



November 30, 2023

The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

COMPANY CODE : 506285
SCRIP CODE : BAYERCROP

Dear Sir / Madam,

Sub.: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find attached the Postal Ballot Notice dated November 03, 2023, seeking approval of the members of the Company, by way of remote e-voting process, for Appointment of Mr. Simon-Thorsten Wiebusch (DIN: 08335591) as the Vice Chairman, Managing Director and Chief Executive Officer of the Company.

In accordance with the General 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 Postal Ballot Notice along with Explanatory Statement is being sent to the Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories and whose email addresses are registered with the Company/Depositories as on **Friday, November 24, 2023 (“Cut-Off Date”)**.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide remote e-voting facility to its members. The remote e-voting facility will be available during the following period:

- **Commencement of e-voting - 09.00 a.m. (IST) on Monday, December 04, 2023**
- **End of e-voting - 05.00 p.m. (IST) on Wednesday, January 03, 2024**

The e-voting module shall be disabled by NSDL thereafter.

Bayer CropScience Ltd.
CIN: L24210MH1958PLC011173

Registered and Corporate Office:
Bayer House
Central Avenue
Hiranandani Estate
Thane (West) – 400 607
Maharashtra, India

Tel : +91 22 2531 1234
Fax : +91 22 2545 5063
www.bayer.in
www.cropscience.bayer.com



The members whose e-mail address is not registered with the Company/Depositories, to receive the postal ballot notice may register on or before 05:00 p.m. IST, Friday, December 29, 2023 by clicking the link: https://tcpl.linkintime.co.in/EmailReg/email_register.html and complete the registration process as mentioned in the Postal Ballot Notice.

This Postal Ballot Notice dated November 03, 2023, will also be available on the Company's website at www.bayer.in and website of NSDL at www.evoting.nsdl.com.

Thanking you.

Yours faithfully,
for **Bayer CropScience Limited**


Nikunj Kumar Savaliya
Company Secretary & Compliance Officer

Encl.: As above



BAYER CROPSCIENCE LIMITED
CIN: L24210MH1958PLC011173

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

Tel.: +91 22 2531 1234, **Email:** ir_bcsl@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 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 Notice, seeking approval for the appointment of Mr. Simon-Thorsten Wiebusch (DIN: 08335591) as Vice Chairman, Managing Director and Chief Executive Officer of the Company with effect from November 01, 2023 for a period of five years of the Company 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 Mr. Simon-Thorsten Wiebusch (DIN: 08335591) as Vice Chairman, Managing Director and Chief Executive Officer of the Company:

"RESOLVED THAT based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company and pursuant to the provisions of Schedule V and Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**), including any amendment and any relevant rules made thereof read with article 194 of the Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India



(Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other provisions as may be applicable and subject to the approval of the Central Government or such other approvals as may be necessary, if any, approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Simon-Thorsten Wiebusch (DIN: 08335591) as the Vice Chairman, Managing Director and Chief Executive Officer of the Company for a period of five (5) years commencing from November 01, 2023 on the terms and conditions as set out in the Explanatory Statement of this Postal Ballot Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) and the draft of the Agreement to be entered into between the Company and Mr. Simon-Thorsten Wiebusch and he shall not be liable to retire by rotation during the said tenure.

RESOLVED FURTHER THAT Mr. Simon-Thorsten Wiebusch, being Vice Chairman, Managing Director and Chief Executive Officer shall act as a Key Managerial Personnel (KMP) of the Company pursuant to the provisions of Section 203(1), 203(2) read along with Section 170 and Section 2(51) of the Act.

RESOLVED FURTHER THAT so long as Mr. Simon-Thorsten Wiebusch functions as the Vice Chairman, 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. Simon-Thorsten Wiebusch, as the Vice Chairman, Managing Director and Chief Executive Officer of the Company for a period of five (5) years with effect from November 01, 2023 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 Nomination & Remuneration Committee / Board is hereby authorized to revise, amend, alter and vary the remuneration and terms of the appointment of Mr. Simon-Thorsten Wiebusch in accordance with the applicable provisions of the Act read with Schedule V and other applicable provisions (including statutory modification(s) or enactment(s) thereto, for the time being in force) of the Act and the Rules made thereunder and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors 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.”

