

## NOTICE

NOTICE is hereby given that the 61<sup>st</sup> Annual General Meeting of Bayer CropScience Limited will be held on Wednesday, July 24, 2019 at 11.00 a.m. at “Yashwantrao Chavan Pratishthan Auditorium”, Y. B. Chavan Centre, Near Mantralaya, Gen. J. Bhonsale Marg, Mumbai - 400 021 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, 2019 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended March 31, 2019.
3. To appoint a Director in place of Mr. Peter Mueller (DIN: 03582162), 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. Duraiswami Narain (DIN: 03310642) as the Director of the Company:

##### As an Ordinary Resolution:

**“RESOLVED THAT** Mr. Duraiswami Narain (DIN: 03310642) who was appointed as an Additional Director of the Company with effect from October 23, 2018 by the Board of Directors and holds office upto the date of this Annual General Meeting pursuant to 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. Duraiswami Narain as a candidate for the office of director, be and is hereby appointed as Director of the Company.

**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.”

#### 5. Appointment of Mr. Duraiswami Narain (DIN: 03310642) as the Managing Director and Chief Executive Officer of the Company:

##### As a Special Resolution:

**“RESOLVED THAT** based on the recommendation of the Nomination & Remuneration Committee and the Board and subject to the provisions of Schedule V and Sections 196, 197, 200, 201, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), including any amendment and any relevant rules made thereof read with article 194 of the Articles of Association of the Company and subject to the approval of the Central Government and such other approvals as may be necessary, Mr. Duraiswami Narain (DIN: 03310642) be and is hereby appointed as the Managing Director and Chief Executive Officer of the Company for a period of five (5) years commencing from December 01, 2018 and he shall not be liable to retire by rotation during the said tenure.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the period of appointment of Mr. Narain, the remuneration, perquisites, benefits and amenities as provided in the draft agreement referred to in the explanatory statement shall be made available to him.

**RESOLVED FURTHER THAT** the Board of Directors/Nomination & Remuneration Committee of the Company be and is hereby authorized to enhance, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Narain 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.

**RESOLVED FURTHER THAT** so long as Mr. Narain functions as the Managing Director and Chief Executive Officer of the Company, he shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof.

**RESOLVED FURTHER THAT** the draft agreement incorporating the terms and conditions of appointment and remuneration of Mr. Narain, Managing Director and Chief Executive Officer of the Company for a period of five (5) years with effect from December 01, 2018 be and is hereby approved and the Executive Director and Chief Financial Officer and the Company Secretary be and are hereby jointly authorised to execute the said agreement and that the Common Seal of the Company be affixed thereto in presence of two Directors or one Director and Company Secretary.



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

**6. Appointment of Mr. Rolf Hoffmann (DIN:08460583) as the Director of the Company:**

**As an Ordinary Resolution:**

“**RESOLVED THAT** Mr. Rolf Hoffmann (DIN: 08460583) who was appointed as an Additional Director of the Company with effect from June 01, 2019 by the Board of Directors and holds office upto the date of this Annual General Meeting pursuant to 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. Rolf Hoffmann as a candidate for the office of director, be and is hereby appointed as Director of the Company.

**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.”

**7. Appointment of Mr. Rolf Hoffmann (DIN:08460583) as the Whole-time Director and Chief Financial Officer of the Company:**

**As a Special Resolution:**

“**RESOLVED THAT** based on the recommendation of the Nomination & Remuneration Committee, Audit Committee and the Board and subject to the provisions of Schedule V and Sections 196, 197, 200, 201, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) including any amendment and any relevant rules made thereof read with article 194 of the Articles of Association of the Company and subject to the approval of the Central Government and such other approvals as may be necessary, Mr. Rolf Hoffmann (DIN: 08460583) be and is hereby appointed as the Whole-time Director and Chief Financial Officer of the Company for a period of five (5) years commencing from July 01, 2019 and he shall not be liable to retire by rotation during the said tenure.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the period of appointment of Mr. Rolf Hoffmann, the remuneration, perquisites, benefits and amenities as provided in the draft agreement referred to in the explanatory statement shall be made available to him.

**RESOLVED FURTHER THAT** the Board of Directors/Nomination & Remuneration Committee of the Company be and is hereby authorized to enhance, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Rolf Hoffmann 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.

