



BAYER CROPSCIENCE LIMITED

CIN:L24210MH1958PLC011173

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

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

POSTAL BALLOT NOTICE

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

To the members of the Company,

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (**"the Act"**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and other applicable provisions of the Act, the Rules and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (**"MCA Circulars"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India, that the resolutions set out below for the Appointment of Mr. Simon Britsch (DIN: 09194547) as the Director of the Company, Appointment of Mr. Simon Britsch (DIN: 09194547) as the Whole Time Director and Chief Financial Officer (CFO) of the Company, Appointment of Mr. Simon Wiebusch (DIN: 08335591) as the Director of the Company, Appointment of Mr. Simon Wiebusch (DIN: 08335591) as the Whole Time Director of the Company and Appointment of Mr. Brian Naber (DIN: 09115300) as the Non-Executive Non-Independent Director of the Company is proposed to be passed by the members of Bayer CropScience Limited (**"the Company"**) by means of postal ballot, only by way of remote e-voting process (**"e-voting"**).

An explanatory statement pursuant to Section 102(1) and other applicable provisions, if any, of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed thereto.

In accordance with the aforesaid MCA Circulars, the Postal Ballot Notice is being sent through electronic mode only to the members whose e-mail addresses are registered with the Company/Depositories and members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer the remote e-voting facility to all its members to cast their vote electronically. Shareholders are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically. The Company has also made arrangements for the members to register their email addresses. Therefore, the members who have not yet registered their email addresses are requested to register the same by following the procedure set out in this Postal Ballot Notice.



The Board of Directors have appointed Mr. Ashok Tyagi, Practicing Company Secretary or failing him Mr. Vineet K Chaudhary, of M/s. VKC & Associates, Practicing Company Secretaries as the scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot through the e-voting process in a fair and transparent manner.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide the e-voting facility.

The e-voting period will commence at 09.00 a.m. (09:00 hours) (IST) on Friday, February 18, 2022 and will end at 05.00 p.m. (17:00 hours) (IST) on Saturday, March 19, 2022. Members are requested to cast their vote through the e-voting process not later than 05:00 pm (17:00 hours) IST on Saturday, March 19, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the votes cast by the equity shareholders of the Company. The Scrutinizer’s decision on the validity of the votes cast shall be final. The results of the e-voting will be announced on or before, Tuesday, March 22, 2022. The said results, together with the Scrutinizer’s Report, would be communicated to BSE Limited, where the equity shares of the Company are listed and also will be displayed on the website of the Company www.bayer.in and on the website of National Securities Depository Limited (“NSDL”) www.evoting.nsdl.com. The Company will also display the results of the Postal Ballot at the registered office of the Company.

SPECIAL BUSINESS:

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

1. **Appointment of Mr. Simon Britsch (DIN: 09194547) as the Director of the Company:**

As an Ordinary Resolution:

“**RESOLVED THAT** subject to shareholders’ approval, Mr. Simon Britsch (DIN: 09194547) who was appointed as an Additional Director of the Company with effect from September 01, 2021 by the Board of Directors and holds office upto the date of the ensuing Annual General Meeting of the Company, 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. Simon Britsch 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 of the Company be and are hereby severally authorised to do all



such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

2. Appointment of Mr. Simon Britsch (DIN: 09194547) 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, 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 shareholders’ approval and / or such other approvals as may be necessary, Mr. Simon Britsch (DIN: 09194547) 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 September 01, 2021 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. Simon Britsch, 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. Simon Britsch 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. Simon Britsch 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. Simon Britsch, Whole-time Director and Chief Financial Officer of the Company for a period of five (5) years with effect from September 01, 2021 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 of the Company and the Company Secretary of the Company be and are hereby severally authorised to file the necessary forms and other related documents with the Ministry of Corporate Affairs including application to the Central Government and carry out modification(s) suggested, if any and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

3. Appointment of Simon Wiebusch (DIN: 08335591) as the Director of the Company:

As an Ordinary Resolution:

“**RESOLVED THAT** subject to shareholders’ approval, Mr. Simon Wiebusch (DIN: 08335591) who was appointed as an Additional Director of the Company with effect from December 17, 2021 by the Board of Directors and holds office upto the date of the ensuing Annual General Meeting of the Company, 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. Simon Wiebusch 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 of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

4. Appointment of Mr. Simon Wiebusch (DIN: 08335591) as the Whole-time Director 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, 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 shareholders’ approval and / or such other approvals as may be necessary, Mr. Simon Wiebusch (DIN: 08335591) be and is hereby appointed as the Whole-time Director of the Company for a period of five (5) years commencing from December 17, 2021 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. Simon Wiebusch, 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. Simon Wiebusch 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. Simon Wiebusch functions as the Whole-time Director of the Company, he shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof.

RESOLVED FURTHER THAT Mr. Simon Wiebusch was appointed as the Additional Director (Whole-time Director) for a period of five (5) years with effect from December 17, 2021, and the remuneration payable to him was revised by the Board of Directors/Nomination & Remuneration Committee of the Company with effect from January 01, 2022, the details of which are given in explanatory statement at Item No. 4 annexed thereto.

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

5. **Appointment of Mr. Brian Naber (DIN: 09115300) as the Non-Executive Non-Independent Director of the Company**

As an Ordinary Resolution:

“**RESOLVED THAT** subject to shareholders’ approval, Brian Naber (DIN:09115300) who was appointed as an Additional Director of the Company with effect from January 01, 2022 by the Board of Directors and holds office up to the date of the ensuing Annual General Meeting of the Company 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 Brian Naber 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.”

By Order of the Board of Directors

Nikunj Kumar Savaliya
Company Secretary & Compliance Officer
Membership No.: FCS 7048

Thane, February 04, 2022
Registered Office:
Bayer House, Central Avenue,
Hiranandani Estate,
Thane (West) - 400 607
CIN: L24210MH1958PLC011173

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Notice is annexed hereto and forms part of this Notice.
2. The details under Regulation 36(3) of the 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 forms part of the annexure to this Notice.
3. In compliance with the aforesaid MCA Circulars, the Postal Ballot Notice is being sent only through electronic means to those Members whose names appear in the Register of Members/List of Beneficial Owners (received from the Depositories) as on the Cut-Off Date i.e. Wednesday, February 09, 2022 and whose email addresses are registered with the Company/Depositories. The physical copies of the Postal Ballot Notice along with Postal Ballot forms and business reply envelopes are not being sent to the members for this Postal Ballot.
4. This Postal Ballot Notice will also be available on the Company's website at www.bayer.in and website of BSE Limited at www.bseindia.com as well as on website of NSDL at www.evoting.nsdl.com.
5. In accordance with the aforesaid MCA Circulars, the Company has made necessary arrangements for the members to register their email address for receiving the Postal Ballot Notice. Members who have not registered their email address are requested to register the same as per the process mentioned in the Notes Section.
6. In compliance with the provisions of Section 108, 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), various MCA Circulars, the Company is pleased to provide its members the e-voting facility to exercise their right to vote on the proposed resolutions proposed electronically.



7. The Company has engaged the National Securities Depository Limited (NSDL) as the agency to provide the e-voting facility and the instructions for e-voting are provided as a part of this Notice.
8. The e-voting period will commence at 09.00 a.m. (09:00 hours) (IST) on Friday, February 18, 2022 and will end at 05.00 p.m. (17:00 hours) (IST) on Saturday, March 19, 2022. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date i.e. Wednesday, February 09, 2022, 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.
9. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall only be considered eligible for the purpose of e-voting. A person who is not a member as on the relevant date should treat this notice for information purposes only.
10. 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.
11. The resolution, if approved by requisite majority, shall be deemed to have been passed on the last date of the e-voting i.e. Saturday, March 19, 2022.
12. Members, who wish to inspect the material documents, as mentioned in this Postal Ballot Notice or as required under law, may write to the Company at ir_bcs1@bayer.com and the Company shall endeavour to provide inspection of documents requested by such Member from Friday, February 18, 2022 until the last date specified for receipt of votes through the e-voting process i.e. Saturday, March 19, 2022.
13. The details of the process and manner for remote e-Voting are explained herein below:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

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

Step 1: Access to NSDL e-Voting system

A) Login method for remote e-Voting for Individual shareholders holding securities in demat mode:

Pursuant to SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:



Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>A. NSDL IDeAS Facility</p> <p>If you are already registered for NSDL IDeAS facility, please follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. <p>If you are not registered for IDeAS e-Services, please follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com. 2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Please follow steps given in points 1 to 5 above. <p>B. e-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open the web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Voting system, click on the icon “Login” which is available under “Shareholder/Member” section. 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 5. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting



website of NSDL for casting your vote during the remote e-Voting period.