Notes:

The Explanatory Statement pursuant to Section 102 read with Section 108 of the Act and Regulation 36 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.



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 **Friday, November 24, 2023** ('**Cut-off Date**'), and whose e-mail addresses are registered with the Company/the Registrar and Transfer Agent (RTA), TSR Consultants Private Limited 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.

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.

The Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, November 24, 2023, 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.

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

Members may please note that the Postal Ballot Notice with relevant enclosures, have been uploaded on the website of the Company at www.bayer.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL, i.e. www.evoting.nsdl.com.

The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, November 24, 2023. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

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, 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.

The remote e-Voting period begins on Monday, December 4, 2023 at 9.00 A.M. and ends on Wednesday, January 3, 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., November 24, 2023, 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.

The Company has appointed Mr. B. Narasimhan (Membership No. FCS 1303/CP No.10440) of BN & Associates, Practicing Company Secretaries or failing him Mr. Avinash Bagul (Membership No. FCS 5578/CP No. 19862) of BNP & Associates, Practicing Company Secretaries, 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.

The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of Remote e-Voting i.e., **Wednesday, January 3, 2024**. The results declared along with the Scrutinizer's Report shall be placed on the Company's website 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.

Members are requested to note that pursuant to regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards-2 (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">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select

	<p>“Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p>



	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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:

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 shareholders other than Individual shareholders are given below:

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



6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **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 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.



3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Manager – NSDL at 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_bcsl@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_bcsl@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 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 TSR CONSULTANTS PRIVATE LIMITED TO RECEIVE THIS POSTAL BALLOT ELECTRONICALLY AND CAST VOTES ELECTRONICALLY

1. **Registration of email addresses with TSR 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, Friday, December 29, 2023. 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: evoting@nsdl.co.in.

- 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 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 / TSR 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**”) in their meeting held on August 28, 2023, approved the appointment of Mr. Simon-Thorsten Wiebusch (DIN: 08335591) as Vice Chairman, Managing Director and Chief Executive Officer with effect from November 01, 2023 for a period of five years, in view of the resignation of Mr. Duraiswami Narain as the Vice Chairman, Managing Director and Chief Executive Officer of the Company of the Company with effect from October 31, 2023, due to his planned repatriation to Bayer US.

The said appointment is subject to the approval of the shareholders by way of an Ordinary Resolution. Accordingly, it is now proposed to obtain approval of the Members / shareholders by way of Postal Ballot for appointment of Mr. Simon-Thorsten Wiebusch (DIN: 08335591) as Vice Chairman, Managing Director and Chief Executive Officer of the Company for a period of 5 years w.e.f. November 01, 2023 on the terms, conditions and remuneration as mentioned below.

Mr. Simon-Thorsten Wiebusch is neither disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 (“**Act**”) nor is debarred from holding the office of Director by virtue of any SEBI order or any other authority and has given all the necessary declarations and confirmation including his consent to be appointed on the Board of the Company.

Since Mr. Simon-Thorsten Wiebusch is a foreign national and has a non-residential status, his appointment as Vice Chairman, Managing Director and Chief Executive Officer of the Company is subject to the approval of the Central Government, in terms of Schedule V, Part I to the Act.

