



July 23, 2025

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

**COMPANY CODE** : **BAYERCROP**  
**SCRIP CODE** : **506285**

Dear Sir/Madam,

**Sub.: Notice of 67th Annual General Meeting (AGM) for the Financial Year 2024-25.**

In terms of the requirements of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Notice of the 67th AGM of the Company for the Financial Year 2024-25, to be held on Thursday, August 21, 2025 at 11:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

The said Notice also forms part of the Annual Report for the Financial Year 2024-25, submitted to the stock exchange vide letter dated July 23, 2025.

This is for your information and records.

Thanking you,

Yours faithfully,  
*for* **Bayer CropScience Limited**

**Bharati Shetty**  
Company Secretary and Compliance Officer  
(Membership No.: ACS 24199)

Encl.: As above

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](http://www.bayer.in)  
[www.cropscience.bayer.com](http://www.cropscience.bayer.com)

**RESTRICTED**



## NOTICE

To,  
**The Members of Bayer CropScience Limited**

NOTICE is hereby given that the 67<sup>th</sup> Annual General Meeting (“AGM/Meeting”) of Bayer CropScience Limited (“the Company”) will be held on Thursday, August 21, 2025, at 11:30 a.m. IST through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business.

### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Standalone Financial Statements together with the Reports of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2025.
2. To confirm the payment of Interim Dividend on Equity Shares of ₹ 10 each aggregating to ₹ 90 per equity share and to declare Final Dividend on Equity Shares of ₹ 10 each aggregating to ₹ 35 per equity share for the financial year ended March 31, 2025.
3. To appoint a Director in place of Dr. Thomas Hoffmann (DIN: 06485949), who retires by rotation and being eligible offers his candidature for re-appointment.

### SPECIAL BUSINESS:

4. **Appointment of Mr. Sanjiv Rangrass (DIN: 08786754) as the Non-Executive Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution, as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Articles of Association of the Company, and pursuant to

the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company (“Board”), Mr. Sanjiv Rangrass (DIN: 08786754), who was appointed as an Additional Director (Category: Non-Executive Independent Director) of the Company with effect from August 01, 2025, who meets the criteria of independence under Section 149(6) of the Act and rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as the Independent Director of the Company for a period of five (5) consecutive years which would commence from August 01, 2025 until July 31, 2030 and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board or the Company Secretary be and are hereby authorised to do all such acts, deeds, things, take all such steps as may be necessary and expedient to give effect to the foregoing resolution.”

5. **Appointment of M/s. S. N. Ananthasubramanian & Co., Practicing Company Secretaries, as the Secretarial Auditors of the Company for a term of five (5) consecutive years from the financial year 2025-26 to the financial year 2029-30:**

To consider and, if thought fit, to pass the following resolution, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Regulation 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. S. N. Ananthasubramanian & Co. (SNACO), Practicing Company Secretaries (Firm Registration Number: P1991MH040400) appointed by the Board of Directors of the Company on the



recommendation of the Audit Committee, be and are hereby appointed as Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditors from the financial year 2025-26 up to financial year 2029-30, on such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors, from time to time.

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board or the Company Secretary be and are hereby authorised to do all such acts, deeds, things, take all such steps as may be necessary and expedient to give effect to the foregoing resolution.”

6. **Ratification of remuneration payable to M/s. D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611), Cost Auditors of the Company for the financial year ending March 31, 2026.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. D. C. Dave & Co., Cost Accountants, having Firm Registration No. 000611, appointed by

the Board of Directors of the Company on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records of the Company relating to “Insecticides” for the financial year ending March 31, 2026, being ₹ 0.63 Million (Rupees point six three Million only) plus taxes as applicable and out of pocket expenses incurred in performance of their duties, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board or the Company Secretary be and are hereby authorised to do all such acts, deeds, things, take all such steps as may be necessary and expedient to give effect to the foregoing resolution.”

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

**Bharati Shetty**

Company Secretary & Compliance Officer  
Membership No.: ACS 24199

Thane, June 11, 2025

**Registered Office:**

Bayer House, Central Avenue,  
Hiranandani Estate,  
Thane (West) - 400607  
CIN: L24210MH1958PLC011173



## NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 along with subsequent circulars issued in this regard and the latest dated September 19, 2024 (collectively referred to as “MCA Circulars”), permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India (“SEBI”) vide its Master Circular dated November 11, 2024 read with Circular dated October 3, 2024 (“SEBI Circulars”) and other applicable circulars issued in this regard have provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In compliance with the applicable provisions of the Act and MCA Circulars, the 67<sup>th</sup> AGM of the Members will be held through VC/OAVM and Members can attend and participate in the AGM through VC/OAVM only as arranged by the Company with National Securities Depository Limited.
2. The venue of the meeting shall be deemed to be the Registered Office of the Company at Bayer House, