 Other Assets

	As At 31.03.2024	As At 31.03.2023	As At 31.03.2024	As At 31.03.2023
	Non-Current	Non-Current	Current	Current
(Unsecured, Considered good unless otherwise stated)				
Capital Advances	22	47	-	-
Other Advances:				
- Advance to Vendors	-	-	406	252
- Prepaid Expenses	4	4	68	67
- Advance to Employees	17	19	-	-
- Export Benefit Receivable	-	-	7	4

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

9 Other Assets (Contd.)

	As At	As At	As At	As At
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
	Non-Current	Non-Current	Current	Current
- Balance with Government Authorities				
- Considered Good	270	214	890	1,046
- Considered Doubtful	-	-	90	87
	270	214	980	1,133
Less: Provision for Doubtful Advances	-	-	90	87
	270	214	890	1,046
Right of Return Asset	-	-	372	578
	313	284	1,743	1,947

10 Inventories

	As At	As At
	31.03.2024	31.03.2023
(Lower of Cost and Net Realisable Value)		
Raw Materials [includes in transit 2,144 (Previous Year 3,105)]	7,225	9,174
Packing Materials [includes in transit 5 (Previous Year 3)]	655	797
Work-in-progress [includes in transit 46 (Previous Year 65)]	2,093	2,199
Finished Goods [includes in transit 166 (Previous Year 215)]	4,801	4,982
Stock-in-Trade [includes in transit 82 (Previous Year 110)]	626	878
Stores and Spares	52	42
	15,452	18,072

11 Investments

	As At	As At
	31.03.2024	31.03.2023
At Fair value through profit or loss		
(Unquoted#)		
Investments in Mutual Funds		
27,433,299 (Previous Year Nil) Units of ₹18.54 (Previous Year Nil) in HSBC Arbitrage Fund - Direct Plan - Growth	509	-
2,438,902 (Previous Year Nil) Units of ₹12.30 (Previous Year Nil) in Mirae Asset Arbitrage Fund - Direct Plan - Growth	30	-
Nil (Previous Year 14,182,298) Units of Nil (Previous Year ₹28.96) in Invesco India Arbitrage Fund - Direct Plan - Growth	-	411
	539	411
Aggregate amount of Unquoted Investments	539	411

#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, 2024 (Contd.)***(All amounts in ₹ Millions, unless otherwise stated)***12 Trade Receivables [Refer Note 42]**

	As At 31.03.2024	As At 31.03.2023	As At 31.03.2024	As At 31.03.2023
	Non-Current	Non-Current	Current	Current
Secured, considered good	-	-	-	-*
Unsecured, considered good [Refer Note (a) below]	-	-	9,601	9,756
Unsecured, considered doubtful	394	352	62	34
Total	394	352	9,663	9,790
Less: Provision for Expected Credit Loss [Refer Note 39(a)(i)]	394	352	62	34
	-	-	9,601	9,756

- 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. During the year, the Company has recovered, overdue outstanding receivables towards distribution of seeds to third parties, from BBPL aggregating to 21 (Previous Year 51) towards recoupment of loss as recovery is less probable. Till date, the overdue security deposits from third parties amounting to 13 has also been recovered from BBPL under this arrangement.

As and when the Company recovers any amount against such overdues, 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, 2024 (net) 373 (Previous Year 365) is included in "Other Financial Liabilities" in Note 21.

b) Trade Receivables Ageing

As at 31.03.2024	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	5,503	3,458	245	51	41	277	9,575
(ii) Undisputed Trade receivables - credit impaired	22	38	9	44	27	2	142
(iii) Disputed Trade receivables - considered good	-	-*	1	1	-*	24	26
(iv) Disputed Trade receivables - credit impaired	-*	1	4	43	3	263	314
Total	5,525	3,497	259	139	71	566	10,057

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

12 Trade Receivables [Refer Note 42] (Contd.)

As at 31.03.2023	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	7,099	2,143	141	62	7	277	9,729
(ii) Undisputed Trade receivables - credit impaired	17	16	8	39	2	1	83
(iii) Disputed Trade receivables - considered good	-	-	-	-*	6	21	27
(iv) Disputed Trade receivables - credit impaired	-*	-*	2	3	72	226	303
Total	7,116	2,159	151	104	87	525	10,142

- c) There are no transaction or outstanding balance with struck-off Companies under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 in current year and previous year.

13 Cash and Cash Equivalents

	As At 31.03.2024	As At 31.03.2023
	Current	Current
Balances with Banks		
- in Current Accounts	1,340	702
- in Fixed Deposits (less than 3 months maturity)	7,487	5,840
Short-term highly liquid investments at Fair Value [Refer Note (a) below]	2,741	2,066
	11,568	8,608

a) Investment in Liquid Mutual Funds

	As At 31.03.2024	As At 31.03.2023
(Unquoted#)		
568,140 (Previous Year Nil) Units of ₹1,295 (Previous Year Nil) in Aditya Birla Sun Life Overnight Fund - Direct Plan - Growth	736	-
5,421,237 (Previous Year 5,178,396) Units of ₹129 (Previous Year ₹120) in Nippon India Overnight Fund - Direct Plan - Growth	697	623
460,578 (Previous Year Nil) Units of ₹1,228 (Previous Year Nil) in Mirae Asset Overnight Fund - Direct Plan - Growth	566	-
426,659 (Previous Year 524,462) Units of ₹1,267 (Previous Year ₹1,186) in Axis Overnight Fund - Direct Plan - Growth	540	622

**Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)***(All amounts in ₹ Millions, unless otherwise stated)***13 Cash and Cash Equivalents (Contd.)**

	As At 31.03.2024	As At 31.03.2023
158,455 (Previous Year Nil) Units of ₹1,277 (Previous Year Nil) in Bandhan Overnight Fund - Direct Plan - Growth	202	-
Nil (Previous Year 368,253) Units of Nil (Previous Year ₹1,196) in Kotak Overnight Fund - Direct Plan - Growth	-	441
Nil (Previous Year 324,131) Units of ₹Nil (Previous Year ₹1,173) in HSBC Overnight Fund - Direct Plan - Growth	-	380
	2,741	2,066

#As Mutual Funds investments are not listed on stock exchange, it is considered as unquoted investments.

14 Bank Balances other than Cash and Cash Equivalents

	As At 31.03.2024	As At 31.03.2023
Earmarked balances with banks in unpaid dividend accounts	65	65
Balances held as margin money against guarantees	7	7
	72	72

15 Equity Share Capital

	As At 31.03.2024	As At 31.03.2023
Authorised		
66,300,000 (Previous Year 66,300,000) Equity Shares of ₹10/- each	663	663
Issued, Subscribed and Paid-up Capital:		
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.