**RESOLVED FURTHER THAT** so long as Mr. Rolf Hoffmann functions as the Whole-time Director and Chief Financial Officer of the Company, he shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof.

**RESOLVED FURTHER THAT** the draft agreement incorporating the terms and conditions of appointment and remuneration of Mr. Rolf Hoffmann, Whole-time Director and Chief Financial Officer of the Company for a period of five (5) years with effect from July 01, 2019 be and is hereby approved and the Managing Director & Chief Executive Officer and the Company Secretary be and are hereby jointly authorised to execute the said agreement and that the Common Seal of the Company be affixed thereto in presence of two Directors or one Director and Company Secretary.

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

**8. Appointment of Ms. Ketaki Bhagwati (DIN: 07367868) as the Non-Executive Independent Director of the Company:**

**As an Ordinary Resolution:**

“**RESOLVED THAT** Ms. Ketaki Bhagwati (DIN: 07367868) who was appointed as an Additional Director of the Company with effect from January 15, 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 Ms. Ketaki Bhagwati 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 there under 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"), Ms. Ketaki Bhagwati, 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 July 24, 2019 upto July 23, 2024.

**RESOLVED FURTHER THAT** Ms. Bhagwati shall not be liable to retire by rotation during her 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 authorized 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."

**9. Appointment of Mr. Jens Hartmann (DIN: 08338494) as the Non-Executive Director of the Company:**

**As an Ordinary Resolution:**

**"RESOLVED THAT** Mr. Jens Hartmann (DIN : 08338494) who was appointed as an Additional Director of the Company with effect from February 04, 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 Mr. Jens Hartmann 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 authorized 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."

**10. 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, 2020, being ₹ 0.55 Millions (Rupees point five five millions only) plus taxes as applicable and out of pocket expenses incurred in performance of their duties be and is hereby ratified and confirmed.

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

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013 ("the Act"), a person can act as proxy on behalf of not more than fifty (50) members holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The instrument appointing a proxy in order to be effective shall be duly filled, stamped, signed and deposited at the Registered Office of the Company not less than forty eight (48) hours before the commencement of the Annual General Meeting. Proxies submitted on behalf of companies, institutions, societies, etc. must be supported by appropriate resolution / authority, as applicable, issued on behalf of the nominating organisation. The proxy holder shall prove his identity at the time of attending the Meeting. The proxies shall be available for inspection during the period beginning twenty-four (24) hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.



2. The Explanatory Statement pursuant to Section 102(1) of the Act, is annexed hereto and forms part of this Notice.
3. The details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force ("SEBI Listing Regulations"), in respect of Directors seeking approval for appointment/re-appointment at the Annual General Meeting, forms part of the annexure to this Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 12, 2019 to Wednesday, July 24, 2019 (both days inclusive).
5. The dividend of ₹ 18.00 per Equity Share, as recommended by the Board of Directors, if declared at the ensuing 61<sup>st</sup> Annual General Meeting to be held on Wednesday, July 24, 2019 will be paid on or after Monday, July 29, 2019:
  - (i) to those members who hold shares in physical form and whose names appear on the Company's Register of Members as holders of Equity Shares as on Thursday, July 11, 2019, 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 Thursday, July 11, 2019 as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
6. Members are requested to direct all shares related correspondence to TSRDL at the following address:

TSR Darashaw Limited (TSRDL),  
Unit : Bayer CropScience Limited,  
6-10, 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
7. Members holding shares in physical form are requested to notify / send the following to TSRDL prior to Book Closure date i.e Thursday, July 11, 2019 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; and
  - (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.
8. 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 / TSRDL. 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 TSRDL to provide efficient and better service to the members.
9. **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 TSRDL for assistance in this regard.**
10. 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 application to the IEPF Authority in 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 TSRDL, the Registrar and Share Transfer Agent of the Company for claiming the dividend. The details of the unclaimed dividends are available on the Company's website at [www.bayer.in](http://www.bayer.in) and Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).

11. **Members are requested to note that the dividend declared in August, 2012 is due to be transferred to IEPF in October, 2019. Members are requested to claim their outstanding dividend latest by September 23, 2019.**

12. 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 TSRDL. The request should be submitted along with the self certified copy of PAN and original cancelled cheque bearing the name of the shareholders.

