



February 10, 2017

General Manager
DCS - Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

COMPANY CODE: 506285
SCRIP ID: BAYERCROP

Dear Sir,

Sub: Bayer CropScience Limited - Presentation at Investor/ Analyst Meet being held on February 10, 2017


Please find enclosed herewith the presentation that will be made at the Investor/ Analyst Meet of Bayer CropScience Limited being held on Friday, February 10, 2017.

Request you to please take the said presentation on record and upload onto the BSE website.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,
for Bayer CropScience Limited

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

Encl.: As above

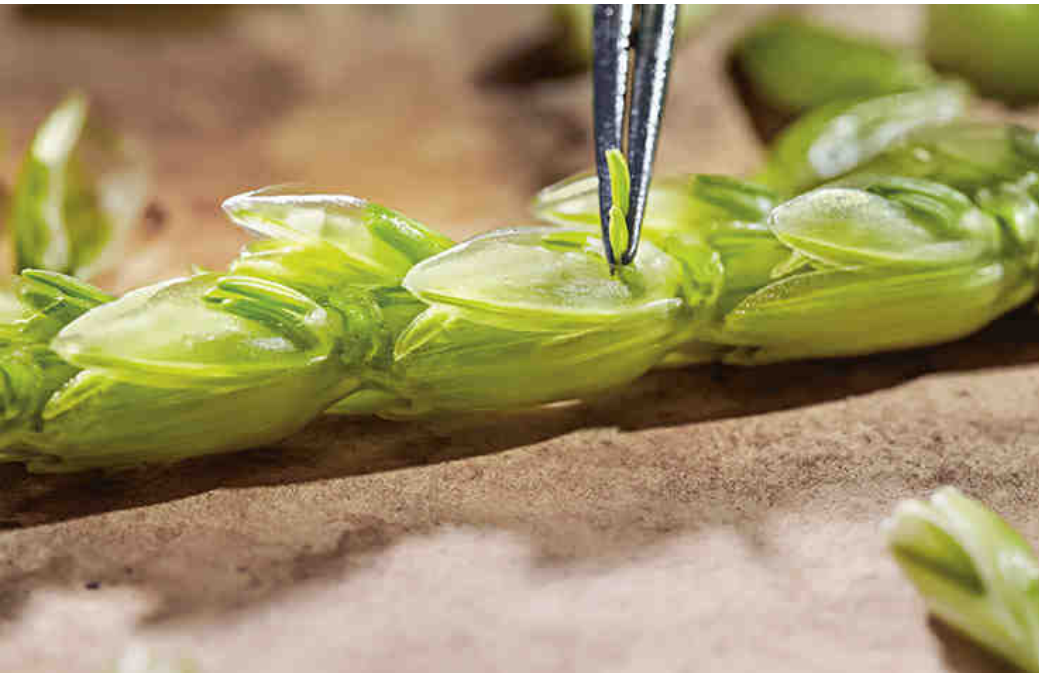
Bayer CropScience Ltd.
CIN: L24210MH1958PLC011173

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Maharashtra, India

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Science For A Better Life



Investor Presentation

Bayer CropScience Ltd.

February 10, 2017

Cautionary Statements Regarding Forward-Looking Information



Certain statements contained in this communication may constitute “forward-looking statements.” Actual results could differ materially from those projected or forecast in the forward-looking statements. The factors that could cause actual results to differ materially include the following: uncertainties as to the timing of the transaction; the possibility that the parties may be unable to achieve expected synergies and operating efficiencies in the merger within the expected time-frames or at all and to successfully integrate Monsanto Company’s (“Monsanto”) operations into those of Bayer Aktiengesellschaft (“Bayer”); such integration may be more difficult, time-consuming or costly than expected; revenues following the transaction may be lower than expected; operating costs, customer loss and business disruption (including, without limitation, difficulties in maintaining relationships with employees, customers, clients or suppliers) may be greater than expected following the announcement of the transaction; the retention of certain key employees at Monsanto; risks associated with the disruption of management’s attention from ongoing business operations due to the transaction; the conditions to the completion of the transaction may not be satisfied, or the regulatory approvals required for the transaction may not be obtained on the terms expected or on the anticipated schedule; the parties’ ability to meet expectations regarding the timing, completion and accounting and tax treatments of the merger; the impact of indebtedness incurred by Bayer in connection with the transaction and the potential impact on the rating of indebtedness of Bayer; the effects of the business combination of Bayer and Monsanto, including the combined company’s future financial condition, operating results, strategy and plans; other factors detailed in Monsanto’s Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission (the “SEC”) for the fiscal year ended August 31, 2016 and Monsanto’s other filings with the SEC, which are available at <http://www.sec.gov> and on Monsanto’s website at www.monsanto.com; and other factors discussed in Bayer’s public reports which are available on the Bayer website at www.bayer.com. Bayer and Monsanto assume no obligation to update the information in this communication, except as otherwise required by law. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.



Additional Information and Where to Find It

Additional Information and Where to Find It

This communication relates to the proposed merger transaction involving Monsanto Company (“Monsanto”) and Bayer Aktiengesellschaft (“Bayer”). In connection with the proposed merger, on November 10, 2016, Monsanto filed with the U.S. Securities and Exchange Commission (the “SEC”) a definitive proxy statement on Schedule 14A (the “Proxy Statement”) and other documents relating to the proposed transaction and mailed the Proxy Statement and proxy card to Monsanto’s stockholders. BEFORE MAKING ANY VOTING DECISION, STOCKHOLDERS OF MONSANTO ARE URGED TO READ THE PROXY STATEMENT CAREFULLY, AS WELL AS ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION AS THEY BECOME AVAILABLE BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders may obtain a copy of the Proxy Statement and the other documents filed with the SEC free of charge at the SEC’s website, <http://www.sec.gov>, and Monsanto’s website, www.monsanto.com. In addition, the documents may be obtained free of charge by directing a request to Corporate Secretary, Monsanto Company, 800 North Lindbergh Boulevard, St. Louis, Missouri 63167, or by calling +1 314 694-8148.

Participants in Solicitation

Monsanto, Bayer and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the holders of Monsanto common stock in respect of the proposed transaction. Information about the directors and executive officers of Monsanto is set forth in the proxy statement for Monsanto’s 2016 annual meeting of stockholders, which was filed with the SEC on December 10, 2015, and in Monsanto’s Annual Report on Form 10-K for the fiscal year ended August 31, 2016, which was filed with the SEC on October 19, 2016. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, is contained in the definitive proxy statement and may be contained in other relevant materials filed with the SEC in respect of the proposed transaction.



Disclaimer

Bayer CropScience Limited in this presentation shall be referred to as BCSL/Company for the sake of simplification.

The information contained herein has been prepared to assist prospective investors and/ or their agents in making their own evaluation of the Company and does not purport to be all-inclusive or to contain all of the information a prospective or existing investor may desire. In all cases, interested parties should conduct their own investigation and analysis of the Company and the data set forth in this information.

BCSL makes no representation or warranty as to the accuracy or completeness of this information and shall not have any liability for any representations (expressed or implied) regarding information contained in, or for any omissions from, this information or any other written or oral communications transmitted to the recipient in the course of its evaluation of the Company.

The last quarter of the financial year 2016-2017 will end on March 31, 2017. BCSL has not published any results or figures for the aforementioned period. Having said that, please understand that we will not comment on the results of the respective period.



Agenda

- **Update Bayer Global**
- Overview of Bayer in India
- BCSL: Financial Perspective
- BCSL: Business Update

Our Mission

Bayer: Science For A Better Life



Our Values: Guide Our Business Strategy and Functions



L I F E

leadership
integrity
flexibility
efficiency

Group Structure and Company Organisation Aligned to the Life Sciences Focus



BOARD OF MANAGEMENT

Pharmaceuticals

Consumer Health

Crop Science

Animal Health

Corporate Functions & Business Services

Currenta (60%)

Covestro* (approx. 64%)

* previously Bayer MaterialScience

Our Business Areas

The Life Sciences



Pharmaceuticals

Consumer Health

Crop Science

- Prescription drugs

- Over-the-counter medicines, dietary supplements, dermatology products, foot care and sunscreen

- Innovative crop protection and seeds
- Animal Health

Building Leading Life Science Businesses to Create Value



Division

Leadership Position

Pharmaceuticals

Leading position in cardiology, hematology, radiology, women's health

Consumer Health

Global #1 OTC business with strong portfolio of leading brands

**Crop Science /
Animal Health**

After the acquisition of Monsanto, a global leader in seeds, traits, crop protection and digital farming; #5 globally in Animal Health

Acquisition of Monsanto pending

Global Challenges for Future Food Supply 2050



YIELD REDUCTION DUE TO CLIMATE CHANGE

Nelson¹; FAO²

-17%



DECLINING HECTARES OF FARMLAND

From 0.218 ha/capita in 2015 to 0.181 ha/capita in 2050²

PEOPLE ON THE PLANET BY 2050

United Nations 2015

~10 BILLION



CHANGING CONSUMPTION PATTERNS

PRODUCTIVITY INCREASE REQUIRED

FAO²

60%



NEED TO PRODUCE SIGNIFICANTLY MORE WHILE PROTECTING NATURAL RESOURCES

¹Nelson et. al. (2014); ²FAO 2016 "Climate change and food security"

Crop Science: Committed to Shaping the Future of Agriculture



INNOVATION

Developing **valuable new technology** in seeds, crop protection & services



SUSTAINABILITY

Promoting and advancing **sustainable agriculture** for customers & society

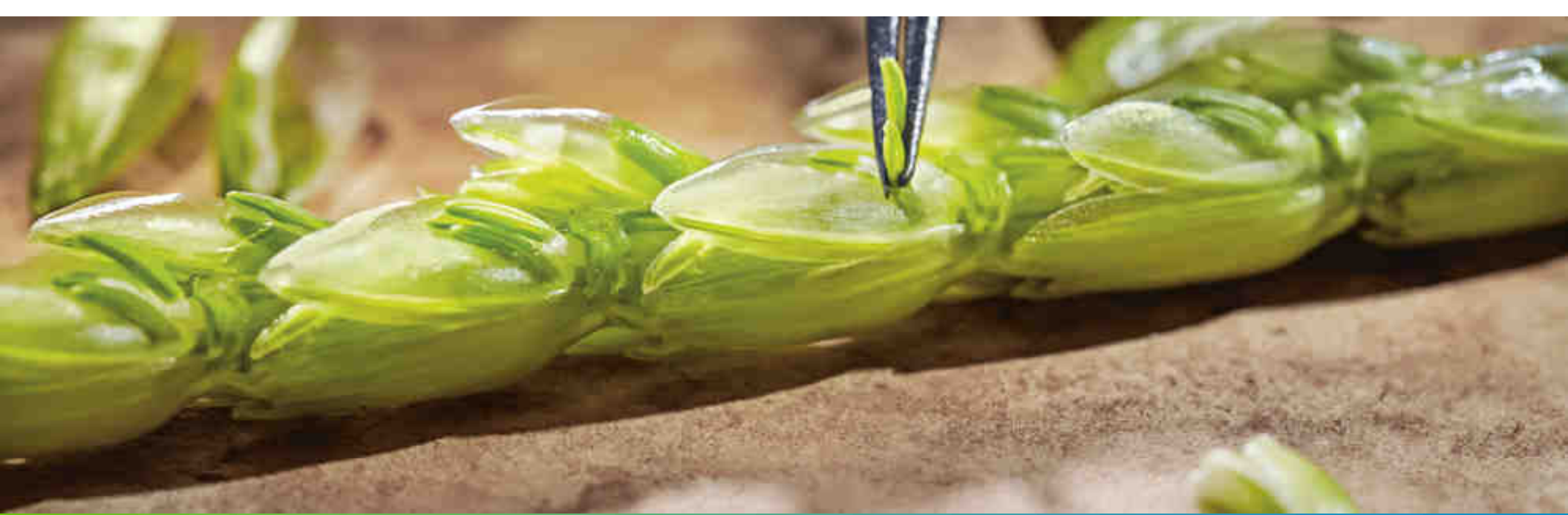


COLLABORATION

Working together with **strategic partners** to further innovation and sustainability

APAC 2: A New Region with Strong Potential





Agenda

- Update Bayer Global
- **Overview of Bayer in India**
- BCSL: Financial Perspective
- BCSL: Business Update



Bayer's Crop Science Legal Entities in India



Bayer CropScience Ltd.

Sales of Crop Protection products, Environmental Science products and Hybrid Seeds for field crops with a primary focus on the domestic market.
Crop Protection and Environmental Science products partly formulated in-house.



Bayer Vapi Pvt. Ltd.

One of the global core manufacturing sites for Bayer's Crop Science division, with key expertise in manufacturing and exporting active ingredients, intermediates and formulations.



Bayer BioScience Pvt. Ltd.

Research, breeding, production and conditioning of high quality Hybrid Seeds for field crops (Rice, Cotton, Millet and Mustard).



Bayer Seeds Pvt. Ltd.

Breeding, production, conditioning, marketing and sales of Vegetable Seeds.
(Formerly Nunhems India Pvt. Ltd.)



Bayer's Other Legal Entities in India



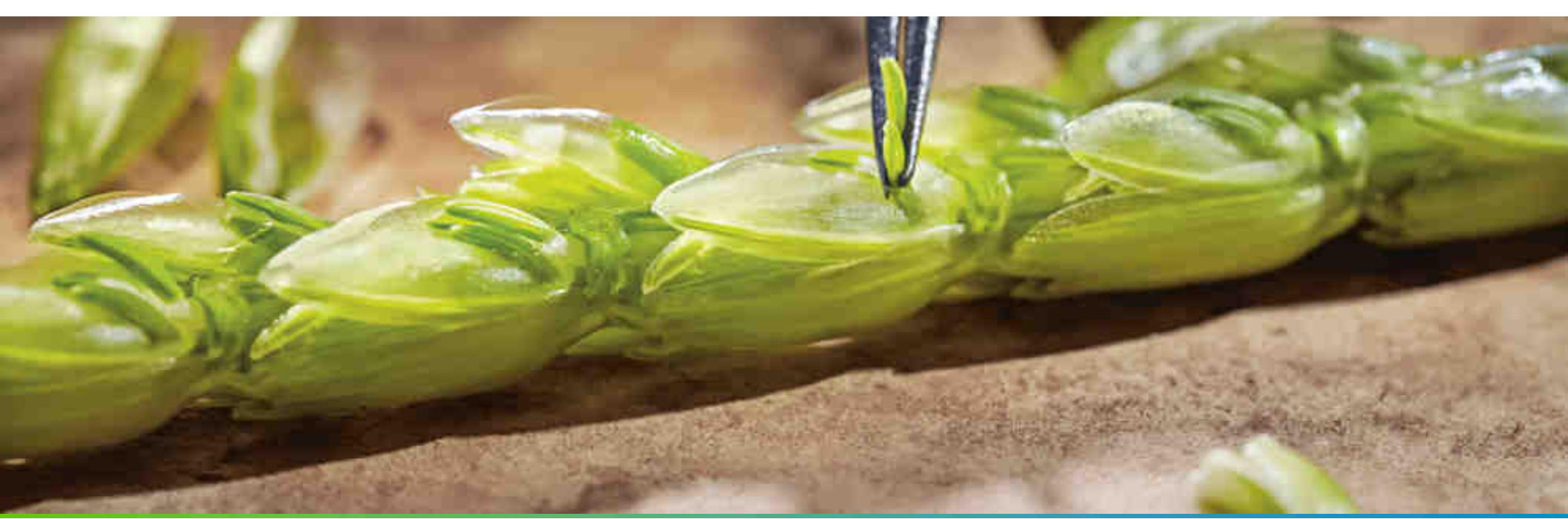
**Bayer
Pharmaceuticals
Pvt. Ltd.**

Third Party Manufacturing of Pharmaceuticals, Animal Health and Consumer Health products. Marketing and Distribution of Animal Health and Consumer Health products



**Bayer Zydus
Pharma Pvt. Ltd.**

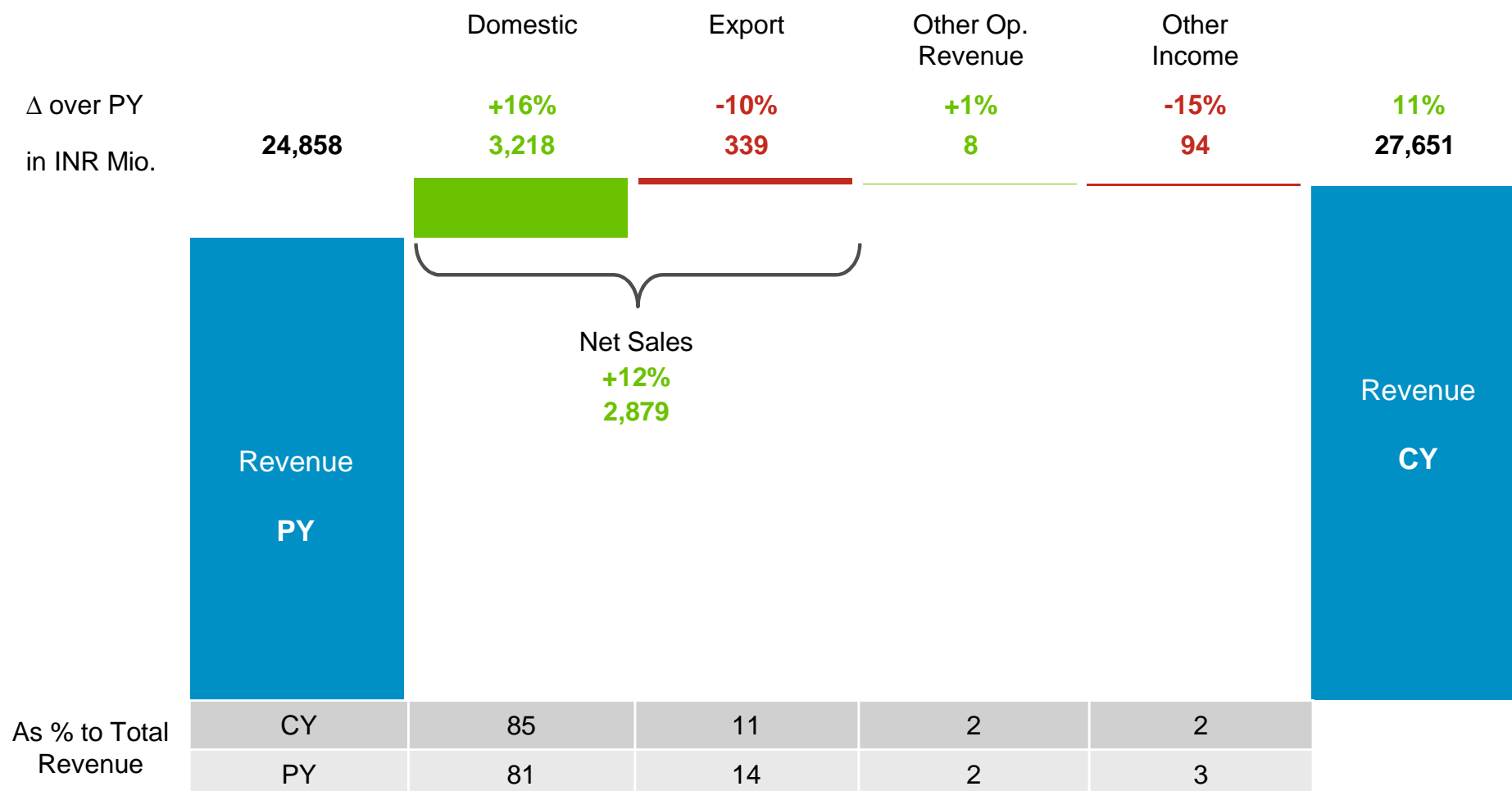
Joint Venture; Marketing and Distribution of Pharmaceuticals products



Agenda

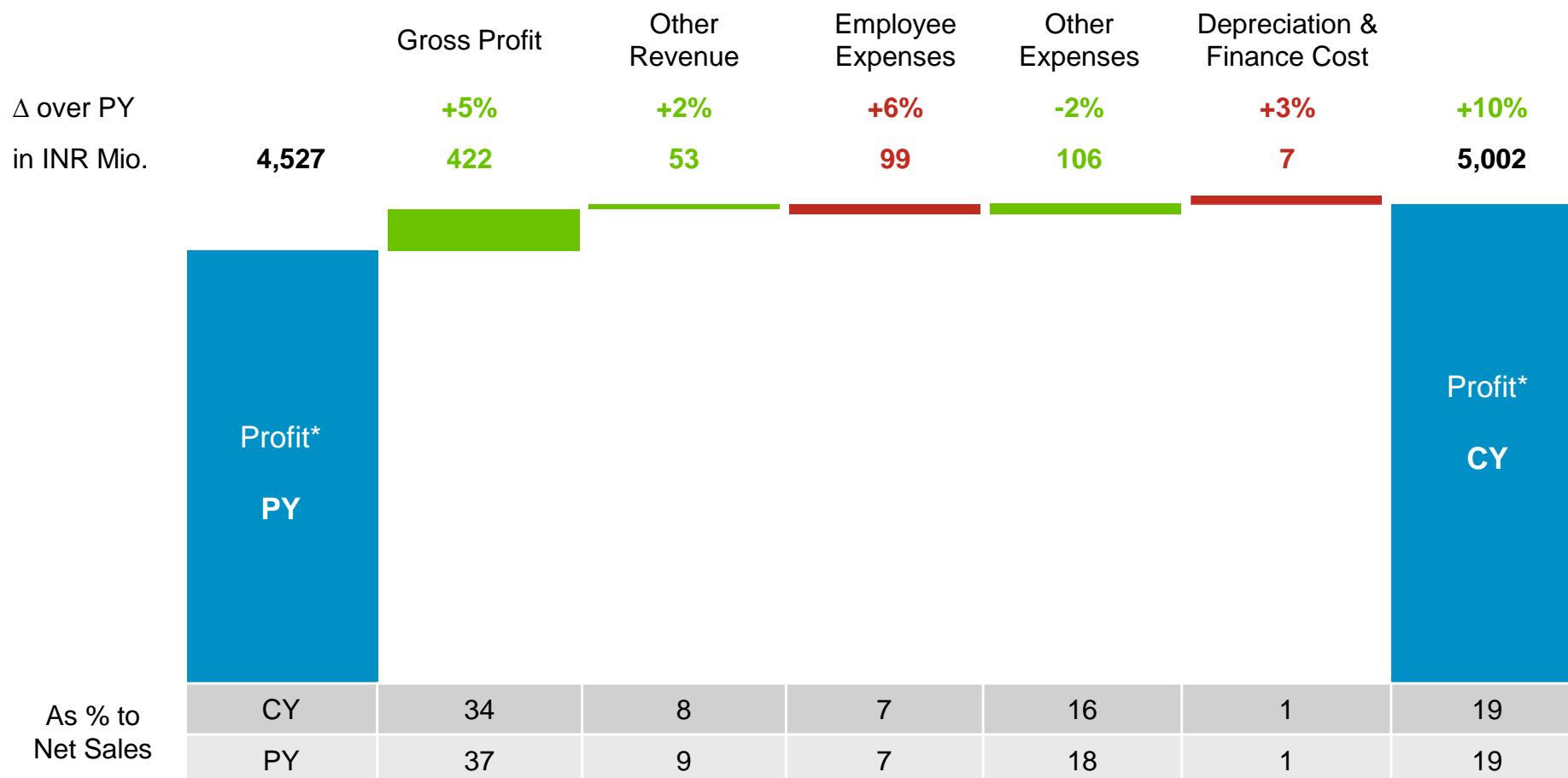
- Update Bayer Global
- Overview of Bayer in India
- **BCSL: Financial Perspective**
- BCSL: Business Update

Revenue Apr-Dec/FY16-17: Solid Performance in Domestic Market as Challenges Remain



PY = Previous Year, CY = Current Year

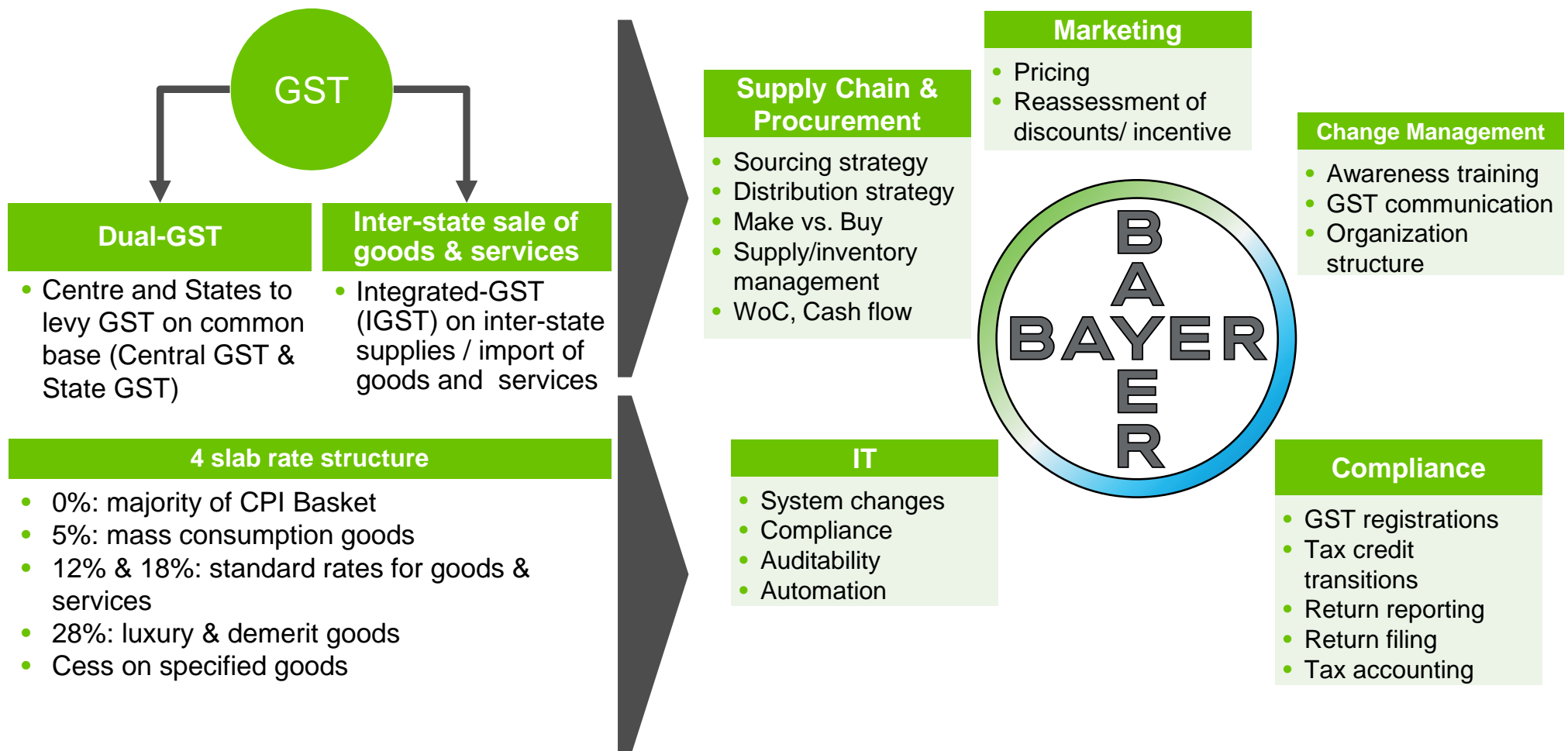
Profit* Apr-Dec/FY16-17: Profit* Growth in Line with Revenue