- C. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.



Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Once logged in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under “**Shareholder/Member**” section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:



Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

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



- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on “Login” button, Home Page of e-Voting will open.

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

1. After successful login at Step 1, you will be able to see all the companies “**EVEN**” in which you are holding shares and whose voting cycle.
2. Select “**EVEN**” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “**Submit**” and also “**Confirm**” when prompted.
5. Upon confirmation, the message “**Vote cast successfully**” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to atyagi53@gmail.com in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (**FAQs**) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or and 1800 22 44 30 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 Mhatre, Manager – NSDL at evoting@nsdl.co.in.



Process for those shareholders whose email ids are not registered with the depositories/Company for procuring user id and password:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to evoting@nsdl.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to evoting@nsdl.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Process for registering email addresses to receive this Postal Ballot electronically and cast votes electronically

1. **Registration of email addresses with TSR Darashaw Consultants Private Limited (“TCPL”):** The Company has made special arrangements with TCPL for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/ DPs are required to provide the same to TCPL on or before 05:00 p.m. IST, Tuesday, March 15, 2022. The link for registering email ID is given herein:

Visit the link: https://tcpl.linkintime.co.in/EmailReg/email_register.html

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



After successful submission of the e-mail address, NSDL will e-mail a copy of this Postal Ballot Notice along with the e-Voting user ID and password. In case of any queries, Members may write to the following email id: csg-unit@tcplindia.co.in or evoting@nsdl.co.in.

2. **Registration of e-mail address permanently with Company/DP:** Members are requested to register the same with their concerned DPs, in respect of electronic holding and with TSR, in respect of physical holding, by writing to them. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs / TSR to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.



Annexure to Notice
Information on Directors seeking appointment as required under Regulation 36(3) of
the SEBI Listing Regulations & Secretarial Standards-2 issued by Institute of
Company Secretaries (ICSI):

Mr. Simon Britsch (DIN: 09194547)

Mr. Simon Britsch (Age: 42 years) has been appointed as an Additional Director of the Company with effect from September 01, 2021. He holds office till the ensuing Annual General Meeting of the Company and being eligible, offers his candidature for appointment.

Brief Profile:

As Chief Financial Officer, Simon Britsch plays a key role in enabling proactive solutions, creating value and supporting purpose driven initiatives to translate the company's vision into reality. His international experience in leading culturally and functionally diverse teams is paired with a strong ability in finding pragmatic solutions and communicating proactively with stakeholders as well as a proven track record of academic and professional excellence in high-pressure and complex environments. He is based at Bayer's South Asia headquarters in Mumbai.

Simon Britsch started his career with Bayer AG as a Commercial Trainee in the year 2000. In 2005, he moved to Corporate Audit as an Auditor and SOX Coordinator. From 2009 until 2012 he was the Chief Financial Officer of Bayer Vietnam. He subsequently moved to China, assuming the role of Head of Business Excellence for Bayer Healthcare. Simon returned to Bayer AG in 2016, where he was leading the global Enterprise Risk Management & Business Continuity Management function.

Simon Britsch holds an MBA from Instituto de Empresa in Spain as well as a bachelor's degree in Economics and Management from FOM University of Applied Sciences in Germany. Moreover, he is an alumnus of Harvard Business School.

Simon Britsch does not hold any shares in the Company. He does not hold directorships, chairmanships and memberships of Board Committees in any other listed entity apart, from Bayer CropScience Limited and neither he has resigned from any listed entity in past 3 years. He has attended four (4) board meetings of the Company, post his appointment as the Director. Simon Britsch is not related to any Directors of the Company.