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

15 Equity Share Capital (Contd.)

b) Movement of Issued, Subscribed and Paid-up Equity Share Capital:

	As At	As At	As At	As At
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
	Number of Shares	Number of Shares	Amount	Amount
Balance as at the beginning of the year	44,942,092	44,942,092	449	449
Add: Changes during the year	-	-	-	-
Balance as at the end of the year	44,942,092	44,942,092	449	449

c) Shares bought back during 5 years immediately preceding the Balance Sheet date:

	As At	As At
	31.03.2024	31.03.2023
	Number of Shares	Number of Shares
Aggregate number of Equity Shares bought back	-	1,020,408

d) Shares held by Ultimate Holding Company and its subsidiaries:

	As At	As At
	31.03.2024	31.03.2023
	Number of Shares	Number of Shares
Ultimate Holding Company:		
Bayer AG, Germany	3,788,433	3,788,433
Subsidiaries of Ultimate Holding Company:		
Bayer Vapi Private Limited, India	8,039,736	8,039,736
Bayer S.A.S., France	6,618,105	6,618,105
Bayer CropScience AG, Germany	5,354,030	5,354,030
Bayer Investments India Private Limited, India (formerly known as Monsanto Investments India Private Limited)	6,758,082	6,758,082
Monsanto Company, USA	1,544,613	1,544,613

e) Details of shareholding of promoters:

	As at 31.03.2024		As at 31.03.2023		% Change during the year
	No of shares	% holding	No of shares	% holding	
Bayer AG, Germany	3,788,433	8.5 %	3,788,433	8.5 %	-
Bayer Vapi Private Limited, India	8,039,736	17.9 %	8,039,736	17.9 %	-
Bayer S.A.S., France	6,618,105	14.7 %	6,618,105	14.7 %	-
Bayer CropScience AG, Germany	5,354,030	11.9 %	5,354,030	11.9 %	-
Bayer Investments India Private Limited, India (formerly known as Monsanto Investments India Private Limited)	6,758,082	15.0 %	6,758,082	15.0 %	-
Monsanto Company, USA	1,544,613	3.4 %	1,544,613	3.4 %	-
Total	32,102,999	71.4 %	32,102,999	71.4 %	-

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

15 Equity Share Capital (Contd.)

f) Shareholders holding more than 5% of the aggregate Equity Shares of the Company:

	As At 31.03.2024	As At 31.03.2023
	Number of Shares	Number of Shares
Bayer AG, Germany	3,788,433	3,788,433
Bayer Vapi Private Limited, India	8,039,736	8,039,736
Bayer S.A.S., France	6,618,105	6,618,105
Bayer CropScience AG, Germany	5,354,030	5,354,030
Bayer Investments India Private Limited, India (formerly known as Monsanto Investments India Private Limited)	6,758,082	6,758,082

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 these 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.

h) Relationship with struck off companies

Details of struck off companies holding shares of the Company as at year end or transaction during the year:

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding As At 31.03.2024	Dividend paid during the year	Unpaid dividend outstanding As At 31.03.2024	Relationship with the Struck off company
Unicon Fincap Private Limited	Dividend Paid	-*	-*	-*	Not a related party
		(-)*	(-)*	(-)*	
Bashey Investments Private Limited	Dividend Paid	-	-*	-*	Not a related party
		(-)	(-)*	(-)*	
Folklore Holdings And Investments Private Limited	Dividend Paid	-	-*	-*	Not a related party
		(-)*	(-)*	(-)*	
Inventa Investments Private Limited	Dividend Paid	-	-*	-*	Not a related party
		(-)*	(-)*	(-)*	
Rajdeep Automation Private Limited	Dividend Paid	-	-*	-	Not a related party
		(-)*	(-)*	(-)	
Shri Laxmi Chemicals And Industries Private Limited	Dividend Paid	-	-*	-*	Not a related party
		(-)*	(-)*	(-)*	
Varun Enterprises Private Limited	Dividend Paid	-*	-*	-	Not a related party
		(-)	(-)	(-)	

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

15 Equity Share Capital (Contd.)

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding As At 31.03.2024	Dividend paid during the year	Unpaid dividend outstanding As At 31.03.2024	Relationship with the Struck off company
Rawat Engg Tech Private Limited	Dividend Paid	-*	-*	-	Not a related party
		(-)	(-)	(-)	
Badri Sarraf Finance And Mutual Benefit Company Limited	Dividend Paid	-*	-*	-*	Not a related party
		(-)*	(-)*	(-)*	

Figures shown in brackets are in respect of previous year.

16 Other Equity

	As At 31.03.2024	As At 31.03.2023
Reserves and Surplus		
Securities Premium [Refer Note (i) below]	1,394	1,394
Capital Redemption Reserve [Refer Note (ii) below]	52	52
General Reserve [Refer Note (iii) below]	3,528	3,528
Retained Earnings [Refer Note (iv) below]	23,071	21,698
	28,045	26,672

Other Equity

	As At 31.03.2024	As At 31.03.2023
(i) Securities Premium [Refer Note (a) below]		
Balance as at the beginning of the year	1,394	1,394
Changes during the year	-	-
Balance at the end of the year	1,394	1,394
(ii) Capital Redemption Reserve [Refer Note (b) below]		
Balance as at the beginning of the year	52	52
Changes during the year	-	-
Balance as at the end of the year	52	52
(iii) General Reserve [Refer Note (c) below]		
Balance as at the beginning of the year	3,528	2,883
Add: Transfer from Retained Earnings	-	645
Balance as at the end of the year	3,528	3,528

**Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)***(All amounts in ₹ Millions, unless otherwise stated)***16 Other Equity (Contd.)**

	As At 31.03.2024	As At 31.03.2023
(iv) Retained Earnings [Refer Note (d) below]		
Balance as at the beginning of the year	21,698	20,465
Profit for the year	7,405	7,582
Items of Other Comprehensive Income recognised directly in Retained Earnings		
Remeasurement gain/ (loss) of Defined Benefit Plan [Refer Note 18(1)(B)(b)(ii)]	47	(116)
Tax on remeasurement of Defined Benefit Plan [Refer Note 19]	(12)	30
Appropriations		
Dividend [Refer Note 40(b)(i)]	(1,348)	(1,124)
Interim Dividend [Refer Note 40(b)(i)]	(4,719)	(4,494)
Transfer to General Reserve	-	(645)
Balance as at the end of the year	23,071	21,698

- a) It represents premium on issue of shares.
- 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.
- c) It represents transfer from Retained Earnings.
- d) It represents profit earned net of appropriations.

17 Lease Liabilities

	As At 31.03.2024	As At 31.03.2023	As At 31.03.2024	As At 31.03.2023
	Non-Current	Non-Current	Current	Current
Lease Liabilities [Refer Note 44]	210	364	261	371
	210	364	261	371

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

18 Provisions

	As At 31.03.2024	As At 31.03.2023	As At 31.03.2024	As At 31.03.2023
	Non-Current	Non-Current	Current	Current
Provision for Employee Benefits				
- Gratuity [Refer Note 1(B) below]	127	177	129	118
- Compensated Absences [Refer Note 2 below]	374	368	81	75
- Other employee benefits [Refer Note 3 below]	275	536	308	937
Other Provisions				
Direct Tax Matters [Net of Advance Tax of 163 (Previous Year 163)] [Refer Note 4 & 5 below]	36	23	-	-
Indirect Tax Matters [Refer Note 4 & 5 below]	15	15	-	-
Commercial Matters [Net of Payment 5 (Previous Year 5)] [Refer Note 4 & 5 below]	426	404	-	-
	1,253	1,523	518	1,130

1. Employee Benefit Obligation

Disclosure as required under Ind AS 19 - Employee Benefits:

A. Defined contribution plan:

The Company's defined contribution plans are Provident Fund, Superannuation, Employees' State Insurance Scheme and National Pension Scheme administered by Government authorities/ trustees/ government approved institutes 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:

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
Employer's contribution to Provident Fund	190	181
Employer's contribution to Superannuation Fund	14	18
Employer's contribution to National Pension Scheme	57	53
Total (included in Note 28 - 'Employee Benefits Expense')	261	252

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.

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. 68% of the plan asset is invested in debt securities and 32% of the plan asset is invested in equity instruments.