*Profit from ordinary activities before tax
 PY = Previous Year, CY = Current Year

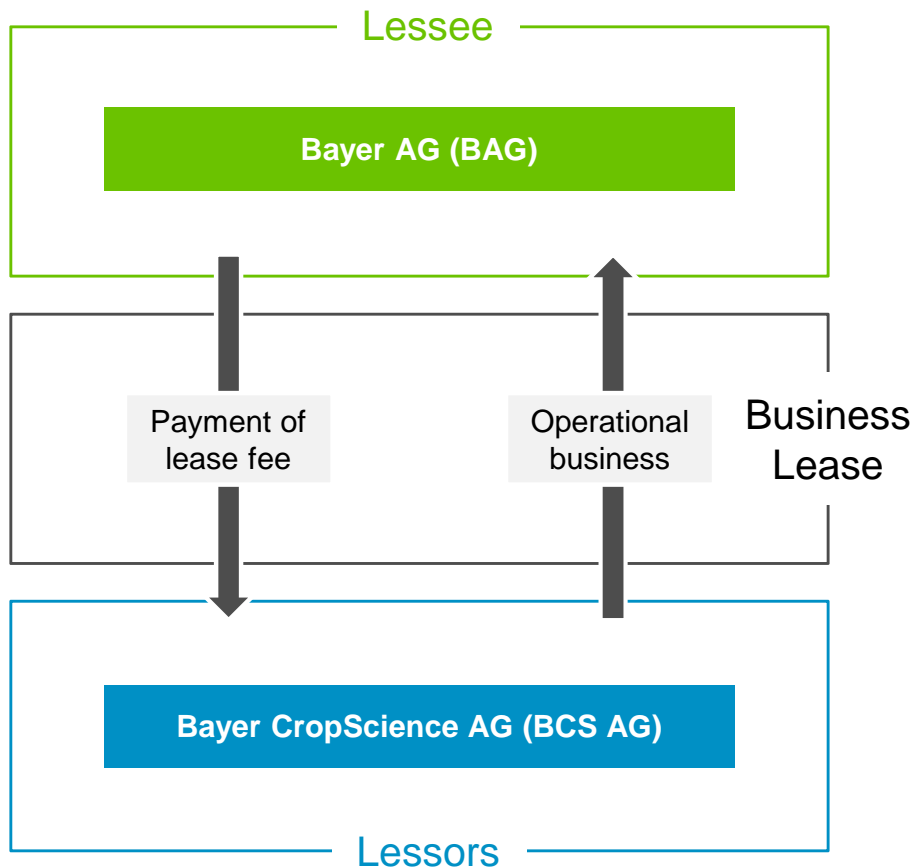


Goods & Service Tax (GST) Preparation



- Cross-functional GST implementation project with support of external consultants well underway
- Further clarification, i.e. final law and rules, awaited in order to assess final business impact

Business Lease Helps to Operate Under a Single Bayer Brand



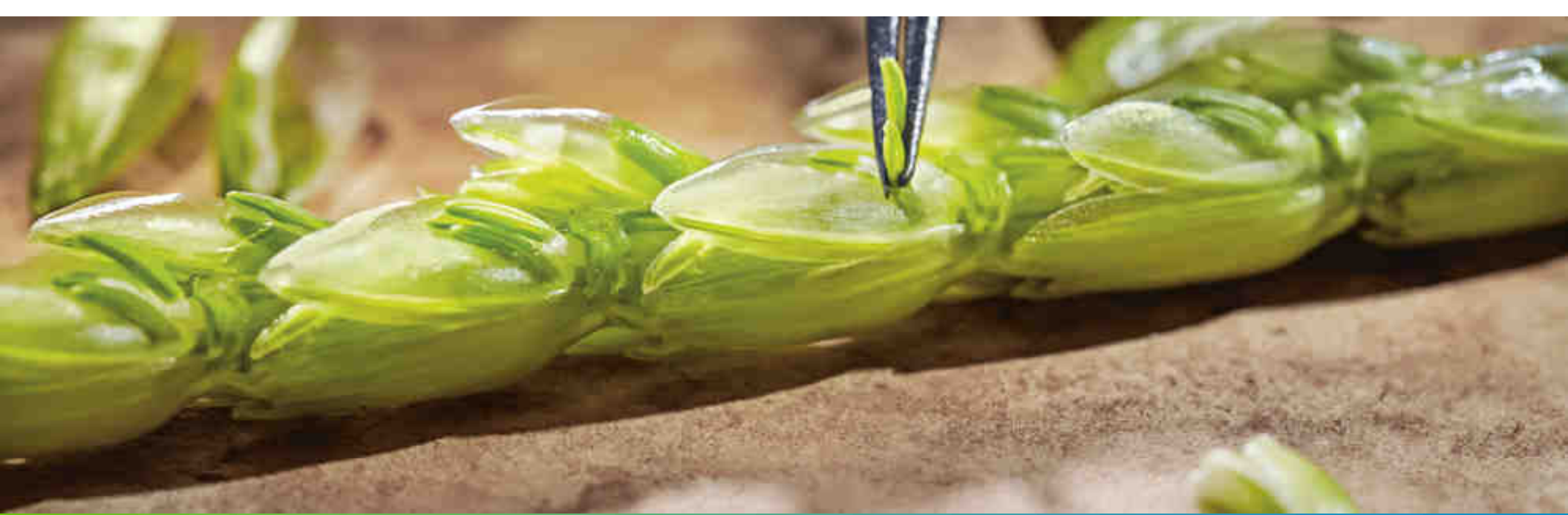
Rational behind Business Lease

- Merger of BCS AG into BAG would currently imply significant expenses
- Business Lease allows to operate under a single Bayer brand and to transfer all employees into BAG

How does it work

- BCS AG (Lessor) authorize BAG (Lessee) to conduct its entire operational businesses & to receive all proceeds eventually
- BAG commits to pay a lease fee and to manage the businesses properly
- BCS AG remains owner of the leased assets and continue to exist as legal entities