13. 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.

14. 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 TSRDL, quoting their respective Folio Nos., Certificate Nos. and Distinctive Nos.

15. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days between 10.00 am to 2.00 pm upto and including the date of the Annual General Meeting.

16. **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 TSRDL, 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.**

17. 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).

The facility for electronic voting shall be made available at the AGM venue and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on Saturday, July 20, 2019 (IST 9:00 a.m.) and ends on Tuesday, July 23, 2019 (IST 5:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, July 17, 2019 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.

**The instructions for remote e-voting are as under:**

**How to vote electronically using NSDL e-Voting system?**

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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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, your ‘initial password’ is communicated to you on your postal address.
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](http://www.evoting.nsdl.com).
  - b) “Physical User Reset Password” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
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 click 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. **110784** 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [navnitlb@nlba.in](mailto:navnitlb@nlba.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
18. 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.
  19. 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.
  20. Mr. N. L. Bhatia, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting conducted at the AGM venue in a fair and transparent manner.
  21. 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.
  22. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  23. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at [www.bayer.in](http://www.bayer.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited, Mumbai.

By Order of the Board of Directors

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

Mumbai, May 27, 2019  
Registered Office:  
Bayer House, Central Avenue,  
Hiranandani Estate,  
Thane (West) - 400 607  
CIN: L24210MH1958PLC011173

**ANNEXURE TO NOTICE:****INFORMATION ON DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI LISTING REGULATIONS:****Mr. Peter Mueller (DIN: 03582162)**

Mr. Peter Mueller (Age: 59 years) who retires by rotation being eligible, has offered his candidature for re-appointment.

**Brief Profile:**

Mr. Mueller joined Bayer AG as a commercial trainee in 1979 and spent two years in Corporate Auditing thereafter. He then moved to Japan where he worked for seven years with three Bayer subsidiaries in the field of Finance & Accounting. After a further period of three years at the German Bayer headquarters in Central Controlling, Mr. Mueller became the Deputy General Manager of Bayer's newly founded holding company in Beijing, China. In the following five years, he established the administrative country platform and helped to negotiate and finance twelve joint venture companies. Mr. Mueller joined the Finance Division at Bayer AG as Head of Corporate Financial Controlling in 1999 before being appointed the Head of Corporate Finance in 2002 and Head of Finance in 2011.

He does not hold any shares in the Company in which he is a Director.

**Mr. Duraiswami Narain (DIN: 03310642)**

Mr. Duraiswami Narain (Age: 55 years) has been appointed as an Additional Director of the Company with effect from October 23, 2018. He holds office till the ensuing Annual General Meeting and being eligible, offers his candidature for appointment.

**Brief Profile:**

Mr. Duraiswami Narain has more than 30 years of experience in the agricultural industry, having previously worked for ITC Limited in India as part of its agribusiness start-up team. He joined Monsanto in 1998 as CFO for the India Region and over the course of his career with the company, has held numerous roles throughout the global organization, including serving as CFO for Monsanto's International Business and CEO for the India Region.

He has worked with farmers across six continents, which allowed him to gain a deep understanding of the unique opportunities and challenges facing growers from region to region. These insights helped him lead important initiatives, including the launch of global financing programs to support critical working capital needs of Monsanto's farmer customers. He also led the company's pioneering efforts in establishing a free mobile phone platform in India that provides smallholder farmers access to key agricultural insights. The platform has since expanded to benefit smallholder farmers in countries across Asia and Africa.

He has a Bachelor's degree in Commerce from the University of Madras in Chennai, India and a Masters of Business Administration from Kellogg Graduate School of Management at Northwestern University. He is also a Chartered Accountant.

He does not hold any shares in the Company.

**Mr. Rolf Hoffmann (DIN: 08460583)**

Mr. Rolf Hoffmann (Age: 43 years) has been appointed as an Additional Director of the Company with effect from June 01, 2019. He holds office till the ensuing Annual General Meeting and being eligible, offers his candidature for appointment.

**Brief Profile:**

Mr. Rolf Hoffmann joined Bayer AG as a commercial trainee in 1995. After completion of the traineeship in 1999, Mr. Rolf Hoffmann spent 1 year in marketing and sales for Bayer MaterialScience (Covestro), before he moved to Corporate Audit as an auditor. From 2004 to 2010, he was transferred to Asia Pacific to take over the role as Chief Financial Officer / Compliance Officer for the Bayer Group in Vietnam (Bayer Vietnam Ltd.) and subsequently as Chief Financial Officer in Korea (Bayer Korea Ltd.).