Mr. Simon Wiebusch (DIN: 08335591)

Mr. Simon Wiebusch (Age: 46 years) has been appointed as an Additional Director of the Company with effect from December 17, 2021. He holds office till the ensuing Annual General Meeting of the Company and being eligible, offers his candidature for appointment.

Brief Profile:

As Country Divisional Head of the Crop Science Division of Bayer in India, Bangladesh & Sri Lanka, Simon Wiebusch is passionate about the fundamentals that are needed to produce



sufficient food and improving agriculture. He is also a strong supporter of sustainable agriculture and believes that technology and digital farming tools can improve the quality of food, reduce efforts needed to farm, ensure traceability and help farmers earn better livelihoods.

Simon Wiebusch started his career with Bayer in 1998 based at the company's headquarters in Germany. He built his professional experience by working across various functions such as Sales Support, Operations, Tender Management, Controlling and Strategy, within Germany, Eastern Europe and Asia. He went on to become the Chief Executive Officer for Bayer's Crop Science Division in South East Asia, based in Bangkok, Thailand and eventually took over his current role at Bayer's South Asia headquarters in Mumbai, India.

Simon Wiebusch holds a bachelor's degree in Economics from the University of Applied Sciences in Essen, Germany and an MBA from the University of Bradford. He has more than two decades of experience in the agriculture industry. Customer-focused and motivational, Simon's key strengths include unlocking business growth, redefining distribution strategies, driving change management and building diverse teams that drive market share and create business value.

Simon Wiebusch does not hold any shares in the Company. He does not hold directorships, chairmanships and memberships of Board Committees in any other listed entity apart, from Bayer CropScience Limited and neither he has resigned from any listed entity in past 3 years. He has attended one (1) board meeting of the Company, post his appointment as the Director. Simon Wiebusch is not related to any Directors of the Company.

Mr. Brian Naber (DIN: 09115300)

Mr. Brian Naber (Age: 46 years) has been appointed as an Additional Director of the Company with effect from January 01, 2022. He holds office till the ensuing Annual General Meeting and being eligible, offers his candidature for appointment.

Brief Profile:

Brian Naber is the Global Asset Management Lead for Insecticides based out of Monheim, Germany responsible for the mid and long-term strategy of our insecticide pest management portfolio. Prior to accepting this role, he was the Northern Europe cluster commercial lead for the 9 countries of northern Europe.

Brian has been with Bayer and legacy companies since 1998, in a series of roles across multiple locations, functions, and countries. For the first 20 years he was based in the United States. He started as a sales representative in Minnesota and South Dakota. He moved to St Louis in 2003 where he started as the U.S. markets training specialist in human resources before moving over to the animal ag business as the POSILAC brand manager. In 2007, Brian moved to Memphis, Tennessee where he was the area sales manager for the Delta East team covering the states of Tennessee, Mississippi, and Alabama. In 2009, Brian moved back to St. Louis as the U.S. corn pricing lead before moving to the corn product management lead,



then the soybean product management lead, then the global marketing lead for vegetables seeds business, and then United States commercial lead.

Brian has a bachelor's degree in Agribusiness management from Southwest Minnesota State University and an MBA from Saint Louis University.

Brian Naber does not hold any shares in the Company. He does not hold directorships, chairmanships and memberships of Board Committees in any other listed entity apart, from Bayer CropScience Limited and neither he has resigned from any listed entity in past 3 years. He has attended one (1) board meeting of the Company, post his appointment as the Director. Brian Naber is not related to any Directors of 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. 1 TO ITEM NO. 5 IN THE ACCOMPANYING NOTICE DATED FEBRUARY 04, 2022.

Item No 1:

The Board of Directors based on the recommendation of the Nomination & Remuneration Committee and Audit Committee appointed Mr. Simon Britsch (DIN: 09194547) as an Additional Director with effect from September 01, 2021. Pursuant to Section 161 of the Act read with article 153 of the Articles of Association of the Company Mr. Britsch holds office of Additional Director upto the date of the ensuing Annual General Meeting of the Company 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. Britsch as a candidate for the office of Director. The detailed profile of Mr. Britsch 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. Simon Britsch as the Director of the Company.

