



Notice

NOTICE is hereby given that the 62nd Annual General Meeting of Bayer CropScience Limited will be held on Friday, August 07, 2020 at 11.00 a.m. IST through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

Ordinary Business:

1. To receive, consider, approve and adopt the audited Statement of Profit and Loss for the financial year ended March 31, 2020 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend on Equity Shares for the financial year ended March 31, 2020.
3. To appoint a Director in place of Mr. Jens Hartmann (DIN: 08338494), 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 Mr. Sekhar Natarajan (DIN: 01031445) as the Non-Executive Independent Director of the Company:**

As an Ordinary Resolution:

“**RESOLVED THAT** Mr. Sekhar Natarajan (DIN: 01031445) who was appointed as an Additional Director of the Company with effect from October 01, 2019 by the Board of Directors and holds office upto the date of this Annual General Meeting under the provisions of Section 161(1) of the Companies Act, 2013 (“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 its intention to propose the name of Mr. Sekhar Natarajan as a candidate for the office of Director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the recommendation of the Nomination & Remuneration Committee and the Board and subject to the provisions of Sections 149, 150(2), 152(2), first proviso of section 152(5) of the Act and the rules made thereunder read with Schedule IV

to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Mr. Sekhar Natarajan, who has submitted a declaration of independence under Section 149(6) of the Act and is eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five (5) consecutive years commencing from August 07, 2020 upto August 06, 2025.

RESOLVED FURTHER THAT Mr. Natarajan shall not be liable to retire by rotation during his tenure as a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT the Vice Chairman & Managing Director and Chief Executive Officer 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.”

5. **Appointment of Dr. Thomas Hoffmann (DIN: 06485949) as the Non-Executive Director of the Company:**

As an Ordinary Resolution:

“**RESOLVED THAT** Dr. Thomas Hoffmann (DIN: 06485949) who was appointed as an Additional Director of the Company with effect from September 16, 2019 by the Board of Directors and holds office up to the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 (“the Act”) read with 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 its intention to propose the candidature of Dr. Thomas Hoffmann for the office of Director, be and is hereby appointed as the Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Vice Chairman & Managing Director and Chief Executive Officer 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.”

6. Ratification of Remuneration to Cost Auditor:

As an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. D. C. Dave & Co., Cost Accountants, having Firm Registration No. 000611, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company relating to “Insecticides” for the financial year ending March 31, 2021, being ₹ 0.59 Million (Rupees point five nine million only) plus taxes as applicable and out-of-pocket expenses incurred in performance of their duties be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

Notes:

- In view of the COVID-19 pandemic, social distancing is a norm to be followed. The Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
- 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.
- 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.
- In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 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 2019-20 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 the website of NSDL at www.evoting.nsdl.com.
- Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
- The Explanatory Statement pursuant to Section 102(1) of the Act is annexed hereto and forms part of this Notice.
- The details under Regulation 36(3) of the SEBI Listing Regulations including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force, in respect of Directors seeking approval for appointment/re-appointment at the Annual General Meeting, forms part of the annexure to this Notice.
- The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, July 29, 2020 till Friday, August 07, 2020 (both days inclusive).
- The final dividend of ₹ 25 per Equity Share, as recommended by the Board of Directors, if