In 2010, Mr. Rolf Hoffmann was transferred back to Germany (Bayer AG) to lead the Corporate Planning and Forecasting team for the Group and later on as well the country platform controlling for country subsidiaries as additional responsibility. In 2014, Mr. Hoffmann was transferred back to Asia Pacific to head the Bayer Healthcare Controlling function as well as the Finance business partner team for the Pharmaceutical Division for Greater China, based in Beijing (Bayer Healthcare China Ltd.). From 2016 till May 2019 he was responsible for the regional finance role of the International EMEA region of the Consumer Health Division, out of Switzerland (Bayer Consumer Care AG). Mr. Hoffmann has a Masters of Business Administration from the University of Bradford, UK.

He does not hold any shares in the Company.



**Ms. Ketaki Bhagwati (DIN: 07367868)**

Ms. Ketaki Bhagwati (Age: 55 years) has been appointed as an Additional Director of the Company with effect from January 15, 2019. She holds office till the ensuing Annual General Meeting and being eligible, offers her candidature for appointment.

**Brief Profile:**

Ms. Ketaki Bhagwati is an independent financial services consultant. She is currently an Independent Director on the boards of two Indian companies, Axis Bank Limited and Omniactive Technologies Limited. She has been on the Board of Axis Bank (India's third largest private sector bank) since January 2016 and sits on four active corporate committees - Credit, Risk Management, Review and Acquisitions, Divestment & Mergers Committees. She joined the Board of Omniactive Technologies in January 2018 where she chairs the Audit Committee and is a member of the Nomination & Remuneration Committee. Ms. Bhagwati is also an advisor to Ecoppia Limited, an Israeli start-up company specializing in the manufacture of robotic waterless solutions for cleaning solar panels.

Prior to her current positions, Ms. Bhagwati was a former Chief Investment Officer in the Financial Institutions Group at the International Finance Corporation (IFC), the private sector financing arm of the World Bank Group, for nearly twenty five years (1991-2015), working in private equity, M&A, debt & structured finance and distressed asset workouts across sectors in several regions including Asia, the Middle East & Africa. Prior to IFC, Ms. Bhagwati worked at the Credit Rating Information Services of India (CRISIL) in Mumbai.

Ms. Bhagwati has a Bachelors of Arts from Wellesley College (USA) and a Master of Public Administration from Harvard University's John F. Kennedy School of Government. She is currently a member of the Wellesley College Business Leadership Council and Golden Seeds, an early stage investment firm with a focus on women leaders.

As on May 27, 2019, Ms. Bhagwati is on the Board of the following listed company:

- Axis Bank Limited

She does not hold any shares in the Company.

**Mr. Jens Hartmann (DIN: 08338494)**

Mr. Jens Hartmann (Age: 54 years) has been appointed as an Additional Director of the Company with effect from February 04, 2019. He holds office till the ensuing Annual General Meeting and being eligible, offers his candidature for 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.

Mr. Hartmann has proven experience in driving business growth focused on commercial innovation and execution, developing and implementing value-added strategies with full P&L responsibility, while dealing with challenging organizational 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 Crop Science, 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 Crop Science.

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 BA in Economics from Cologne, Germany. 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. 10 IN THE ACCOMPANYING NOTICE DATED MAY 27, 2019:****Item No. 4:**

The Board of Directors based on the recommendation of the Nomination & Remuneration Committee appointed Mr. Duraiswami Narain (DIN: 03310642) as an Additional Director with effect from October 23, 2018. Pursuant to Section 161 of the Companies Act, 2013 ("the Act") read with article 153 of the Articles of Association of the Company, Mr. Narain holds office of Additional 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. Narain as a candidate for the office of Director. The detailed profile of Mr. Narain is provided in the Annexure forming part of this Notice.



The Board of Directors recommend the Ordinary Resolution in relation to the appointment of Mr. Duraiswami Narain as the Director of the Company.