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

18 Provisions (Contd.)

Provisions were established for defined benefit obligations pertaining to gratuity. The net obligation was accounted as follows:

a) Net defined benefit obligation as reflected in Balance Sheet:

	As At 31.03.2024	As At 31.03.2023
Present value of defined benefit obligation	1,362	1,324
Fair value of plan assets	1,106	1,029
Net defined benefit obligation	256	295

b) The expenses for defined benefit plan for gratuity comprise the following components:

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
i) Expenses Recognised in the Statement of Profit and Loss		
Current service cost (included in Note 28 - 'Employee Benefits Expense')	78	76
Net interest cost (included in Note 29 - 'Finance Costs')	22	11
Total	100	87
ii) (Income)/ expense recognised in the Other Comprehensive Income (OCI) [Refer Note 16(iv)]		
Actuarial losses on obligation	30	79
Return on Plan Assets, excluding interest income	(77)	37
Total	(47)	116

c) The net defined obligation developed as follows:

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
i) Change in the present value of defined benefit obligation		
Opening present value of defined benefit obligation	1,324	1,309
Current service cost (included in Note 28 - 'Employee Benefits Expense')	78	76
Interest cost (included in Note 29 - 'Finance Costs')	99	91
Transfer of employees (Net)	(12)	(1)
Transfer of employees on Divestment [Refer Note 46]	-	(32)
Benefit paid from the fund	(157)	(198)
Actuarial (gains)/ losses due to:		
- change in demographic assumptions	(8)	1
- change in financial assumptions	10	1
- experience adjustment	28	77
Closing present value of defined benefit obligation	1,362	1,324

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

18 Provisions (Contd.)

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
ii) Change in the fair value of plan assets		
Opening fair value of plan assets	1,029	1,154
Interest income (included in Note 29 - 'Finance Costs')	77	80
Contributions by the employer	80	55
Benefit paid from the fund	(157)	(198)
Assets transferred out on Divestment [Refer Note 46]	-	(25)
Expected return on plan assets, excluding interest income	77	(37)
Closing fair value of plan assets	1,106	1,029
iii) Change in net defined benefit obligation		
Opening net defined benefit obligation	295	155
Current service cost (included in Note 28 - 'Employee Benefits Expense')	78	76
Interest cost (net) (included in Note 29 - 'Finance Costs')	22	11
Transfer of employees (Net)	(12)	(1)
Transfer of employees on Divestment [Refer Note 46]	-	(32)
Contributions by the employer	(80)	(55)
Assets transferred out on Divestment [Refer Note 46]	-	25
Actuarial (gains)/ losses due to:		
- change in demographic assumptions	(8)	1
- change in financial assumptions	10	1
- experience adjustment	28	77
Expected return on plan assets, excluding interest income	(77)	37
Closing net defined obligation of funded plan	256	295

d) 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, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

18 Provisions (Contd.)

e) Measurement parameters and their sensitivities

i) The following parameters were used to measure the obligation

	As At 31.03.2024	As At 31.03.2023
Discount rate (per annum)	7.19%	7.44%
Expected rate of return on plan assets (per annum)	7.19%	7.44%
Attrition rate (per annum)	For service upto 4 years and below 15.00% p.a. For service above 4 years 5.00% p.a.	For service upto 4 years and below 13.00% p.a. For service above 4 years 6.00% p.a.
Salary escalation rate (per annum)	5.00% p.a. for the next 1 year, 6.00% p.a. thereafter, starting from the 2nd year	9.60% p.a. for the next 1 year, 6.00% p.a. thereafter, starting from the 2nd year
Mortality rate	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2012-14) Urban

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 31.03.2024	As At 31.03.2023
Delta effect of +0.5% change in discount rate	(41)	(39)
Delta effect of -0.5% change in discount rate	43	41
Delta effect of +0.5% change in salary escalation	44	41
Delta effect of -0.5% change in salary escalation	(41)	(39)
Delta effect of +0.5% change in attrition rate	3	3
Delta effect of -0.5% change in attrition rate	(3)	(3)

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.

f) Defined benefit obligation and employer's contribution

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
i) Expected employer's contribution for the next year	129	118

	As At 31.03.2024	As At 31.03.2023
ii) The weighted average duration of the defined benefit obligation (years)	8	7

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

18 Provisions (Contd.)

	As At 31.03.2024	As At 31.03.2023
iii) Projected Benefits payable in future years from the date of reporting#:		
1 st following Year	157	129
2 nd following Year	99	99
3 rd following Year	119	141
4 th following Year	106	129
5 th following Year	184	114
Sum of 6th to 10th following Year	713	777

#It represents unwinding of liabilities rather than cash flows considering future service for foreseeable future of next 10 years.

- 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.
- Provisions for other employee benefits mainly include those recorded for performance based bonus, variable payments and long-service awards.

4. Movement in Other Provisions

Particulars	01.04.2023 to 31.03.2024			01.04.2022 to 31.03.2023		
	Direct Tax Matters	Indirect Tax Matters	Commercial and Other Matters	Direct Tax Matters	Indirect Tax Matters	Commercial and Other Matters
Balance as at the beginning of the year	23	15	404	23	17	383
Add: Additional provision (net)	13	-	22	-	-	21
Less: Provision utilised	-	-*	-	-	2	-
Less: Provision adjusted	-	-	-	-	-	-
Balance as at the end of the year	36	15	426	23	15	404

- 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 21) is recognised under the head Finance Costs [Included in Note 29] as an additional provision towards Commercial and Other Matters.

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

19 Deferred Tax (Liabilities)/ Assets (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, Impairment and Amortisation of Assets	Others	Total
Balance as on 01.04.2022	100	130	39	56	13	36	111	73	(488)	3	73
(Charged)/ credited during the year											
To Statement of Profit and Loss	(7)	5	5	11	2	(18)	(47)	14	(64)	(7)	(106)
To Other Comprehensive Income	-	-	30	-	-	-	-	-	-	-	30
Balance as on 31.03.2023	93	135	74	67	15	18	64	87	(552)	(4)	(3)
(Charged)/ credited during the year											
To Statement of Profit and Loss	17	25	2	(12)	3	(18)	(44)	1	1	-*	(25)
To Other Comprehensive Income	-	-	(12)	-	-	-	-	-	-	-	(12)
Balance as on 31.03.2024	110	160	64	55	18	-	20	88	(551)	(4)	(40)

20 Trade Payable [Refer Note 39(b) and 42]

	As At 31.03.2024	As At 31.03.2023
	Current	Current
Total outstanding dues of micro enterprises and small enterprises [Refer Note (a) below]	145	117
Total outstanding dues of creditors other than micro Enterprises and small enterprises	5,906	8,615
	6,051	8,732

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 31.03.2024	As At 31.03.2023
(I) (i) Principal amount due and remaining unpaid to any supplier at the end of accounting year [includes payables for Capital Purchases 0.63 (Previous Year 0.17)]	1	3
(ii) Interest amount due and remaining unpaid to any supplier at the end of accounting year *Current Year 0.002 (Previous Year 0.76)	-*	1
(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	413	428

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

20 Trade Payable [Refer Note 39(b) and 42] (Contd.)

	As At 31.03.2024	As At 31.03.2023
(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 *Current Year 0.11 (Previous Year 0.03)	-*	-*
(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.

b) Trade payables ageing

As at 31.03.2024	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	69	64	12	-	-	-	145
(ii) Others	1,991	2,453	1,453	1	3	5	5,906
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-	-	-
Total	2,060	2,517	1,465	1	3	5	6,051

As at 31.03.2023	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	31	83	2	1	-	-	117
(ii) Others	2,005	5,415	1,183	6	2	4	8,615
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-	-	-
Total	2,036	5,498	1,185	7	2	4	8,732

**Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)***(All amounts in ₹ Millions, unless otherwise stated)***20 Trade Payable [Refer Note 39(b) and 42] (Contd.)****c) Relationship with struck off companies**

Details of struck off companies with whom the Company has transaction during the year or outstanding balance:

Name of Struck Off Company	Nature of Transaction	Transactions during the year	Balance outstanding As At 31.03.2024	Relationship with the struck off company
Golden Swan Country Club	Membership fees	-*	-*	Not a related party
	-	(-)	(-)	Nil

Figures shown in brackets are in respect of previous year.

