



BAYER CROPSCIENCE LIMITED

CIN: L24210MH1958PLC011173

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

Tel.: +91 22 2531 1234, Email: ir_bcs@bayer.com, Website: www.bayer.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To,
The Members of Bayer CropScience Limited (**'the Company'**)

Notice is hereby given pursuant to and in compliance with Section 108 and Section 110 of the Companies Act, 2013 (**'Act'**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**'SEBI Listing Regulations'**), Secretarial Standard-2 on General Meetings (**'SS-2'**) issued by The Institute of Company Secretaries of India, and in terms of the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 3/2022 dated May 05, 2022, Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (**'MCA Circulars'**), and other applicable provisions of the Act and Rules made thereunder and the SEBI Listing Regulations, as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the following Resolution(s) are proposed for the approval of the Members of the Company through Postal Ballot only, by voting through electronic means (**'Postal Ballot'/'Remote e-Voting'**):

- Appointment of Mr. Vinit Rajesh Jindal (DIN: 10849465) as Director effective March 01, 2025;
- Appointment of Mr. Vinit Rajesh Jindal (DIN: 10849465) as Whole-time Director designated as Executive Director and Chief Financial Officer of the Company effective March 01, 2025 till February 28, 2030, for a period of five years; and
- Appointment of Ms. Jana Marlen Ackermann (DIN: 10849470) as Non-Executive & Non-Independent Director of the Company effective March 01, 2025 till February 28, 2030, for a period of five years.

An Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, read with Rules made thereunder, pertaining to the Resolution(s) setting out material facts and reasons thereof, is appended to this Postal Ballot Notice.

SPECIAL BUSINESS:

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

1. Appointment of Mr. Vinit Rajesh Jindal (Mr. Vinit Jindal) (DIN: 10849465) as the Director of the Company:

As an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Vinit Rajesh Jindal (Mr. Vinit Jindal) (DIN: 10849465) who was appointed as an Additional Director of the Company with effect from March 01, 2025 by the Board of Directors, pursuant to the provisions of Section 161(1) of the Act and Article 153 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member signifying their intention to propose his candidature for the office of Director, not liable to retire by rotation, with effect from March 01, 2025.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company 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.”

2. Appointment of Mr. Vinit Rajesh Jindal (Mr. Vinit Jindal) (DIN: 10849465) as Whole-time Director designated as Executive Director and Chief Financial Officer of the Company:

As an Ordinary Resolution:

“**RESOLVED THAT** based on the recommendation of the Nomination & Remuneration Committee, Audit Committee and the Board and pursuant to the provisions of Sections 196, 197, 198, 201, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder read with Schedule V, and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Article 194 of the Articles of Association of the Company, and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and subject to approval of the Central Government and/or such other approvals as may be necessary, on the terms and conditions including those relating to remuneration as set out under the Explanatory Statement which forms a part of this Notice, and such other provisions as may be applicable, if any, approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Vinit Rajesh Jindal (Mr. Vinit Jindal) (DIN: 10849465) as the Whole-time Director designated as Executive Director and Chief Financial Officer of the Company for a period of five (5) years commencing from March 01, 2025, till February 28, 2030, not liable to retire by rotation during the said tenure.

RESOLVED FURTHER THAT Mr. Vinit Jindal (DIN: 10849465) shall act as a Key Managerial Personnel (KMP) of the Company pursuant to the provision of Section 203 of the Act.

RESOLVED FURTHER THAT so long as Mr. Vinit Jindal (DIN: 10849465) functions as the Whole-time Director designated as Executive Director and Chief Financial Officer of the Company, he shall not be paid any sitting fees for attending the meetings of the Board or any Committees thereof in which he is a member.