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

Name	Mr. Simon-Thorsten Wiebusch
DIN	08335591
Category	Executive Director
Date of birth	03-01-1976
Age	47 years
Qualifications	Mr. Simon-Thorsten 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.
Experience / Nature of expertise in specific functional	Mr. Simon-Thorsten Wiebusch is the Country Divisional Head for the CropScience Business of Bayer in India, Bangladesh & Sri Lanka (IBSL) since January 01, 2022, and is based in Bayer's South Asia headquarters in Thane, India. Simon-Thorsten Wiebusch took over as the President, Bayer South Asia



areas	<p>in addition to his current role as County Division Head (CDH) of IBSL cluster in CropScience.</p> <p>Mr. Simon-Thorsten Wiebusch began his stint in South Asia as the Chief Operating Officer of the Crop Science Division of Bayer for India, Bangladesh & Sri Lanka from August 21, 2018. Prior to this, Mr. Simon-Thorsten Wiebusch was heading the South East Asia business, based in Bangkok, Thailand. Mr. Simon-Thorsten Wiebusch started his career with Bayer in 1997 based at the company's headquarters in Germany. He built his professional experience by leading diverse teams across functions and regions working within Germany, Eastern Europe and Asia. He has more than two decades of experience in the agriculture industry.</p>
Date of first appointment on the Board	17-12-2021
Shareholding in the Company	NIL
Relationship with other directors and other Key Managerial Personnel	None
Number of Board Meetings attended during FY 2022-23 and during the current FY 2023-24 until the signing of this Postal Ballot Notice	<p>FY 2022-23 – 5 out of 5</p> <p>FY 2023-24 – 4 out of 4</p>
Nature of expertise	Business Leadership and Management, Strategy Development and Insight, Agri Business, Governance, Risk and Compliance and Finance and Accounts
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	Mr. Simon-Thorsten Wiebusch resigned in the capacity of a Whole time Director of the Company w.e.f October 31, 2023 pursuant to his appointment as the Managing Director of the Company w.e.f November 1, 2023
Directorships held in other companies	<ol style="list-style-type: none"> 1. Bayer Bioscience Private Limited 2. Mahyco Monsanto Biotech (India) Private Limited 3. Bayer Zydus Pharma Private Limited
Membership/ Chairmanship of Committees of the Board	<ol style="list-style-type: none"> 1. CSR & ESG Committee – Chairman 2. Risk Management Committee – Chairman 3. Stakeholder's Relationship Committee – Member
Memberships /	1. Bayer Bioscience Private Limited – CSR Committee, Chairman



Chairmanship of Committees of other Boards	2. Bayer Zydus Pharma Private Limited - CSR Committee, Member		
Terms and conditions of appointment or re-appointment	(a)	Salary	Rs. 18,00,176/- net (Rupees Eighteen lakhs one hundred and seventy-six 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 Vice Chairman & 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.
	(d)	Perquisites	The Vice Chairman & 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 Vice Chairman & 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.
Remuneration last drawn (FY 2022-23)	INR 95.97 Million*		
Brief profile /	Same as mentioned in Experience / Nature of expertise in specific functional		



resume of Director	areas above.
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Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of appointment of Mr. Simon-Thorsten Wiebusch, the Company has no profits or its profits are inadequate, he shall be paid minimum remuneration in accordance with the applicable provisions of Schedule V of the Act and the Company will pay remuneration by way of Salary, Benefits, Perquisites, Allowances and Commission subject to such further approvals as may be required.

Any variation to the terms and conditions of his appointment and remuneration, including basic salary, benefits, perquisites, allowances, commission, if any, will be subject to review of the Board and/or the Nomination and Remuneration Committee and the shareholders (if applicable), in accordance with the applicable provisions of the Act and the SEBI Listing Regulations.

A copy of the draft agreement including the terms and conditions of appointment and remuneration of Mr. Simon-Thorsten Wiebusch for a period of five years with effect from November 01, 2023 will be available for inspection on request without payment of fee. None of the other Directors or Key Managerial Personnel of the Company or their relatives, are, directly or indirectly, concerned or interested, financially or otherwise, in the resolution set out in this Notice.

The Board of Directors recommend the resolution regarding appointment of Mr. Simon-Thorsten Wiebusch, as the Vice Chairman, Managing Director and Chief Executive Officer of the Company for a period of five years with effect from November 01, 2023 for consideration and approval of the Members of the Company by way of an Ordinary 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, November 03, 2023
Registered Office:
Bayer House, Central Avenue,
Hiranandani Estate,
Thane (West) - 400 607
CIN: L24210MH1958PLC011173