21 Other Financial Liabilities

	As At 31.03.2024	As At 31.03.2023
	Current	Current
Payable for Capital Purchases [Refer Note 20(a)]	39	7
Unpaid Dividends [Refer Note (a) below]	65	65
Deposits from customers	1	2
Liabilities toward sales and distribution arrangement [Refer Note 7 & Note 12(a)]	373	365
Interest Accrued	8	5
	486	444

- a) As at the year end, there are no amounts and shares which are due for transfer to the Investor Education and Protection Fund (IEPF) under section 124 and 125 of the Companies Act, 2013.

22 Other Liabilities

	As At 31.03.2024	As At 31.03.2023
	Current	Current
Refund Liabilities		
- Anticipated Sales Returns	866	1,191
- Discounts payable to Customers	4,445	2,637
	5,311	3,828
Contract Liabilities [Refer Note 24(d)]		
- Advance from Customers	1,916	916
- Customer Loyalty Programmes	173	1,373
- Incentive Schemes	750	565
	2,839	2,854
Deferred Income	12	12
Payable towards Statutory Liabilities	292	287
Payable to Employees	185	88
	8,639	7,069

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

23 Current Tax Liabilities (Net)

	As At 31.03.2024	As At 31.03.2023
Provision for Income Tax [Net of Advance Tax 2,176 (Previous Year 2,176)]	19	29
	19	29

24 Revenue from operations

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
Sale of Goods [Refer Notes below]	48,921	49,449
Other Operating Revenue:		
Recoveries from Group Companies and Third Parties	1,972	1,827
Scrap Sales	113	96
Royalty Income	16	16
Tolling income	10	9
	51,032	51,397

- a) It includes sales in accordance with a sales and distribution arrangement, net of material cost 2,734 (Previous Year 2,649).
- b) Disaggregation of revenue recognized 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:

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
Contracted Price [Refer Note (a) above]	59,090	57,516
Adjustments for:		
- Discounts (net)	(9,443)	(6,415)
- Anticipated Sales Return	(866)	(1,190)
- Customer Loyalty Programmes and Incentive Schemes (Net)	140	(462)
Sale of Goods	48,921	49,449

- d) During the year, the Company has recognised Revenue amounting to 1,506 (Previous Year 2,197) from the Contract Liabilities [Refer Note 22] at the beginning of the year.

**Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)***(All amounts in ₹ Millions, unless otherwise stated)***25 Other Income**

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
Interest Income		
Interest Income from Financial Assets at Amortised Cost	313	261
Interest on Tax Refund	92	-
Penal Interest on Overdue Trade Receivables	79	79
Other Non-Operating Income		
Export Incentives	30	38
Rent Income [Refer Note 4(c)]	88	77
Miscellaneous	60	44
	662	499
Other Gains		
Profit on Tangible Assets sold/ discarded (Net)	-	5
Fair value gain on investments measured through profit or loss (FVTPL) (Net)	1	6
Profit on sale of investments measured at fair value through profit or loss (FVTPL) (Net)	147	129
	148	140
	810	639

26 Cost of Material Consumed

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
Raw Materials:		
Opening Stock	9,174	6,313
Add: Purchases	21,498	24,852
Less: Transferred on Divestment [Refer Note 46]	-	96
	30,672	31,069
Less: Closing stock	7,225	9,174
Cost of Raw Materials consumed [Refer Note (a) below]	23,447	21,895
Packing Materials consumed [Refer Note (a) below]	1,318	1,232
Seed Grower Payments and Production Cost	2,419	2,291
	27,184	25,418

- a) It includes 35 (Previous Year 35) on account of write off/ down in the carrying values of Raw Materials and Packing Materials.

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

27 Changes in Inventories of Finished Goods and Work-in-Progress and Stock-in-Trade

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
Opening Stock:		
- Finished Goods	4,982	5,181
- Work-in-progress	2,199	2,172
- Stock-in-Trade	878	692
	8,059	8,045
Less: Transferred on Divestment [Refer Note 46]	-	17
Closing stock:		
- Finished Goods	4,801	4,982
- Work-in-progress	2,093	2,199
- Stock-in-Trade	626	878
	7,520	8,059
Decrease/ (Increase) in Inventories [Refer Note (a) below]	539	(31)

a) It includes 513 (Previous Year 479) on account of write off/ down in the carrying values of Inventories.

28 Employee Benefits Expense [Refer Note 33]

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
Salaries and Wages	3,786	4,774
Contribution to Provident and Other Funds [Refer Note 18(1)(A)]	261	252
Gratuity [Refer Note 18(1)(B)(b)(i)]	78	76
Staff Welfare Expenses	229	241
	4,354	5,343

29 Finance costs

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
Interest on Lease Liability [Refer Note 44]	35	45
Interest Others [Refer Note 18(1)(B)(b)(i) and 18(5)]	161	178
	196	223

30 Depreciation and Amortisation Expense

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
- on Property, Plant and Equipment [Refer Note 2]	371	380
- on Right of Use Assets [Refer Note 2]	345	395
- on Investment Properties [Refer Note 4]	5	5
- on Intangible Assets [Refer Note 5]	19	15
	740	795

**Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)***(All amounts in ₹ Millions, unless otherwise stated)***31 Other Expenses [Refer Note 33]**

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
Consumption of Stores and Spare Parts	116	101
Power and Fuel	147	157
Rent [Refer Note 44]	136	120
Repairs and Maintenance:		
- Plant and Equipment	43	37
- Buildings	65	74
- Others	32	34
	140	145
Insurance	37	44
Rates and Taxes	48	49
Job Work Charges	758	771
Freight Outward and Clearing Charges	875	1,062
Vehicle expenses and hire charges	128	120
Travelling and Conveyance	520	627
Loss on Disposal of Property, Plant and Equipment (Net)	24	-
Loss on Intangible Assets written off	36	1
Legal and Professional Fees	1,392	1,200
Royalty	199	256
Advertisement, Publicity and Sales Promotion	2,412	3,153
Communication	39	46
Donations [Refer Note 33]	160	142
Bad Debts	38	90
Less: Utilisation of Provision for Expected Credit Loss on Trade Receivable [Refer Note 39(a)(i)]	(32)	(90)
	6	-
Provision for Expected Credit Loss on Trade Receivable [Refer Note 39(a)(i)]	102	50
Deposits written off	-*	-
Less: Utilisation of Provision for Expected Credit Loss on Deposits [Refer Note 39(a)(i)]	-*	-
	-	-
Foreign Exchange Fluctuations (Net)	2	22
Manpower and Labour Charges	181	154
Miscellaneous [Refer Note (a) below and Note 42(v)]	409	432
	7,867	8,652

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

31 Other Expenses [Refer Note 33] (Contd.)

a) Payments to Auditor (included in Miscellaneous expenses)

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
(i) As Statutory Auditor:		
- for statutory audit	7	6
- for limited review	3	3
- for tax audit	1	1
- for certification	-*	-
(ii) In Other Capacities:		
- audit of group reporting package	3	3
Goods and Service Tax (GST) Expense	1	1
	15	14