RESOLVED FURTHER THAT the draft agreement incorporating the terms and conditions of appointment and remuneration of Mr. Vinit Jindal (DIN: 10849465), Whole-time Director designated as Executive Director and Chief Financial Officer of the Company for a period of five (5) years with effect from March 01, 2025 till February 28, 2030 be and is hereby approved and the Vice Chairman & Managing Director and Chief Executive Officer and the Company Secretary be and are hereby jointly authorised to execute the said agreement.

RESOLVED FURTHER THAT the Board of Directors/Nomination & Remuneration Committee of the Company be and is hereby authorized to enhance, revise, alter, amend and vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Vinit Jindal and his terms of appointment, from time to time, provided that any revision in the quantum of remuneration, perquisites, benefits and amenities shall not exceed the statutory limit as may be prescribed by Section 197 read with Schedule V of the Act including any amendments, modifications, variations or re-enactments thereof or any other applicable provisions of the act and the Rules made thereunder and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to file the necessary forms and other related documents with the Ministry of Corporate Affairs including application to the Central Government and carry out modification(s) suggested, if any, and to do all such acts, deeds and things as may be necessary to give effect to this Resolution.”

3. To appoint Ms. Jana Marlen Ackermann (DIN: 10849470) as Non-Executive Non-Independent Director of the Company:

As an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the appointment of Ms. Jana Marlen Ackermann (DIN: 10849470) as Non-Executive Non-Independent Director, who was appointed as the Additional Director of the Company with effect from March 01, 2025 by the Board of Directors, pursuant to the provisions of Section 161(1) of the Act and Article 153 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member signifying their intention to propose her candidature for the office of Director, to hold office for five (5) years commencing from March 01, 2025, till February 28, 2030, liable to retire by rotation.



RESOLVED FURTHER THAT so long as Ms. Jana Marlen Ackermann (DIN: 10849470) functions as the Non-Executive Non-Independent Director of the Company, she shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof in which she is a member.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to file the necessary forms and other related documents with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary to give effect to this Resolution.”

By Order of the Board of Directors
for **Bayer CropScience Limited**

SD/-
Bharati Shetty
Company Secretary & Compliance Officer
Membership No.: ACS 24199

Mumbai, February 11, 2025
Registered Office:
Bayer House, Central Avenue,
Hiranandani Estate,
Thane (West) - 400 607
CIN: L24210MH1958PLC011173

Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 108 and Section 110 of the Act and Regulation 36(3) of the SEBI Listing Regulations, setting out the material facts and reasons for the proposed Ordinary Resolution(s), to be transacted by Postal Ballot and Remote e-Voting, is appended herein below and forms a part of this Postal Ballot Notice. Members are requested to peruse the proposed Resolution(s) along with the Explanatory Statement and thereafter, record their assent or dissent through the Remote e-Voting facility provided by the Company.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent via electronic mode only, to those Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company and as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ('**Depositories**') as on **Tuesday, February 25, 2025**, ('**Cut-off Date**'), and whose Email IDs are registered with the Company/the Registrar and Share Transfer Agent (RTA), MUFG Intime India Private Limited (MUFG) (formerly Link Intime India Private Limited) and the Depositories/Depository Participants. The Company has also made necessary arrangements for the members to register their Email IDs for receiving the Postal Ballot Notice. Members who have not registered their Email IDs are requested to register the same as per the process mentioned in this Notice.
3. As per the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelopes are not being sent to the Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote e-Voting only.
4. The Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories as on **Tuesday, February 25, 2025**, the Cut-off Date, are entitled to vote on the Resolution(s) set forth in this Notice. A person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.
5. In terms of Section 108 and Section 110 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide e-Voting facility to all its Members to exercise their right to vote on the proposed Resolution, through remote e-Voting system. For this purpose, the Company has engaged the services of NSDL, as the authorized agency to enable Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice with relevant enclosures, has been uploaded on the website of the Company at www.bayer.in, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL, i.e. www.evoting.nsdl.com.
7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Tuesday, February 25, 2025. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
8. The relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement shall be open for inspection electronically, during business hours on all working days, until the last date of the Remote e-Voting, basis the request of the Member(s) being sent on ir_bcs@bayer.com, mentioning their name, Folio no./Client ID and DP ID and the name of the document they wish to inspect, with a self-attested copy of their PAN Card attached to the Email.