- BAG is replacing BCS AG as transaction partner of BCSL
- Nature of transactions remains unchanged
- Volumes of Related Party Transactions with BAG are closely monitored and approvals will be sought as and when required



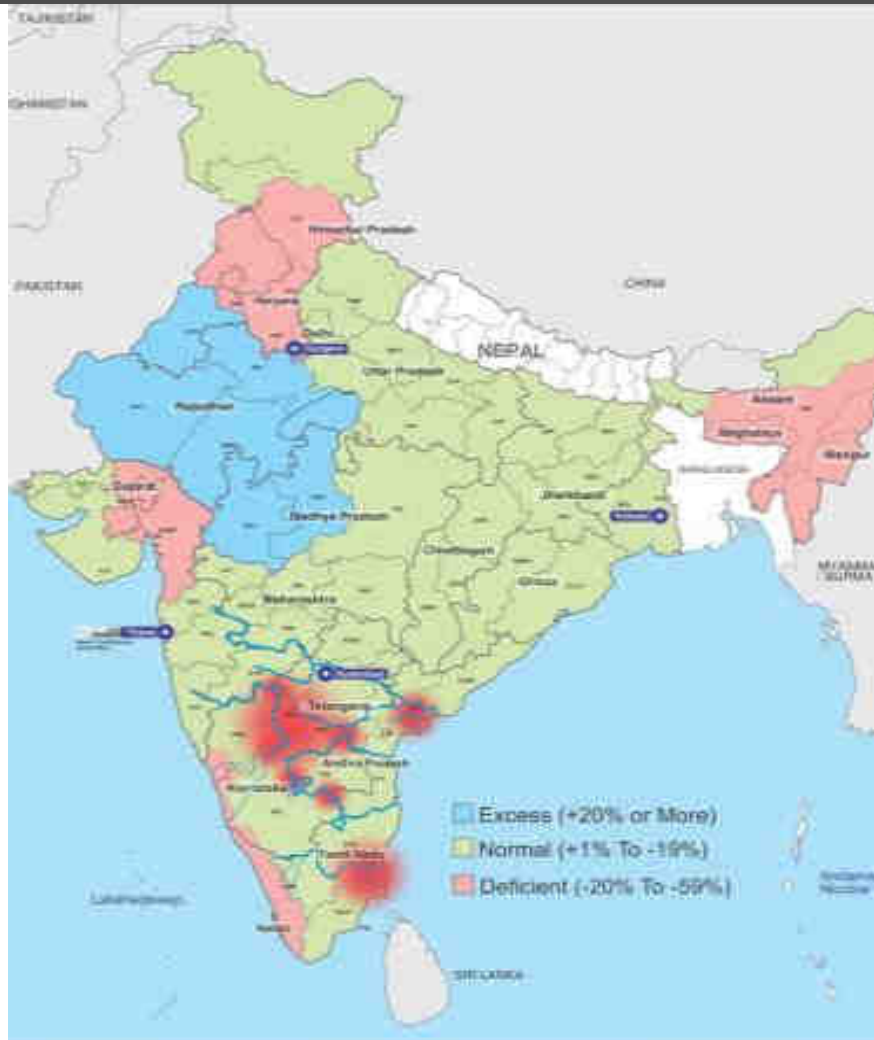
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Poor Distribution of Monsoon Impacted the Season in 2016



Monsoon 2016



- Monsoon 3% below normal; erratic geographical distribution affecting key southern (-8%) & eastern (-11%) states
- Dry August and September in southern states affected growing stages of standing crop
- Reservoir levels: better than 2015, but water shortage in South India, leading to poor crop sowings of Rice and Chilies

Data Source: Ministry of Agriculture

Solid Performance in Challenging Conditions



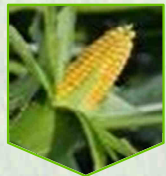
Insecticides

- Low pest infestation in North & West and reduction in acreage of Bengal Gram & Rice in South affected consumption; good liquidation in veg areas



Fungicides

- Setback in Rabi Paddy, Apple & Grape; good growth in Vegetables
- Good response from Luna Experience users



Herbicides

- Growth in herbicides is driven by Laudis, dip in Rice



Hybrid Rice Arize®

- 3 new launches; scale up in short slender segment with Arize Idea in UP
- Good growth from MP and Haryana in Kharif; excellent Rabi growth



Cotton Surpass®

- Severe business value impact due to price control order
- Growth from West & North but decline in South



Millet Proagro®

- Very good growth in Millet & Mustard

2017 Will Continue to Be a Challenging Year

- **Dry spell in South & low reservoir levels** likely to negatively impact Rabi Paddy
- **Very high channel inventory** impacting channel liquidity
- **Farmer liquidity** remains very low; demonetisation further impacted liquidity
- + **A good monsoon** would considerably ease the situation
- + **Commodity** prices likely **to remain positive in 2017**
- + **Positive outlook for Fruits and Vegetables** because of attractive prices