32 Tax Expense

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
a) Current Tax Expenses		
Current Tax on Profits for the year	1,977	2,214
Adjustments for current tax of prior periods	7	(7)
Total Current Tax Expense	1,984	2,207
b) Deferred Tax Expense		
(Increase)/ Decrease in deferred tax assets	26	38
Increase/ (Decrease) in deferred tax liabilities	(1)	68
Total Deferred Tax Expense	25	106
c) Fringe Benefit Tax Expense		
Adjustments for Fringe Benefit Tax of prior periods	-	6
Total Fringe Benefit Tax Expense	-	6
Tax Expense	2,009	2,319
d) Reconciliation of tax expense and the accounting profit multiplied by tax rate		
Profit Before Tax	9,414	9,901
Tax @ 25.168%	2,369	2,492
Tax effect of amounts which are not deductible/ (taxable) in calculating taxable income:		
Agriculture Income	(405)	(239)
Adjustment of taxes of prior periods	7	(1)
Corporate social responsibility expenditure	43	37
Capital Gain on sale of land	-	(24)
Other Items	(5)	54
Tax Expense	2,009	2,319
e) Income tax recognised in Other Comprehensive Income		
Deferred tax on remeasurement of Defined Benefit Obligation	(12)	30
	(12)	30

**Notes to the Financial Statements for the year ended March 31, 2024 (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)**

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
a) Gross amount required to be spent by the company during the year	165	146
b) Amount spent during the year on:		
(i) Construction/ acquisition of any asset	-	-
(ii) On purposes other than (i) above		
- Donations	160	140
- Employee Benefits Expense	-*	-*
- Other Expenses	7	7
	167	147
c) Details of excess CSR expenditure under Sec 135(5) of the Act		
a) Opening Balance	-	-
b) Amount required to be spent during the year	165	146
c) Amount Spent during the year	167	147
Closing Balance (a-b+c)	2	1
Additional Spent to be carried forward for adjustment in Financial Year 2024-25 towards spend obligation	2	-

34 Research and Development Expenses

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
Research and Development Revenue Expenses (Net of recoveries)	685	831

35 Contingent Liabilities**A) Claims against the Company not acknowledged as debts towards:**

	As At 31.03.2024	As At 31.03.2023
- Direct Tax Matters [Refer Note (a) below]	2,718	1,872
- Indirect Tax Matters [Refer Note (b) below]	2,698	1,640
- Litigation/ claims filed by customer/ vendor/ third party [Refer Note (c) below]	89	65
- 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.

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

35 Contingent Liabilities (Contd.)

- a) The contingent liability for direct tax matters mainly include 2,181 (Previous year 1,517) 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 and CIT(A).
- b) The disputed demands for indirect tax matters are mainly due to disallowance of input credit, disallowance of sales return credit notes, incorrect turnover, product classification and non-issuance of statutory forms.
- 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 stage of filing written statement by some of the defendants. The next hearing is scheduled on June 11, 2024.

36 Commitments

a) Capital Commitments

	As At 31.03.2024	As At 31.03.2023
Property, Plant and Equipment	73	92
Intangible Assets	24	29
	97	121

b) Other Commitments

	As At 31.03.2024	As At 31.03.2023
Contractual obligation for future repairs and maintenance on Investment properties	2	4
Dividend on shares in abeyance [Refer Note 15(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.

**Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)***(All amounts in ₹ Millions, unless otherwise stated)***38 Fair value measurement****Financial instruments by category:**

	Notes	As At 31.03.2024			As At 31.03.2023		
		FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial assets							
Investment	11	539	-	-	411	-	-
Trade Receivables	12	-	-	9,601	-	-	9,756
Cash and Cash Equivalents	13						
Short-term highly liquid investments		2,741	-	-	2,066	-	-
Balances with Banks		-	-	8,827	-	-	6,542
Bank Balances other than cash and cash equivalents	14	-	-	72	-	-	72
Other Financial Assets	7	-	-	152	-	-	152
Total Financial Assets		3,280	-	18,652	2,477	-	16,522
Financial liabilities							
Lease Liabilities	17	-	-	471	-	-	735
Trade Payables	20	-	-	6,051	-	-	8,732
Other Financial Liabilities	21	-	-	486	-	-	444
Total Financial Liabilities		-	-	7,008	-	-	9,911

Fair Value Hierarchy:

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are:

- recognised and measured at fair value and
- 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.

Financial assets and liabilities measured at fair value - recurring fair value measurements

	Notes	As At 31.03.2024			As At 31.03.2023		
		Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets							
Investment	11	539	-	-	411	-	-
Cash and Cash Equivalents							
- Short-term highly liquid investments	13	2,741	-	-	2,066	-	-
Total		3,280	-	-	2,477	-	-

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

38 Fair value measurement (Contd.)

Level 1: It represents mutual funds measured using the closing Net Asset Value (NAV) as on Balance sheet date.

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 and liabilities which are valued at amortised cost for which fair value are disclosed

	Notes	Carrying Amount	Fair Value (Level 3)
Financial assets			
Security Deposits	7		
As at 31.03.2024		99	93
As at 31.03.2023		117	114
Financial liabilities			
Lease Liabilities	17		
As at 31.03.2024		471	471
As at 31.03.2023		735	735

The carrying amounts of Trade Receivables, Cash and Cash Equivalents (Balances with Bank), Bank Balances other than Cash and Cash Equivalents, Accrued Interest Receivables, Advance recoverable in cash, 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.

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.

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

39 Financial Risk Management (Contd.)

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 behaviors. 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 funds.

(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:

	Description of Category	As At 31.03.2024		As At 31.03.2023	
		Gross Trade Receivable	ECL	Gross Trade Receivable	ECL
No Risk	There is no risk of defaults	906	-	486	-
Negligible Risk	The risk of defaults is negligible	5,512	5	7,055	6
Low Risk	The probability of defaults is low	2,075	14	1,718	9
Moderate Risk	The probability of defaults is moderate	1,170	43	531	19
Doubtful Assets	There is no reasonable expectation of recovery	394	394	352	352
Total		10,057	456	10,142	386

Following is the movement in Provision for ECL on Trade Receivables:

	As At 31.03.2024	As At 31.03.2023
Balance as at the beginning of the year	386	426
Add: Additional provision/ (reversal) (net)	102	50
Less: Provision utilised	(32)	(90)
Balance as at the end of the year	456	386

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

39 Financial Risk Management (Contd.)

Deposits

The Company provides ECL based on following provision matrix:

	Description of Category	As At 31.03.2024		As At 31.03.2023	
		Gross Deposits	ECL	Gross Deposits	ECL
No Risk	There is no risk of defaults	99	-	117	-
Doubtful Assets	There is no reasonable expectation of recovery	2	2	2	2
Total		101	2	119	2

Following is the movement in Provision for Expected Credit Loss on Deposits:

	As At 31.03.2024	As At 31.03.2023
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 2,867 as on March 31, 2024.

Notes to the Financial Statements for the year ended March 31, 2024 (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 31.03.2024			As At 31.03.2023		
	Less than 3 Months	3 to 12 Months	Total	Less than 3 Months	3 to 12 Months	Total
Trade Payables	5,903	148	6,051	8,594	138	8,732
Other Financial Liabilities (excluding lease liabilities)	486	-	486	444	-	444
	6,389	148	6,537	9,038	138	9,176

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 on an undiscounted basis:

	As At 31.03.2024	As At 31.03.2023
Less than one year	316	611
One to five years	229	353
More than five years	2	7
	547	971

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 hedged 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, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

40 Capital Management

a) Risk management

In the context of Capital Management of the Company, Capital includes issued capital, all other equity reserves attributable to the equity shareholders of the company and debts. 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 benefit for other stakeholders. Further its objective is to maintain an optimal capital structure to reduce the cost of capital. There has not been any change in this from the previous period.