9. **The remote e-Voting period begins on Tuesday, March 04, 2025 at 09.00 A.M. (IST) and ends on Wednesday, April 02, 2025 at 05.00 P.M. (IST). During this period, Members holding shares either in physical or dematerialised form, as on the Cut-off Date i.e., Tuesday, February 25, 2025, may cast their vote electronically. The Remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on the Resolution(s) is/are cast by the Member(s), the Member(s) shall not be allowed to change it subsequently or cast the vote again.**
10. The Company has appointed Mr. Avinash Bagul, (Membership No. FCS 5578/CP No. 19862), Partner, BNP & Associates, Practicing Company Secretaries, or failing him Mr. K. Venkataraman, (Membership No. ACS 8897/CP No. 12459), Partner, M/s BNP and Associates to act as the Scrutinizer, to scrutinize the voting conducted during the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company or any other person duly authorised by the Chairman and the results of the voting by Postal Ballot will be announced within two working days from the conclusion of the Remote e-Voting.
11. The Resolution(s), if passed by requisite majority, shall be deemed to have been passed on the last date of Remote e-Voting i.e., Wednesday, April 02, 2025. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.bayer.in, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL, i.e. www.evoting.nsdl.com immediately after the declaration of results. The same shall also be displayed on the Notice Board of the Company at its Registered Office.
12. Members holding shares in physical mode and who have not updated their Email IDs with the Company are requested to update their Email IDs by writing to the Company at ir_bcs1@bayer.com along with the copy of the signed request letter in Form ISR -1 mentioning the name and address of the member, self-attested copy of the PAN card, and self-attested copy of any document (e.g. Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the member. Members holding shares in dematerialized mode are requested to register /update their Email IDs with the relevant Depository Participants. In case of any queries /difficulties in registering the Email IDs, Members may write to www.bayer.in.
13. Members are requested to note that pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2, brief particulars including shareholding of the Director(s) proposed to be appointed are given at the end and forms part of this Postal Ballot Notice.
14. The details of the process and manner of remote e-Voting are explained herein below.

Instructions for Remote e-Voting

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





Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders/Members holding securities in demat mode:

In terms of 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. Shareholder 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.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	<p>3. 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 (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="798 617 1181 849"> <p>NSDL Mobile App is available on</p> <div>  App Store  Google Play </div> <div>   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing Myeasi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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 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 toll free no. 1800-21-09911.

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

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

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

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your Email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your Email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your Email ID is not registered, please follow steps mentioned below in process for those shareholders whose Email IDs are not registered.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Click on “**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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN- 133180” of Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by Email to support@bnpassociates.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. 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.
3. 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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager – NSDL at evoting@nsdl.com.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING FOR THE RESOLUTION(S) SET OUT IN THIS NOTICE

1. In case shares are held in physical mode please provide Aadhaar Folio No., 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 Email to ir_bcs@bayer.com.

2. In case shares are held in demat mode, please provide DP ID – Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to 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 for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user ID and password for e-Voting by providing above mentioned documents.
4. In terms of 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. Shareholders are required to update their mobile number and Email ID correctly in their demat account in order to access e-Voting facility.