- declared at the ensuing 62nd Annual General Meeting to be held on Friday, August 07, 2020 will be paid on or after Tuesday, August 18, 2020:
- (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 Tuesday, July 28, 2020, after effecting the transfers 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 Tuesday, July 28, 2020 as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
10. In terms of the MCA Circular No. 20/2020 dated May 5, 2020, due to non-availability of the details of the bank account, if the Company is unable to pay the final dividend, the dividend warrants / cheques, shall upon normalisation of postal services, be despatched to such shareholders by post.
11. Members are requested to direct all shares related correspondence to TSR at the following address:
- TSR Darashaw Consultants Private Limited ("TSR"),
Unit : Bayer CropScience Limited,
6, Haji Moosa Patrawala Industrial Estate,
20, Dr. E. Moses Road, Near Famous Studio,
Mahalaxmi, Mumbai – 400 011.
Tel. No.: +91 22 6656 8484
Fax No.: +91 22 6656 8494
E-mail id: csg-unit@tsrdarashaw.com
12. Members holding shares in physical form are requested to notify / send the following to TSR prior to Record date i.e. Tuesday, July 28, 2020 in order to facilitate better service:
- (i) any change in their address / mandate / bank account details;
 - (ii) particulars of their core bank account number in case the same have not been sent earlier;
 - (iii) share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account;
 - (iv) update their PAN card details in case the same have not been sent earlier.
13. Members holding shares in the dematerialised form are requested to intimate all changes pertaining to their bank account details including their Core Banking Account No. MICR and IFS Code, nominations, power of attorney, change of address / name etc. to their Depository Participant only and not to the Company / TSR. Changes intimated to the Depository Participant will be received through Depository by the Company/ RTA on updation by the Depository Participant. This will help the Company and TSR to provide efficient and better service to the members.
14. **Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. With effect from April 01, 2019, transfer of shares in physical form is disallowed. However, transmission and transposition of shares can be processed. Members can contact the Company or TSR for assistance in this regard.**
15. The Ministry of Corporate Affairs has vide notification dated September 05, 2016 brought into force certain provisions of Sections 124 and 125 of the Companies Act, 2013 ("the Act") and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") with effect from September 07, 2016 including amendments thereof. Pursuant to the provisions of Section 124 of the Act, the dividend which remains unclaimed / unpaid for a period of seven years from the date of the transfer to the unpaid dividend account of the Company is required to be transferred to the IEPF Account of the Central Government.
- Further, pursuant to the provisions of Section 124 of the Act and the IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF Account within thirty days of such shares becoming due for transfer to IEPF.
- The members/claimants whose shares, unclaimed dividend, sale proceeds of fractional shares etc. have been transferred to IEPF may claim their shares or apply for refund by making an online application to the IEPF Authority in e-Form IEPF-5.
- Members are requested to claim all the unpaid/ unclaimed dividend to avoid transfer of dividend or shares as the case may be to the IEPF Account and are requested to contact TSR at

csg-unit@tsrdarashaw.com for claiming the dividend. The details of the unclaimed dividends are available on the Company's website at www.bayer.in and Ministry of Corporate Affairs at www.mca.gov.in.

16. 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.

17. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") and bank account details by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to get their PAN details and Bank Details registered with their Depository Participants with whom they are maintaining their demat accounts.

Members holding shares in physical form are requested to submit their PAN details and Bank details to TSR. The request should be submitted along with the self certified copy of PAN and original cancelled cheque bearing the name of the shareholders as account holder.

18. As directed by SEBI, in case of failure to register the PAN and bank account details as aforesaid, any transaction in the securities of the Company shall be subject to enhanced due diligence by the Company/RTA, as may be prescribed. Also, it may be noted that issue of payment instruments without bank details may be disallowed.
19. Members can avail the facility of nomination in respect of physical shares held by them by sending their nomination in the prescribed form duly filled in to TSR, quoting their respective Folio Nos., Certificate Nos. and Distinctive Nos.
20. To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to register their e-mail address(es) and changes therein from time to time, by directly sending the relevant e-mail address alongwith details of name, address, Folio

No. and number of shares held:

- (i) to TSR, for shares held in physical form; and
- (ii) in respect of shares held in dematerialised form, also provide DP ID / Client ID with the above details and register the same with their respective Depository Participants.

21. Members, who wish to inspect the documents, as mentioned in this AGM Notice or as required under law, may write to the Company at ir_bcsi@bayer.com and the Company shall endeavour to provide inspection of documents by such Member.

22. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to shareholders at the prescribed rates (plus applicable surcharge and cess) as may be notified from time to time. The information regarding the applicability of TDS rate for various categories of shareholders and documentation required, is available under the Investor section at www.bayer.in. The shareholders are requested to send all the necessary documents complete in all respect through email at tdscertificate@bayer.com on or before July 28, 2020 to enable the Company to deduct the correct TDS on the dividend payment.

A. Voting through electronic means

1. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. The remote e-voting period commences on Tuesday, August 04, 2020 (IST 9:00 a.m.) and ends on Thursday, August 06, 2020 (IST 5:00 p.m.). During this period, members' of the Company, holding



shares either in physical form or in dematerialised form, as on the cut-off date of Friday, July 31, 2020 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. N.L. Bhatia (Membership No. FCS 1176), failing him Mr. Bharat Upadhyay (Membership No. FCS 5436), failing him Mr. Bhaskar Upadhyay (Membership No. FCS 8663) of N.L. Bhatia & Associates, Practicing Company Secretaries as the Scrutinizer 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.co.in. However, if the Member is already registered with NSDL for remote e-voting, then they can use their existing User ID and password for casting the vote.