(b) Dividends

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
(i) Equity Shares		
Final Dividend		
Dividend approved for the year ended March 31, 2023 of ₹30.00 (March 31, 2022 ₹25.00) per fully paid equity share	1,348	1,124
Interim Dividend		
Interim Dividend declared during the year ended March 31, 2024 of ₹105.00 (March 31, 2023 ₹100.00) per fully paid equity share	4,719	4,494
	As At 31.03.2024	As At 31.03.2023
(ii) Dividends not recognised at the end of the reporting period		
Since year end, the Directors of the Company have recommended a payment of final dividend of ₹35.00 per fully paid equity share (March 31, 2023 ₹30.00)	1,573	1,348

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, 2024.

Geographical Information

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
a) Revenue from external customers		
(i) attributed to the Company's country of domicile, India	48,184	48,521
(ii) attributed to all foreign countries		
- Germany	1,804	1,483
- Bangladesh	551	873
- Others	493	520
	51,032	51,397

**Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)***(All amounts in ₹ Millions, unless otherwise stated)***41 Segment Reporting (Contd.)**

- 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.
- c) Non-current assets (excluding Deferred/ Current Tax and Financial Assets)

	As At 31.03.2024	As At 31.03.2023
(i) located in the Company's country of domicile, India	5,644	6,000
(ii) located in all foreign countries	-	-
	5,644	6,000

42 Related Party Transactions

Sr. No.	Name of the related party	Country of incorporation	% Equity interest	
			As at 31.03.2024	As at 31.03.2023
i)	Ultimate Holding Company:			
	Bayer AG	Germany	8%	8%

ii) Entities under Common Group Control:**

Bayer BioScience Private Limited, India
 Bayer CropScience AG, Germany
 Bayer CropScience Limited, Bangladesh
 Bayer CropScience LP, U.S.A.
 Bayer CropScience Schweiz AG, Switzerland
 Bayer Direct Services GmbH, Germany
 Bayer Pharmaceuticals Private Limited, India
 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
 Bayer Research and Development Services LLC, U.S.A.
 Bayer Vietnam Ltd., Vietnam
 Monsanto Company, U.S.A.
 Bayer Science And Innovation Private Limited, India (formerly known as Monsanto Holdings Private Limited)
 Bayer Investments India Private Limited, India (formerly known as Monsanto Investments India Private Limited)
 Monsanto (Malaysia) SDN. BHD., Malaysia
 Monsanto Technology LLC, U.S.A.

**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, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

42 Related Party Transactions (Contd.)

iii) Joint Venture 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	
	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
Sale of goods						
Bayer AG	893	736	-	-	-	-
Bayer CropScience Limited, Bangladesh	-	-	469	820	-	-
Bayer CropScience Schweiz AG	-	-	126	173	-	-
Others	-	-	25	22	-	-
Recoveries made						
Bayer AG	927	754	-	-	-	-
Bayer Vapi Private Limited	-	-	305	330	-	-
Bayer (South East Asia) Pte Ltd.	-	-	290	269	-	-
Others	-	-	482	481	32	30
Rental Income						
Bayer Science And Innovation Private Limited	-	-	40	38	-	-
Bayer Zydus Pharma Private Limited	-	-	22	21	-	-
Bayer Pharmaceuticals Private Limited	-	-	22	17	-	-
Others	-	-	4	1	-	-
Purchase of Goods						
Bayer AG	13,176	16,520	-	-	-	-
Bayer BioScience Private Limited [#]	-	-	2,714	2,664	-	-
Bayer CropScience LP	-	-	2,513	1,759	-	-
Others	-	-	636	542	-	-
Professional/ Support Charges incurred						
Bayer AG	845	741	-	-	-	-
Bayer Science And Innovation Private Limited	-	-	112	6	-	-
Others	-	-	81	139	-	-

[#]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, 2024 (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	
	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
Rent Expense						
Bayer Pharmaceuticals Private Limited	-	-	14	14	-	-
Others	-	-	-*	1	-	-
Payment of Lease Liabilities						
Bayer Vapi Private Limited	-	-	2	2	-	-
Royalty Expense						
Monsanto Technology LLC	-	-	154	134	-	-
Bayer CropScience AG	-	-	17	11	-	-
Dividend paid						
Bayer AG	511	474	-	-	-	-
Bayer CropScience AG	-	-	723	669	-	-
Bayer Vapi Private Limited	-	-	1,085	1,005	-	-
Bayer S.A.S.	-	-	894	827	-	-
Bayer Investments India Private Limited	-	-	912	845	-	-
Others	-	-	209	193	-	-
Purchase of License of Duty Credit Scrips						
Bayer Vapi Private Limited	-	-	-	50	-	-
Bayer BioScience Private Limited	-	-	-	26	-	-
Bayer Science And Innovation Private Limited	-	-	-	19	-	-
Purchase of Fixed Assets (including Capital work-in-progress)						
Bayer AG	6	-	-	-	-	-
Bayer Vietnam Ltd.	-	-	11	3	-	-
Bayer Research and Development Services LLC	-	-	2	2	-	-
Others	-	-	-	-	-	-
Recoupment of losses towards overdue trade receivables [Refer Note 12(a)]						
Bayer BioScience Private Limited	-	-	21	51	-	-

Notes to the Financial Statements for the year ended March 31, 2024 (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	
	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
Repayment against recoupment of losses towards overdue trade receivables [Refer Note 12(a)]						
Bayer BioScience Private Limited	-	-	5	3	-	-
Employee related liability paid/ payable on transfer of employees						
Bayer BioScience Private Limited	-	-	15	4	-	-
Bayer Vapi Private Limited	-	-	-*	5	-	-
Bayer Science And Innovation Private Limited	-	-	14	18	-	-
Others	-	-	2	3	-	-
Employee related liability taken over on transfer of employees						
Bayer BioScience Private Limited	-	-	6	15	-	-
Bayer Science And Innovation Private Limited	-	-	12	11	-	-
Others	-	-	1	3	-	-

B. Outstanding balances of related parties:

	As At 31.03.2024	As At 31.03.2023
Party referred to in (i) above		
Outstanding Receivables	401	90
Outstanding Payables	2,600	4,184
Parties referred to in (ii) above		
Outstanding Receivables		
Bayer CropScience Limited, Bangladesh	78	31
Bayer (South East Asia) Pte Ltd.	75	98
Others	56	42

**Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)***(All amounts in ₹ Millions, unless otherwise stated)***42 Related Party Transactions (Contd.)**

	As At 31.03.2024	As At 31.03.2023
Outstanding Payables		
Bayer BioScience Private Limited	383	365
Bayer CropScience LP	445	881
Others	263	207
Party referred to in (iii) above		
Outstanding Receivables	<u>3</u>	<u>5</u>

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:

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
Contributions during the year		
Bayer CropScience Limited Employees Group Gratuity-cum-Life Assurance Scheme	80	55
Bayer CropScience Limited Managerial Employees Superannuation Scheme	14	18

v) Key management personnel:

Name	Designation
Mr. Pankaj Patel	Chairman & Non-executive Independent Director
Mr. Duraiswami Narain	Vice Chairman & Managing Director and CEO (upto October 31, 2023)
Mr. Simon Thorsten Wiebusch	Whole-time Director (upto October 31, 2023) Vice Chairman & Managing Director and CEO (from November 01, 2023)
Mr. Simon Johannes Britsch	Executive Director & CFO
Dr. Thomas Hoffmann	Non-executive Non-independent Director
Mr. Brian Naber	Non-executive Non-independent Director (upto February 01, 2024)
Dr. Miriam Holstein	Non-executive Non-independent Director (from February 01, 2024)
Ms. Ketaki Bhagwati	Non-executive Independent Director
Mr. Sekhar Natarajan	Non-executive Independent Director
Dr. Harsh Kumar Bhanwala	Non-executive Independent Director (upto February 01, 2024)
Mr. Nikunj Kumar Savaliya	Company Secretary & Compliance Officer

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

42 Related Party Transactions (Contd.)

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
Remuneration to key management personnel		
Short term employee benefits expense	235	358
Post employment benefits expense	31	17
Other long-term employee benefits (reversal)/ expense (Net)	(56)	25
	210	400
Directors' Sitting Fees##	3	3
Commission to Non-executive Directors##	6	6

##Included in Note 31 Other Expenses - Miscellaneous expenses.