PROCESS FOR REGISTERING EMAIL IDS WITH MUFG INTIME INDIA PRIVATE LIMITED (FORMERLY LINK INTIME INDIA PRIVATE LIMITED) TO RECEIVE THIS POSTAL BALLOT NOTICE ELECTRONICALLY AND CAST VOTES ELECTRONICALLY

1. **Registration of Email IDs with MUFG Intime India Private Limited (MUFG) (formerly Link Intime India Private Limited):** The Company has made special arrangements with MUFG Intime for registration of Email IDs of those Members (holding shares either in electronic or physical form) who wish to receive this Postal Ballot Notice electronically and cast votes electronically. Eligible Members whose Email IDs are not registered with the Company/ DPs are required to provide the same to MUFG Intime India Private Limited on or before 05:00 P.M. (IST), Sunday, March 30, 2025. The link for registering Email IDs is given herein:

Visit the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html

- i. Select the Name of the Company from dropdown i.e. Bayer CropScience Limited.
- ii. Enter the DP ID & Client ID / Physical Folio Number, Name of the Member and PAN details. Members holding shares in physical form need to additionally enter one of the share certificate(s) number.
- iii. Enter Mobile No. and Email ID and click on “Continue” button.
- iv. System will send OTP on Mobile and Email ID.
- v. Enter the OTP received on Mobile and Email ID.
- vi. The system will then confirm the Email ID as recorded for receiving this Postal Ballot Notice.

After successful submission of the Email ID, NSDL will Email a copy of this Postal Ballot Notice 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.

2. **Registration of Email IDs permanently with Company/DP:** Members are requested to register the same with their concerned DPs, in respect of electronic holding and with MUFG Intime India Private Limited, in respect of physical holding, by submitting the request in Form ISR-1 available on the website. Further, those Members who have already registered their Email IDs are requested to keep their Email IDs validated/updated with their DPs /MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) to enable servicing of notices / documents / Annual Reports and other communications electronically to their Email ID in future.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 & 2

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors (“Board”) at their meeting held on February 11, 2025, approved the appointment of Mr. Vinit Rajesh Jindal (Mr. Vinit Jindal) (DIN: 10849465) as an Additional Director of the Company effective March 01, 2025 and as the Whole-time Director designated as Executive Director and Chief Financial Officer of the Company for a period of five (5) years effective from March 01, 2025 till February 28, 2030, not be liable to retire by rotation during the said tenure, and him receiving remuneration, payments, perquisites, benefits and amenities as mentioned below.

The said appointment(s) of Mr. Vinit Jindal as Director and thereafter his appointment as Whole-time Director designated as Executive Director and Chief Financial Officer of the Company effective March 01, 2025 for a period of five (5) years are subject to the approval of the Members/Shareholders by way of Ordinary Resolution(s) respectively via a Postal Ballot on the terms, conditions and remuneration as mentioned below.

The material terms and conditions of appointment including the remuneration of Mr. Vinit Jindal as the Whole-time Director designated as Executive Director and Chief Financial Officer of the Company are as follows:

(a)	Salary	₹ 23,402,376*/- (Rupees Two Crores Thirty Four Lakhs Two thousand Three Hundred and Seventy Six only) <i>*Total Gross salary Per Annum excluding of retirals.</i>
(b)	Annual Increments	An amount as may be decided as per the Company Policy and approved by the Nomination & Remuneration Committee of the Board/ Board of Directors from time to time.
(c)	Performance Award / Bonus / Incentive / Ex-gratia	Global Short-Term Incentive of 45% on Gross Salary Per Annum & Aspire / Long Term Incentive of 20% on Gross salary per annum based on Company performance and as per Company Policy from time to time & as approved and recommended by the Nomination and Remuneration Committee of the Board/ Board of Directors, provided that the total remuneration including salary, benefits and perquisites paid to Mr. Jindal shall not exceed the limits laid down under Section 197 read with Schedule V of the Companies Act 2013.
(d)	Perquisites	Mr. Jindal shall be entitled to cell phone allowance, club membership fees, leave encashment, statutory contribution to retirement funds, medical coverage, long service award and other benefits/ allowances/reimbursement of expenses in accordance with Company Policy as applicable from time to time, for the aforesaid benefits. The total remuneration and perquisites / benefits contemplated above, including contribution towards provident fund/superannuation fund, annuity fund, gratuity fund, etc. payable to Mr. Jindal shall not exceed the limits laid down under Section 197 read with Schedule V of the Companies Act, 2013.