7. The details of the process and manner for remote e-voting are explained herein below:

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

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices 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. Your password details 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 the process for registration of email id for obtaining Annual Report and user id/password for e-voting.
 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.co.in mentioning your demat account number/ folio number, your PAN, your name and your registered address.
 - 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.
- Details on Step 2 is given below:**
- How to cast your vote electronically on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of the Company i.e. **113041** for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. 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.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed. 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**
- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to navnitlb@nlba.in with a copy marked to evoting@nsdl.co.in.



- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com 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.: 1800-222-990 or send a request at evoting@nsdl.co.in. In case of any grievances connected with the facility for e-voting, please contact Ms. Pallavi Dabke, Manager – NSDL at evoting@nsdl.co.in.

Process for registration of email id for obtaining Annual Report:

In case of physical holding, send a request to the Registrar and Transfer Agents of the Company, TSR at Csg-kyc@tsrdarashaw.com providing Folio No., Name of shareholder, scanned copy of the share certificate (front & back), PAN (self attested scanned copy of PAN Card), Aadhaar (self attested scanned copy of Aadhaar Card) for registering email address.

In case of Demat Holding, please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

B. Instructions for members for e-voting on the day of AGM are as under:

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

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

C. Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company, i.e. **113041** 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. Further, members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis. The facility for joining the AGM shall close at the expiry of 15 minutes after the scheduled time or once the capacity is filled, whichever is earlier.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Please note that members/shareholders participating from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and

Client ID/folio number, PAN, mobile number at ir_bcs1@bayer.com from Friday, July 31, 2020 (IST 09:00 a.m.) to Tuesday, August 04, 2020 (IST 05:00 p.m.). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions

1. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
2. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
3. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting electronically for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
4. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and shall make, not later than two days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
5. The Results declared alongwith the report of the Scrutinizer 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 immediately forwarded to BSE Limited, Mumbai.

By Order of the Board of Directors

Nikunj Kumar Savaliya

Company Secretary & Compliance Officer
Membership No. FCS 7048

Vadodara, May 22, 2020

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



Annexure to Notice:

Information on Directors seeking appointment/re-appointment as required under Regulation 36(3) of the SEBI Listing Regulations:

Mr. Jens Hartmann (DIN: 08338494)

Mr. Jens Hartmann (Age: 55 years) who retires by rotation being eligible has offered his candidature for re-appointment.

Brief Profile:

Mr. Jens Hartmann is Senior Vice President / Senior Commercial Leader of a customer-facing business in a culturally diverse region with complex country portfolios. Mr. Hartmann has worked in the agriculture industry for his entire career spanning over 30 years, with a passion for emerging markets, smallholder farmers and digital initiatives.

Mr. Hartmann has proven experience in driving business growth focussed on commercial innovation and execution, developing and implementing value-added strategies with full P&L responsibility, while dealing with challenging organisational transformations. Through his entire professional career, he is committed to leading change, driving vision and purpose and attracting, developing and retaining talent in high-performing teams.

Prior to assuming the overall responsibility for Commercial Operations for the Asia Pacific region at Bayer CropScience, Mr. Hartmann has taken on a wide spectrum of leadership roles, including leader of the Crop Science business for Asia Pacific 1 (South East Asia, Greater China, North East Asia, and Australia/New Zealand), Global CIO (Chief Information Officer) for Crop Science, Head of Global Marketing for Agricultural Commercial Operations and Commercial Lead and Country Cluster Head for South Asia for CropScience.

He has a wealth of experience working in Asia / Africa for over 20 years, having held various commercial and managerial positions in South Africa, Kenya, India, Pakistan and Singapore. Mr. Hartmann has a B.A. in Economics from Cologne, Germany.

He does not hold any shares in the Company.

Mr. Sekhar Natarajan (DIN: 01031445)

Mr. Sekhar Natarajan (Age: 67 years) has been appointed as an Additional Director of the Company with effect from October 01, 2019. He holds office

till the ensuing Annual General Meeting and being eligible, offers his candidature for appointment.