Except Mr. Britsch, 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 .1.

Item No 2:

The Board of Directors at its meeting held on August 13, 2021, appointed Mr. Simon Britsch as the Whole-time Director and Chief Financial Officer of the Company for a period of five (5) years with effect from September 01, 2021 to August 31, 2026.

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

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

(a)	Salary	Rs. 11,96,409/- net (Rupees Eleven Lakhs Ninety Six Thousand Four Hundred and Nine only) per month or such amount as may be approved by the Nomination & Remuneration Committee/Board of Directors.
(b)	Annual Increments	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



(c)	Performance Award / Bonus / Incentive / Ex-gratia	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 approved 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.
(d)	Perquisites	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 & Chief Financial Officer shall not exceed the limits laid down under Section 197 read with Schedule V of the Companies Act, 2013.

The agreement is available for inspection, the members may write to the Company at ir_bcs1@bayer.com and the Company shall endeavour to provide inspection of documents requested by such Member from Friday, February 18, 2022 until the last date specified for receipt of votes through the e-voting process i.e., Saturday, March 19, 2022.

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

Except Mr. Simon Britsch, 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. 2.



Item No 3:

The Board of Directors based on the recommendation of the Nomination & Remuneration Committee appointed Mr. Simon Wiebusch (DIN: 08335591) as an Additional Director with effect from December 17, 2021. Pursuant to Section 161 of the Companies Act, 2013 (the Act) read with article 153 of the Articles of Association of the Company Mr. Wiebusch holds office of Additional Director upto the date of the ensuing Annual General Meeting of the Company 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. Wiebusch as a candidate for the office of Director. The detailed profile of Mr. Wiebusch 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. Simon Wiebusch as the Director of the Company.

Except Mr. Wiebusch, 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. 3.

Item No 4:

The Board of Directors at its meeting held on December 17, 2021, appointed Mr. Simon Wiebusch as the Whole-time Director of the Company for a period of five (5) years with effect from December 17, 2021 to December 16, 2026.

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

The remuneration payable to him was revised by the Board of Directors/ Nomination & Remuneration Committee of the Company with effect from January 01, 2022.

The material terms and conditions of appointment of Mr. Simon Wiebusch as the Whole-time Director of the Company as contained the draft agreement between the Company and Mr. Simon Wiebusch are as follows:

(a)	Salary	Rs. 1,431,600/- net (Rupees Fourteen Lacs Thirty-One Thousand Six Hundred only) per month or such amount as may be approved by the Nomination & Remuneration Committee/Board of Directors.
(b)	Annual Increments	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
(c)	Performance Award / Bonus /	The Performance award/Incentive (Short Term/Long Term)/Bonus/Ex-gratia as may be decided by the global



	Incentive / Ex-gratia	policy of Bayer AG, Germany for Senior Management based on the achievement of such performance parameters and approved 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 shall not exceed the limits laid down under Section 197 read with Schedule V of the Companies Act, 2013.
(d)	Perquisites	The Whole-time Director 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 shall not exceed the limits laid down under Section 197 read with Schedule V of the Companies Act, 2013.

The agreement is available for inspection, the members may write to the Company at ir_bcs1@bayer.com and the Company shall endeavour to provide inspection of documents requested by such Member from Friday, February 18, 2022 until the last date specified for receipt of votes through the e-voting process i.e., Saturday, March 19, 2022.

The Board of Directors recommend the Special Resolution in relation to the appointment of Mr. Simon Wiebusch as the Whole-time Director for the approval of the members of the Company.

Except Mr. Simon Wiebusch, 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 appointed Mr. Brian Naber (DIN: 09115300) as an Additional Director with effect from January 01, 2022. Pursuant to Section 161 of the Companies Act, 2013 (the Act) read with article 153 of the Articles of Association of the Company Mr. Naber holds office of Additional Director upto the date of the Annual General Meeting of the Company 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. Naber as a candidate for the office of Director. The detailed profile of Mr. Naber 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. Brian Naber as the Director of the Company.

Except Mr. Naber, 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.