Except Mr. Narain, 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 at its meeting held on November 14, 2018, appointed Mr. Duraiswami Narain as the Managing Director and Chief Executive Officer of the Company for a period of five (5) years with effect from December 01, 2018 till November 30, 2023.

The Board of Directors in the said meeting also approved the remuneration and other terms and conditions of the appointment of Mr. Narain, subject to the approval of the Members in the Annual General Meeting and Central Government approval.

The material terms and conditions of appointment of Mr. Narain as the Managing Director and Chief Executive Officer of the Company as contained in the draft agreement between the Company and Mr. Narain are as follows:

(a)	<b>Salary</b>	₹ 22,38,524 (Rupees Twenty Two Lakhs Thirty Eight Thousand Five Hundred and Twenty Four only) per month or such amount as may be approved by the Nomination & Remuneration Committee/Board of Directors.
(b)	<b>Special Allowance</b>	₹ 26,90,296 (Rupees Twenty Six Lakh Ninety Thousand and Two Hundred and Ninety Six only) per month or such amount as may be approved by the Nomination & Remuneration Committee/Board of Directors.
(c)	<b>Annual Increments</b>	An amount as may be decided by the Global policy of Bayer AG, Germany for Senior Management and approved by the Nomination & Remuneration Committee / Board of Directors from time to time.
(d)	<b>Performance Award / Bonus / Incentive / Ex-gratia</b>	The Performance award/Incentive (Short Term/Long Term)/Bonus/Ex-gratia as may be decided by the global policy of Bayer AG, Germany for Senior Management based on the achievement of such performance parameters and ratified by the Nomination & Remuneration Committee / Board of Directors from year to year provided that the total remuneration including salary and perquisites paid to the Managing Director and Chief Executive Officer shall not exceed the limits laid down under Section 197 read with Schedule V of the Companies Act, 2013.
(e)	<b>Perquisites</b>	The Managing Director and Chief Executive Officer shall be entitled to perquisites like rent free accommodation for self, spouse and family or house rent allowance in lieu thereof, company car with chauffeur, cellular phones, connectivity at residence, statutory contribution to retirement funds, club membership fees, medical coverage, leave encashment, long service award and other benefits/ allowances/ reimbursement of expenses in accordance with the rule(s) of the Company or as per Bayer's International Mobility Directive 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 the Managing Director & Chief Executive Officer shall not exceed the limits laid down under Section 197 read with Schedule V of the Companies Act, 2013.

The draft agreement is available for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 2.00 p.m. on all days (except Saturday, Sunday and Public holidays) upto the date of the Annual General Meeting and shall also be available at the meeting.

The Board of Directors recommend the Special Resolution in relation to the appointment of Mr. Duraiswami Narain as the Managing Director and Chief Executive Officer of the Company.

Except Mr. Narain, 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 of Directors based on the recommendation of the Nomination & Remuneration Committee and Audit Committee appointed Mr. Rolf Hoffmann (DIN: 08460583) as an Additional Director with effect from June 01, 2019. Pursuant to Section 161 of the Companies Act, 2013 ("the Act") read with article 153 of the Articles of Association of the Company, Mr. Rolf Hoffmann holds office of Additional 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. Rolf Hoffmann as a candidate for the office of Director. The detailed profile of Mr. Rolf Hoffmann is provided in the Annexure forming part of this Notice.

The Board of Directors recommend the Ordinary Resolution in relation to the appointment of Mr. Rolf Hoffmann as the Director of the Company.

Except Mr. Rolf 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. 6.

**Item No. 7:**

The Board of Directors at its meeting held on May 27, 2019, appointed Mr. Rolf Hoffmann as the Whole-time Director and Chief Financial Officer of the Company for a period of five (5) years with effect from July 01, 2019 till June 30, 2024.

The Board of Directors in the said meeting also approved the remuneration and other terms and conditions of the appointment of Mr. Rolf Hoffmann, subject to the approval of the Members in the Annual General Meeting and Central Government approval.