Brief Profile:

Mr. Sekhar Natarajan is a professional with high integrity and passion for results. With a focus on the Agriculture sector, he has contributed significantly towards the growth of the sector and farmers, over the years. After his retirement and now as Managing Partner of M/s. S. N. Consultants, he continues to stay connected with the Agriculture Industry in providing advice and strategic guidance to local/international companies. He also works closely with Industry leaders and with Industry forums. He is also on the Board of a few Indian companies.

With a career spanning over three decades, he led and built Monsanto India as an organisation that has been 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. His stint as VP Corporate Strategy at Monsanto's headquarters in St. Louis (USA) increased his global perspective. A qualified Chartered Accountant and Cost Accountant, he possesses extensive knowledge and experience in Strategic Thinking, Business Development and Mergers and Acquisitions (M&A).

As on May 22, 2020, Mr. Natarajan is on the Board of the following listed companies:

- Ingersoll-Rand (India) Limited
- Accelya Solutions India Limited
- Colgate-Palmolive (India) Limited

He holds 533 shares in the Company.

Dr. Thomas Hoffmann (DIN: 06485949)

Dr. Thomas Hoffmann (Age: 49 years) has been appointed as an Additional Director of the Company with effect from September 16, 2019. He holds office till the ensuing Annual General Meeting and being eligible, offers his candidature for appointment.

Brief Profile:

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

He does not hold any shares in the Company.

The following explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in Item no. 4 to Item no. 6 in the accompanying Notice dated May 22, 2020:

Item No. 4:

The Board of Directors based on the recommendation of the Nomination & Remuneration Committee had appointed Mr. Sekhar Natarajan (DIN: 01031445) as an Additional Director with effect from October 01, 2019 and as a Non-Executive Independent Director subject to the approval of the members. Pursuant to Section 161 of the Companies Act, 2013 ("the Act") read with Article 153 of the Articles of Association of the Company, Mr. Natarajan holds office of Director upto the date of this Annual General Meeting and is eligible for appointment as a Director. 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. Natarajan as a candidate for the office of Director.

The Company has also received the declaration from Mr. Natarajan stating that he meets the criteria of independence as per Section 149(6) of the Act as well as Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The detailed profile of Mr. Natarajan is set out in the Annexure to this Notice.

A copy of the letter of appointment issued to Mr. Sekhar Natarajan setting out the terms and conditions of his appointment as an Independent Director will be available for inspection by the members as stated in point 21 of the notes given above.

In the opinion of the Board, Mr. Natarajan fulfills the conditions specified in the Act and the rules made thereunder and also under the SEBI Listing Regulations for appointment as Non-Executive Independent Director and is independent of the Management.

The Board of Directors recommend the Ordinary Resolution in relation to the appointment of Mr. Sekhar Natarajan as a Non-Executive Independent Director of the Company for a period of five (5) years commencing from August 07, 2020 upto August 06, 2025.

Except Mr. Natarajan, 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 of Directors based on the recommendation of the Nomination & Remuneration Committee of the Company had appointed Dr. Thomas Hoffmann (DIN: 06485949) as an Additional Director of the Company with effect from September 16, 2019. Pursuant to Section 161 of the Companies Act, 2013 ("the Act") read with Article 153 of the Articles of Association of the Company, Dr. Thomas Hoffmann holds office of Director upto the date of this Annual General Meeting and is eligible for appointment as a Director. The Company has received a notice in writing under Section 160 of the Act from a member signifying the intention to propose the name of Dr. Thomas Hoffmann as a candidate for the office of Director.

The Board of Directors recommend the Ordinary Resolution in relation to the appointment of Dr. Thomas Hoffmann as a Non-Executive Non-Independent Director of the Company.

Except Dr. Thomas Hoffmann, 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. 5.

Item No. 6:

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. D.C. Dave & Co., Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for "Insecticides" for the financial year ending March 31, 2021 for a remuneration of ₹ 0.59 Million (Rupees point five nine million) plus taxes as applicable and out-of-pocket expenses incurred by them for the purpose of audit for the financial year 2020-21. 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 21 of the notes given above.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members

is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice.

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

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

By Order of the Board of Directors

Nikunj Kumar Savaliya

Company Secretary & Compliance Officer
Membership No. FCS 7048

Vadodara, May 22, 2020

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