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, 2024 and March 31, 2023.

43 Earnings 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.

	01.04.2023 to 31.03.2024	01.04.2022 to 31.03.2023
Profit for the year	7,405	7,582
Weighted average number of equity shares outstanding at year end	44,942,092	44,942,092
Nominal Value Per Equity Share (₹)	10	10
Earnings Per Share (net of tax) (Basic and Diluted) (₹)	164.77	168.71

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, vehicles 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 payments are provided in Note 39 - Financial Risk Management. Cash outflows related to lease activities for the current year amounted to 418 (Previous Year 409).



Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

44 Lease (Contd.)

The Company has recognised 345 (Previous Year 395) towards amortisation, 35 (Previous Year 45) towards Interest expense for the unwinding of discount on lease liabilities and 136 (Previous Year 120) towards expenses for short-term leases in the Statement of Profit and Loss.

Movement in lease liabilities

	As At 31.03.2024	As At 31.03.2023
Lease Liabilities at the beginning of the year	735	864
Add: Interest on Lease Liabilities	35	45
Add: Additions in Lease Liabilities during the year	217	244
Less: Repayment of Lease Liabilities	418	409
Less: Others (including terminations)	98	9
Lease Liabilities at the end of the year	471	735

45 Ratio Analysis

Particulars	Numerator	Denominator	As At 31.03.2024	As At 31.03.2023	% Variation	Remarks
Current ratio (times)	Current Asset	Current Liability	2.4	2.2	12%	
Debt equity ratio (times)	Debt	Shareholders' equity	N.A.	N.A.	-	
Debt service coverage ratio (times)	Earning available for debt service (i)	Total Debt service (ii)	16.5	18.9	-13%	
Return on equity ratio (%)	Profit after tax	Average Shareholders' equity	26.6%	29.0%	-8%	
Inventory turnover ratio (times)	Cost of Goods Sold	Average Inventories	1.7	1.7	-	
Trade receivables turnover ratio (times)	Revenue from Operations	Average Trade receivables	5.3	5.2	2%	
Trade payables turnover ratio (times)	Total purchases	Average Trade payables	3.6	3.7	-3%	
Net Capital turnover ratio (times)	Revenue from Operations	Working Capital	2.2	2.5	-12%	
Net profit ratio (%)	Profit after tax	Revenue from Operations	14.5%	14.8%	-2%	
Return on Capital employed (%)	Earnings Before Interest and Tax	Capital employed (iii)	33.1%	32.6%	2%	

Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)

(All amounts in ₹ Millions, unless otherwise stated)

45 Ratio Analysis (Contd.)

Particulars	Numerator	Denominator	As At 31.03.2024	As At 31.03.2023	% Variation	Remarks
Return on Investment (Mutual Fund - Overnight Fund) (%)	Income during the year	Average Investment	6.6%	5.3%	25%	Increase in interest rate leading to better returns.
Return on Investment (Fixed Deposit) (%)	Income during the year	Average Investment	6.5%	5.0%	30%	Increase in interest rate leading to better returns.
Return on investment (Mutual Fund - Arbitrage Fund) (%)	Income during the year	Average Investment	9.1%	5.7%	60%	Increase in interest rate leading to better returns.

- (i) Earnings available for debt service = Net profit after tax and exceptional item (net of tax) + Non cash operating expense - Non cash income
- (ii) Total debt service = Repayment of Lease Liabilities
- (iii) Capital Employed = Shareholders' Equity

46 Exceptional item:

Exceptional item for the previous year amounting to 1,038 represents profit on sale of its Environmental Science Business (Divested Products) which offers solutions to control pests, diseases, and weeds in non-agricultural areas to '2022 ES Discovery India Private Limited' ('ESDIPL') on a slump sale basis effective October 1, 2022 pursuant to the approval accorded by the Board at its meeting held on September 28, 2022. Pending transfer of product and import registrations in its favour, 'ESDIPL' had entered into an interim arrangement to procure the Divested Products from the Company for further sale/ distribution. The registration authority has approved transfer of product and import registrations in favour of 'ESDIPL' vide its letter dated October 10, 2023.

Details of Purchase Consideration and carrying amount of assets and liabilities related to the Business sold during the previous year as per Business Purchase Agreement (BPA) as on the effective date:

Purchase Consideration		1,111
Less: Incidental expenses		4
Net purchase consideration		1,107
Less: Carrying amount of assets and liabilities		
Inventories	113	
Fixed Assets	38	
Other Assets	-*	
Discount/ Return Liabilities	(63)	
Provision for Employee Benefits	(19)	69
Profit on Sale of Business		1,038

**Notes to the Financial Statements for the year ended March 31, 2024 (Contd.)***(All amounts in ₹ Millions, unless otherwise stated)*

- 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** In terms of the MCA notification dated August 05, 2022, the Central Government has notified the Companies (Accounts) Fourth Amendment Rules, 2022, the Company is in the process of complying with the requirement of maintenance of back-up of its books of account maintained in electronic mode on server(s) physically located in India on a daily basis. The books of account of the Company are maintained in electronic mode and these are readily accessible in India at all times. Currently, the Company is maintaining back-up of books of account on server physically located in India on a periodic basis.
- 49** It represents impairment of Glyphosate based products manufacturing plant (an item of Property, plant and equipment including Capital work-in-progress and Intangible Assets). The recoverable value of these assets is lower than its carrying value due to significant change in market dynamics impacting margins, which resulted in the impairment loss.
- 50** The financial statements are approved for issue by the Company's Board of Directors on May 23, 2024.

Signature to notes 1 to 50**For and on behalf of the Board of Directors of
Bayer CropScience Limited**

CIN: L24210MH1958PLC011173

Sekhar NatarajanNon-Executive
Independent Director
DIN 01031445Place: Thane
Date: May 23, 2024**Simon Thorsten Wiebusch**Vice Chairman & Managing
Director and CEO
DIN 08335591Place: Thane
Date: May 23, 2024**Simon Johannes Britsch Nikunj Kumar Savaliya**Executive Director
& CFO
DIN 09194547Place: Thane
Date: May 23, 2024Company Secretary &
Compliance OfficerPlace: Thane
Date: May 23, 2024