Innovation Continues to Be an Integral Part of Our Strategy

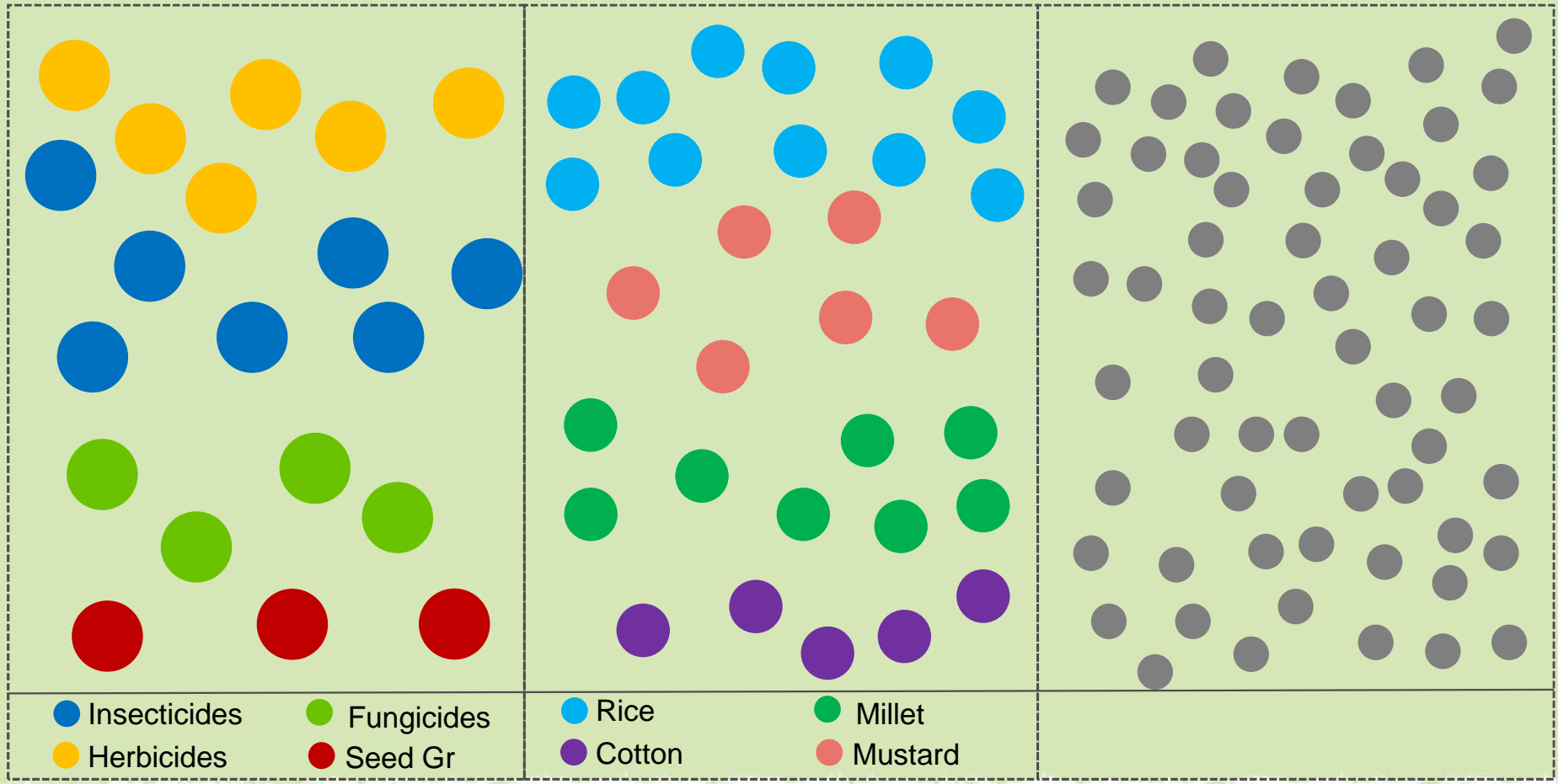


New Launches 2017 - 2021

Crop Protection ~ 20

Seeds ~ 30

Label Extensions: >100



Strong Launch Process Ensures Sustainable Business for Movento Energy

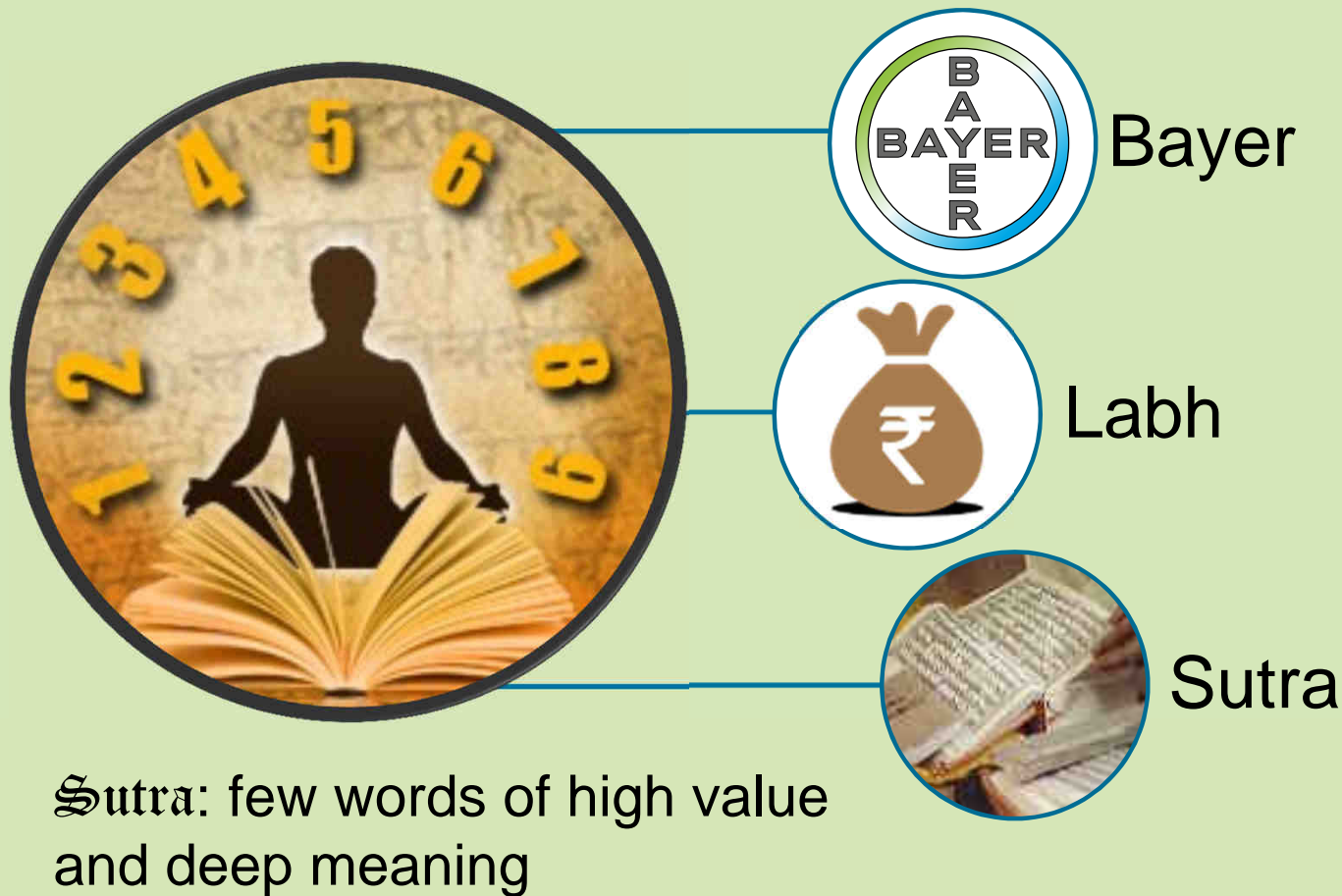


World's 1st 2-way systemic insecticide:



✘ Only insecticide to offer shoot to root protection:

Bayer Labhsutra



Bayer Package:
High value creation through Bayer Crop Package

Gain: Farmer earns more net revenue per acre

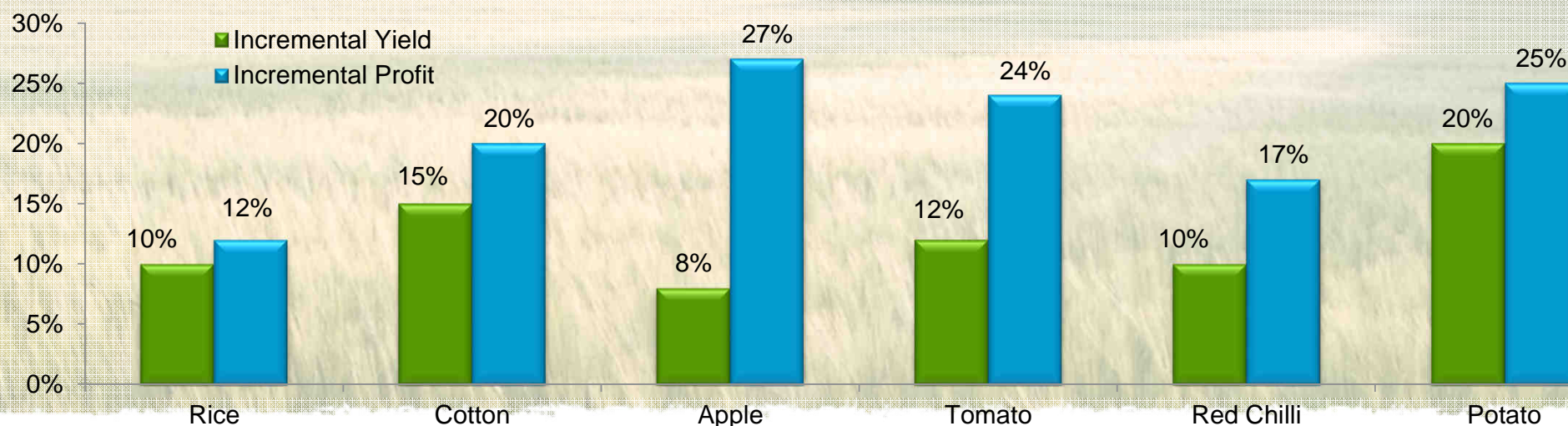
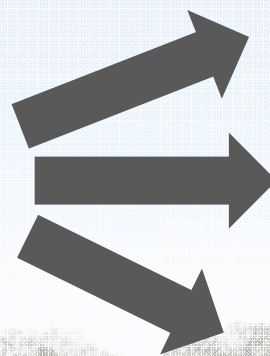
Procedure: Bayer's Mantra for crop profitability

Creating Value for Farmers Through Solutions Approach

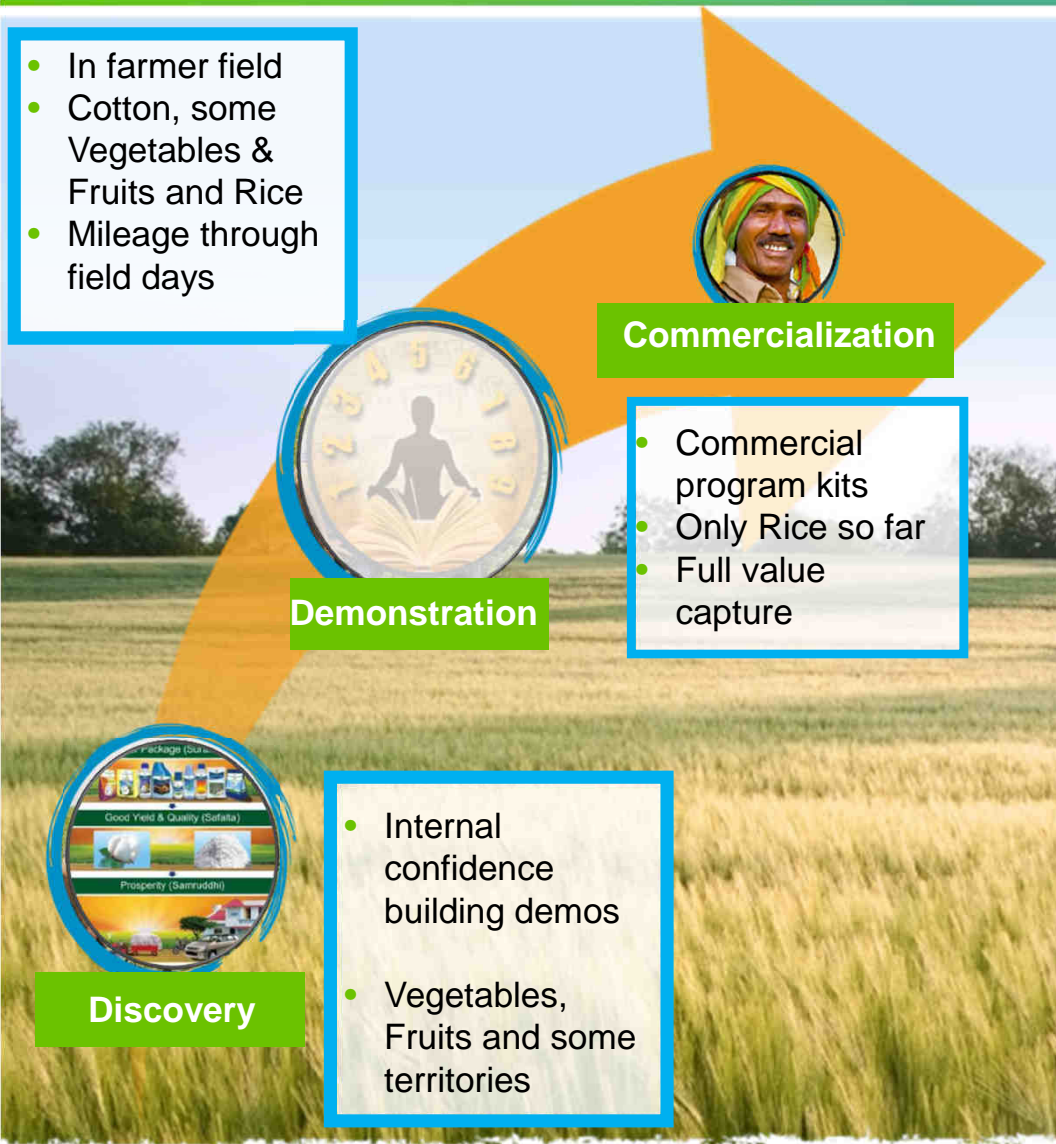


Bayer Labhsutra

Invest in 5-10% more Bayer Package & get 15-20% higher return versus farmer practice



Strengthening Labhsutra With Rigorous Processes



Bayer Labhsutra 2.0

1 Strengthen process:

- Enhance the value of the brand
- Differentiate from “me too” offers
- Protocol for selection of farmer to program finalisation to feedback

2 Measurement:

- Value to stakeholders – farmers and distributors
- Value to Bayer – market share of product range; resource to return ratios

> Enhancing Customer Experience!



Summary

- 2017 will continue to be a challenging year for the industry; much depends on a strong monsoon
- BCSL strives to outperform the market on the strength of the continuous innovation
- BCSL will strengthen further investments in commercial excellence initiatives to bring effective solutions to the farmers

BCSL is strongly committed to “shape the next generation of farming”



Science For A Better Life



Thank you!