The material terms and conditions of appointment of Mr. Rolf Hoffmann as the Whole-time Director and Chief Financial Officer of the Company as contained in the draft agreement between the Company and Mr. Rolf Hoffmann are as follows:

(a)	<b>Salary</b>	₹ 1,188,613 (Rupees Eleven Lakhs Eighty Eight Thousand Six Hundred and Thirteen only) per month or such amount as may be approved by the Nomination & Remuneration Committee/Board of Directors.
(b)	<b>Special Allowance</b>	₹ 1,865,377 (Rupees Eighteen Lakhs Sixty Five Thousand Three Hundred and Seventy Seven only) per month or such amount as may be approved by the Nomination & Remuneration Committee/Board of Directors.
(c)	<b>Annual Increments</b>	An amount as may be decided by the Global policy of Bayer AG, Germany for Senior Management and approved by the Nomination & Remuneration Committee / Board of Directors from time to time.
(d)	<b>Performance Award / Bonus / Incentive / Ex-gratia</b>	The Performance award/Incentive (Short Term/Long Term)/Bonus/Ex-gratia as may be decided by the global policy of Bayer AG, Germany for Senior Management based on the achievement of such performance parameters and ratified by the Nomination & Remuneration Committee / Board of Directors from year to year provided that the total remuneration including salary and perquisites paid to the Whole-time Director and Chief Financial Officer shall not exceed the limits laid down under Section 197 read with Schedule V of the Companies Act, 2013.
(e)	<b>Perquisites</b>	The Whole-time Director and Chief Financial Officer shall be entitled to perquisites like rent free accommodation for self, spouse and family or house rent allowance in lieu thereof, company car with chauffeur, cellular phones, connectivity at residence, statutory contribution to retirement funds, club membership fees, medical coverage, leave encashment, long service award and other benefits/ allowances/ reimbursement of expenses in accordance with the rule(s) of the Company or as per Bayer's International Mobility Directive 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 the Whole-time Director and Chief Financial Officer shall not exceed the limits laid down under Section 197 read with Schedule V of the Companies Act, 2013.

The draft agreement is available for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 2.00 p.m. on all days (except Saturday, Sunday and Public holidays) upto the date of the Annual General Meeting and shall also be available at the meeting.

The Board of Directors recommend the Special Resolution in relation to the appointment of Mr. Rolf Hoffmann as the Whole-time Director and Chief Financial Officer, for the approval of the members of the Company.

Except Mr. Rolf 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. 7.

**Item No. 8:**

The Board of Directors based on the recommendation of the Nomination & Remuneration Committee had appointed Ms. Ketaki Bhagwati (DIN: 07367868) as an Additional Director with effect from January 15, 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, Ms. Bhagwati 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 Ms. Bhagwati as a candidate for the office of Director.



The Company has also received the declaration from Ms. Bhagwati stating that she 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 Ms. Bhagwati is set out in the Annexure to this Notice.

A copy of the draft letter of appointment which will be issued to Ms. Bhagwati setting out the terms and conditions of her appointment as an Independent Director is available for inspection by the Members at the Registered Office of the Company between 10.00 a.m to 2.00 p.m on all days (except Saturday, Sunday and public holidays) upto the date of the Annual General Meeting and shall also be available at the meeting.

In the opinion of the Board, Ms. Bhagwati 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 Ms. Ketaki Bhagwati as a Non-Executive Independent Director of the Company for a period of five (5) years commencing from July 24, 2019 upto July 23, 2024.

Except Ms. Bhagwati, 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. 8.

**Item No. 9:**

The Board of Directors based on the recommendation of the Nomination & Remuneration Committee of the Company had appointed Mr. Jens Hartmann (DIN: 08338494) as an Additional Director of the Company with effect from February 04, 2019. Pursuant to Section 161 of the Companies Act, 2013 ("the Act") read with article 153 of the Articles of Association of the Company, Mr. Hartmann 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 Mr. Hartmann as a candidate for the office of Director.

The Board of Directors recommend the Ordinary Resolution in relation to the appointment of Mr. Hartmann as a Non-Executive Director of the Company.

Except Mr. Hartmann, 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. 9.

**Item No. 10:**

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, 2020 for a remuneration of ₹ 0.55 Millions (Rupees point five five millions) plus taxes as applicable and out of pocket expenses incurred by them for the purpose of audit for the financial year 2019-20. A Certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the Registered Office of the Company between 10.00 a.m to 2.00 p.m on all days (except Saturday, Sunday and public holidays) upto the date of the Annual General Meeting and shall also be available at the Meeting.

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. 10 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. 10.

By Order of the Board of Directors

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

Mumbai, May 27, 2019

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