Minimum Remuneration

Notwithstanding anything to the contrary herein contained where in any Financial Year during the tenure of Mr. Vinit Jindal (DIN: 10849465) as the Whole-time Director designated as Executive Director and Chief Financial Officer, if the Company has no profits, or its profits are inadequate, the Company will pay remuneration by way of salary to Mr. Jindal including perquisites and allowances subject to Section 197 of the Companies Act, 2013 (Act) and the provisions as specified under Section II of Part II of Schedule V to the Act.

In the event of any relaxation made by the Government in the guidelines or ceiling on Managerial Remuneration during the tenure of his office as Whole-time Director designated as Executive Director and Chief Financial Officer, the remuneration (including "Minimum Remuneration") payable to him shall be increased as the Nomination and Remuneration Committee / Board of Directors may deem fit in accordance with the guidelines or ceiling.

Since Mr. Vinit Jindal has a non-residential status, his appointment as a Whole-time Director designated as Executive Director and Chief Financial Officer is subject to the approval of the Central Government in terms of Part I of Schedule V to the Act. The Company will be making requisite application to the Central Government in this regard.

Mr. Vinit Jindal is neither disqualified from being appointed as a Director and a Whole-time Director designated as Executive Director and Chief Financial Officer in terms of Section 164 of the Act nor is debarred from holding the office of Director by virtue of any SEBI order or any other authority and has given all the necessary declarations and confirmation including his consent to be appointed on the Board of the Company.

A copy of the draft agreement including the terms and conditions of appointment and remuneration of Mr. Vinit Jindal for a period of five (5) years with effect from March 01, 2025 till February 28, 2030, will be available for inspection on request without payment of fee. The Members may write to the Company at ir_bcsf@bayer.com and the Company shall endeavour to provide inspection of documents requested by such Member from Tuesday, March 04, 2025 until the last date specified for receipt of votes through the e-Voting process i.e., Wednesday, April 02, 2025.

The Board of Directors recommends the Resolution(s) regarding appointment of Mr. Vinit Jindal as Director and his appointment as Whole-time Director designated as Executive Director and Chief Financial Officer of the Company both effective March 01, 2025 till February 28, 2030, for a period of five (5) years, for the approval of the Members 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 Mr. Vinit Jindal as Director and Whole-time Director designated as Executive Director and Chief Financial Officer of the Company both effective March 01, 2025 for a period of five (5) years.

Except Mr. Vinit Jindal, none of the other Directors or Key Managerial Personnel or Senior Management Personnel of the Company or their relatives, are, directly or indirectly, concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 1 & 2 in this Notice.

Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ("**Board**") at their meeting held on February 11, 2025, approved the appointment of Ms. Jana Marlen Ackermann (DIN: 10849470) as Non-Executive Non-Independent Director of the Company to hold office for five (5) years with effect from March 01, 2025 till February 28, 2030.

The Board of Directors recommend the Resolution regarding appointment of Ms. Jana Marlen Ackermann as Non-Executive Non-Independent Director of the Company effective March 01, 2025 till February 28, 2030, for a period of five (5) years, for the approval of the Members of the Company by way of an Ordinary Resolution.

Ms. Jana Marlen Ackermann is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor is debarred from holding the office of Director by virtue of any SEBI order or any other authority and has given all the necessary declarations and confirmation including her consent to be appointed on the Board 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. Jana Marlen Ackermann as a candidate for the office of Director.