FACTS

	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24
₹ in Millions										
Revenue from Operations (Net)	37,233	28,894	29,484	27,490	31,673	36,094	42,613	47,344	51,397	51,032
Profit Before Tax	5,735	4,816	4,479	4,038	4,800	5,831	7,945	8,468	9,901	9,414
Net Cash from Operating Activities	2,004	2,065	1,573	1,214	4,328	6,659	6,867	2,155	6,093	9,516
Dividend (including interim dividend) for the year	769	601	601	618	618	1,124	5,169	6,742	5,842	6,292
Dividend %	210%	170%	170%	180%	180%	250%	1150%	1500%	1300%	1400%
Share Capital	366	354	354	343	449	449	449	449	449	449
Reserves and Surplus	19,963	18,040	20,213	17,440	21,945	25,276	25,054	24,794	26,672	28,045
Borrowings	-	-	-	-	-	15	-	-	-	-
Gross Block	4,346	3,628	4,166	4,517	6,280	7,237	7,584	8,412	9,031	9,090
Net Block	3,224	3,384	3,661	3,705	4,874	5,244	5,010	5,658	5,716	5,331
Net Current Assets	16,917	14,995	16,911	14,142	15,876	18,750	19,733	19,162	21,189	23,081
Employee Benefits Expense	2,269	2,207	2,451	2,639	3,642	3,616	3,622	4,631	5,343	4,354
Number of Employees										
	1,043	1,057	1,126	1,148	1,389	1,230	1,254	1,318	1,314	1,317
(₹)										
Earnings Per Share (on the basis of profits after tax)	104.59	87.34	82.31	86.16	78.46	105.58	109.72	143.58	168.71	164.77
Book Value per Share	555.15	520.28	581.74	517.95	521.21	572.40	567.46	561.70	603.47	634.02
Share Price at Stock Exchange										
- High	3,819.90	4,234.00	4,627.00	5,050.00	4,747.45	4,505.65	6,368.75	6,090.90	5,476.45	6,116.40
- Low	1,384.55	3,115.00	3,620.00	3,739.05	3,755.55	2,991.30	3,195.05	4,290.30	3,962.80	4,064.95
Number of Shareholders										
	20,647	20,412	22,176	45,744	45,369	58,971	67,591	62,093	59,218	47,337

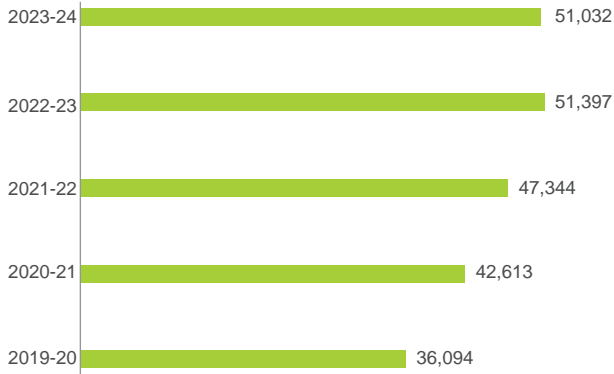
Notes:

- 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 the year 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.

Performance Highlights

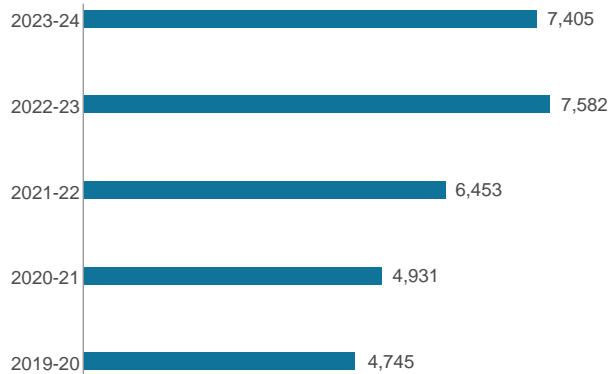
Revenue from Operations

(₹ in Million)



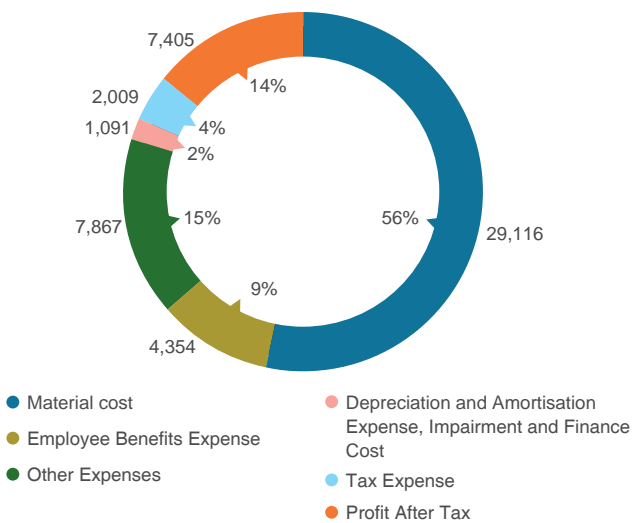
Profit for the Year (Net of Tax)

(₹ in Million)



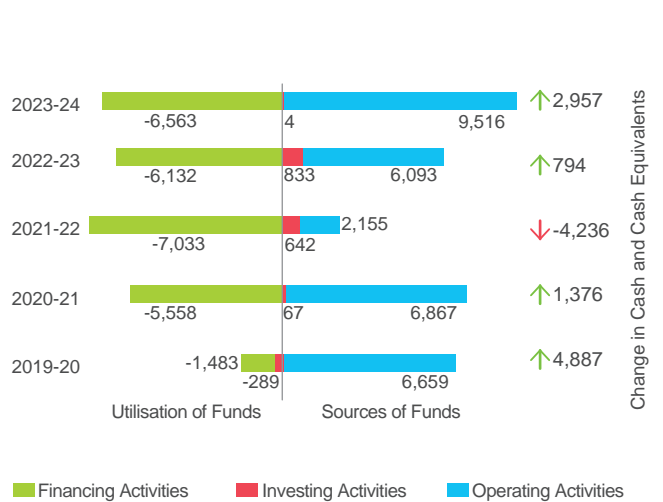
Distribution of Income 2023-24

(₹ in Million (%))



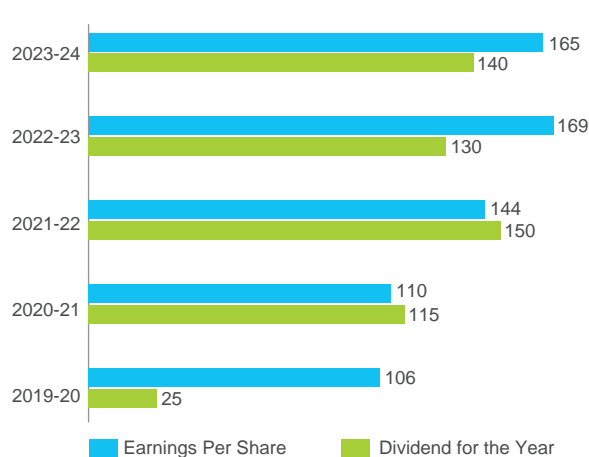
Cash Flow

(₹ in Million)



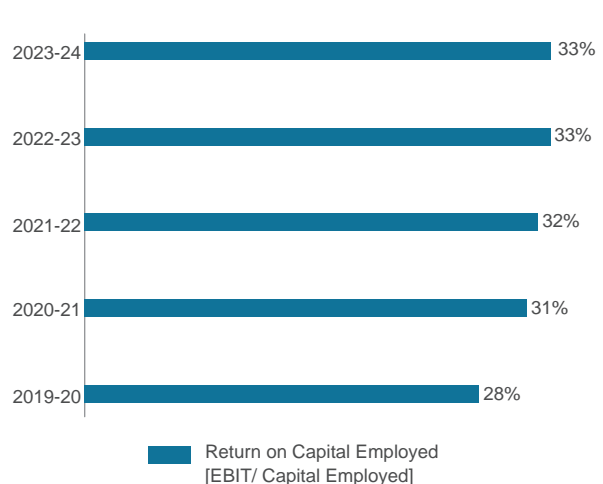
Earnings and Dividend Per Share

(₹)



Return on Capital Employed

(%)





REGISTERED OFFICE

Bayer CropScience Limited

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