



**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](mailto:ir_bcs@bayer.com), **Website:** [www.bayer.in](http://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 to the Members of Bayer CropScience Limited (**'Company'**) that, pursuant to and in compliance with Section 108 and Section 110 of the Companies Act, 2013 (**'Act'**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**'SEBI Listing Regulations'**), Secretarial Standard-2 on General Meetings (**'SS-2'**) issued by The Institute of Company Secretaries of India and other applicable provisions of the Act and Rules made thereunder and the SEBI Listing Regulations, as amended from time to time, (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in terms of the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (**'MCA Circulars'**), the Resolution as set out in this Postal Ballot Notice, seeking approval for the appointment of Dr. Miriam Holstein (DIN: 10458293) as Non-Executive Non-Independent Director of the Company with effect from February 01, 2024, for a period of five years is proposed to be passed as an Ordinary Resolution by the Members of the Company through Postal Ballot only, by voting through electronic means (**'Postal Ballot'**/ **'Remote e-Voting'**).

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out material facts and reasons thereof, is appended to this Postal Ballot Notice.

**SPECIAL BUSINESS:**

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

**As an Ordinary Resolution:**

**To appoint Dr. Miriam Holstein (DIN: 10458293) as Non-Executive Non-Independent Director of the Company:**

**"RESOLVED THAT** pursuant to the provisions of Section 150 and Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or re-enactment thereof for the time being in force) read with Article 153 of the Articles of Association of the Company, Dr. Miriam Holstein (DIN: 10458293)



be and is hereby appointed as the Non-Executive Non-Independent Director of the Company to hold office for 5 (Five) years w.e.f. February 01, 2024 and who was appointed as the Additional Director by the Board of Directors of the Company at their meeting held on February 01, 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director.

**RESOLVED FURTHER THAT** so long as Dr. Miriam Holstein functions as the Non-Executive Director of the Company, she shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof.

**RESOLVED FURTHER THAT** the Vice Chairman & Managing Director and Chief Executive Officer or the Executive Director and Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorised to 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."

**Notes:**

1. The Explanatory Statement pursuant to Section 102 read with Section 108 and Section 110 of the Act and Regulation 36(3) of the SEBI Listing Regulations, setting out the material facts and reasons for the proposed Ordinary Resolution, considered to be of urgent nature, to be transacted by Postal Ballot and Remote e-Voting, is appended herein below and forms a part of this Postal Ballot Notice. Members are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter, record their assent or dissent through the Remote e-Voting facility provided by the Company.

2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent via electronic mode only, to those Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company and as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ('**Depositories**') as on **Tuesday, February 20, 2024 ('Cut-off Date')**, and whose e-mail addresses are registered with the Company/the Registrar and Transfer Agent (RTA), Link Intime India Private Limited (formerly TSR Consultants Private Limited) and the Depositories/Depository Participants. The Company has also 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 below.

3. As per the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelopes are not being sent to the Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote e-Voting only.

4. The Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories as on Tuesday, February 20, 2024, the Cut-off Date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.

5. In terms of Section 108 and Section 110 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide e-voting facility to all its Members to exercise their right to vote on the proposed resolution, through remote e-voting system. For this purpose, the Company has engaged the services of NSDL, as the authorized agency to enable Members to cast their votes electronically.



6. Members may please note that the Postal Ballot Notice with relevant enclosures, has been uploaded on the website of the Company at [www.bayer.in](http://www.bayer.in), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL, i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Tuesday, February 20, 2024. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

8. The relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement shall be open for inspection electronically, during business hours on all working days, until the last date of the Remote e-Voting, basis the request of the Member(s) being sent on [ir\\_bcs1@bayer.com](mailto:ir_bcs1@bayer.com), mentioning their name, Folio no./Client ID and DP ID and the name of the document they wish to inspect, with a self-attested copy of their PAN Card attached to the e-mail.

**9. The remote e-Voting period begins on Saturday, February 24, 2024 at 9.00 A.M. and ends on Monday, March 25, 2024 at 5.00 P.M. During this period, Members holding shares either in physical or dematerialised form, as on the Cut-off Date i.e., Tuesday, February 20, 2024, may cast their vote electronically. The Remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on the Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.**

10. The Company has appointed Mr. Avinash Bagul (Membership No. FCS 5578/CP No. 19862) of BNP & Associates, Practicing Company Secretaries, or failing him either Mr. Kalidas Ramaswami (Membership No. FCS 2440 /CP No. 22856), or Mr. K. Venkataraman, (Membership No. ACS 8897 /CP No. 12459) Partners, M/s BNP and Associates to act as the Scrutinizer, to scrutinize the voting conducted during the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company or any other person duly authorised by the Chairman and the results of the voting by Postal Ballot will be announced within two working days from the conclusion of the Remote e-Voting.

11. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of Remote e-Voting i.e., Monday, March 25, 2024. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.bayer.in](http://www.bayer.in) and on the website of NSDL immediately after the declaration of results and will also be forwarded to the Stock Exchange where the shares of the Company are listed and also be displayed on the Notice Board of the Company at its Registered Office.

12. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [www.bayer.in](http://www.bayer.in) along with the copy of the signed request letter in Form ISR -1 mentioning the name and address of the member, self-attested copy of the PAN card, and self-attested copy of any document (e.g. Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the member. Members holding shares in dematerialized mode are requested to register /update their email addresses with the relevant Depository Participants. In case of any queries /difficulties in registering the e-mail address, Members may write to [www.bayer.in](http://www.bayer.in).

13. Members are requested to note that pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2, brief particulars including shareholding of the Director proposed to be appointed is given at the end and forms part of this Postal Ballot Notice.



## Instructions for Remote e-Voting

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





### Step 1: Access to NSDL e-Voting system

#### A. Login method for e-Voting for Individual shareholders holding securities in demat mode

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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li></ol>

	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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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 above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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 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>
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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 shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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 etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.





7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” 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 support@bnpassociates.in with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Manager – NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

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 [ir\\_bcs1@bayer.com](mailto:ir_bcs1@bayer.com).





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 [ir\\_bcs1@bayer.com](mailto:ir_bcs1@bayer.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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 WITH LINK INTIME INDIA PRIVATE LIMITED (FORMERLY TSR CONSULTANTS PRIVATE LIMITED) TO RECEIVE THIS POSTAL BALLOT ELECTRONICALLY AND CAST VOTES ELECTRONICALLY**

1. **Registration of email addresses with Link Intime India Private Limited (formerly TSR Consultants Private Limited):** 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 Link Intime India Private Limited on or before 5:00 p.m. IST, Wednesday, March 20, 2024. The link for registering email ID is given herein:

Visit the link: [https://liiplweb.linkintime.co.in/EmailReg/Email\\_Register.html](https://liiplweb.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: [evoting@nsdl.co.in](mailto: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 Link Intime India Private Limited, in respect of physical holding, by submitting the request in Form ISR1 available on the website. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs / Link Intime India Private Limited to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.



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

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors (“Board”) at their meeting held on February 1, 2024, approved the appointment of Dr. Miriam Holstein (DIN: 10458293) as Non-Executive Non-Independent Director of the Company with effect from February 01, 2024 for a period of five years.

Accordingly, in terms of the provisions of the Companies Act, 2013 and Regulation 17(1C) of SEBI Listing Regulations, it is proposed to obtain approval of the Members / shareholders by way of Postal Ballot for appointment of Dr. Miriam Holstein (DIN: 10458293) as Non-Executive Non-Independent Director of the Company for a period of 5 years w.e.f. February 1, 2024 on the terms, conditions and remuneration as mentioned below.

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

**Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards 2 -General Meetings are given below:**

Name	Dr. Miriam Holstein
DIN	10458293
Category	Non-Executive Non-Independent Director
Date of birth	10-02-1967
Age	57 years
Qualifications	Doctorate, University of Münster
Experience / Nature of expertise in specific functional areas	She is the Head of Corporate Office of Bayer AG since 2022. She is the former CEO/CFO for Nordic Region of Bayer Nordic SE, Finland. She has also functional experience in Corporate Finance, Business Planning & Administration, Legal and Capital Markets.
Date of first appointment on the Board	01-02-2024
Shareholding in the Company	NIL
Relationship with other directors and other Key Managerial Personnel	None
Number of Board Meetings attended during FY 2023-24	FY 2023-24 – 1 out of 1
Names of listed entities in which the person holds directorships	None
Names of listed entities from which the person has resigned in the past three years	None
Directorships held in other companies	None
Membership/ Chairmanship of Committees of the Board	None



Memberships / Chairmanship of Committees of other Boards	None
Terms and conditions of appointment or re-appointment	None
Remuneration last drawn (Since February 1, 2024)	None
Brief profile / resume of Director	Same as mentioned in Experience / Nature of expertise in specific functional areas above.

A notice in writing under Section 160 of the Act has been received from a member signifying the intention to propose the name of Dr. Miriam Holstein as a candidate for the office of Director.

The Board of Directors recommends the resolution regarding appointment of Dr. Miriam Holstein, as Non-Executive Non-Independent Director of the Company for consideration and approval of the Members of the Company by way of an Ordinary Resolution.

Except Dr. Miriam Holstein, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing of this resolution.

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

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

Thane, February 01, 2024  
Registered Office:  
Bayer House, Central Avenue,  
Hiranandani Estate,  
Thane (West) - 400 607  
CIN: L24210MH1958PLC011173