Except Ms. Jana Marlen Ackermann, none of the other Directors or Key Managerial Personnel or Senior Management Personnel of the Company or their relatives, are, directly or indirectly, concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 3 in this Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 - General Meetings for all the above appointments are given below:

Name	Mr. Vinit Jindal	Ms. Jana Marlen Ackermann
DIN	10849465	10849470
Category	Whole-time Director designated as Executive Director and Chief Financial Officer	Non-Executive Non-Independent Director
Date of birth	10/06/1973	03/04/1984
Age	51 yrs	40 yrs
Qualifications	Chartered Accountant, Cost Accountant, Alumnus of the Indian Institute of Management, Bachelor's degree in Commerce from Mumbai University.	MBA, Business Administration in Germany and Spain as well as Political Science, Bachelor of Arts in Political Science.
Experience / Nature of expertise in specific functional areas	Mr. Vinit Jindal began his career at Bayer in Germany as an International Controlling Trainee in 2001, later becoming Head of Accounting for Bayer CropScience Ltd India in 2005. Mr. Jindal's diverse experience spans roles in Bayer HealthCare Germany's global finance team from 2003 to 2005 and leading the India Strategy function from 2008 to 2010, where he successfully managed key divestments, acquisitions, and other transformation initiatives. From 2011 to 2014, Mr. Jindal was a member of the CropScience Leadership Team as Head of Product Supply, overseeing Supply Chain Management, Site Logistics, Cost Management, and relationships with third-party manufacturers. Mr. Jindal has held several leadership positions, including Group CFO for Bayer Southern Africa and Managing Director and CFO for Bayer in the Philippines, before assuming his current role as Group CFO for the UK & Ireland cluster in 2021. Mr. Jindal's early career included roles at Siemens in India, where he not only focused on accounting but also served as an in-house SAP consultant.	Ms. Jana Marlen Ackermann started her career at the Company's headquarters in Germany as an Internal Auditor and held positions in Strategy, Procurement and Finance and Business Development in the years thereafter. From 2020 to 2022 Ms. Ackermann headed the Investor Relations Corporate and Consumer Health Team. In 2022, Ms. Ackermann moved to Brazil assuming the role of CFO for the Bayer group with Brazil being the second largest country for the Bayer group worldwide. Since September 2024, Ms. Ackermann has been taking over as the CropScience Finance Head for Asia.
Date of first appointment on the Board	The Board approved the appointment on February 11, 2025 effective March 01, 2025.	The Board approved the appointment on February 11, 2025 effective March 01, 2025.
Shareholding in the Company	NIL	NIL
Relationship with other Directors and other Key Managerial Personnel	None	None
Number of Board Meetings attended during FY 2023-24 FY 2024-25	FY 2023-24 – Not Applicable FY 2024-25 – Not Applicable	FY 2023-24 – Not Applicable FY 2024-25 – Not Applicable
Names of listed entities in which the person holds directorships	None	None
Names of listed entities from which the person has resigned in the past three years	None	None
Directorships held in other companies	None	None



Membership/ Chairmanship of Committees of the Board	*Risk Management Committee *CSR and ESG Committee *Stakeholders' Relationship Committee <i>*All effective from March 01, 2025</i>	None
Memberships/Chairmanship of Committees of other Boards	None	None
Terms and conditions of appointment	As per the Resolution specified in Item no.1 and 2 of this Notice read with the explanatory statement thereto.	None
Remuneration proposed to be paid	The details of the remuneration effective March 01, 2025 is as per the Resolution specified in Item no.1 and 2 of this Notice read with the explanatory statement thereto.	None
Remuneration last drawn as Director	None	None
Brief profile / resume of Director	Same as mentioned in Experience / Nature of expertise in specific functional areas above.	Same as mentioned in Experience / Nature of expertise in specific functional areas above.

By Order of the Board of Directors
for **Bayer CropScience Limited**

SD/-
Bharati Shetty
Company Secretary & Compliance Officer
Membership No.: ACS 24199

Mumbai, February 11, 2025
Registered Office:
Bayer House, Central Avenue,
Hiranandani Estate,
Thane (West) - 400 607
CIN: L24210MH1958PLC011173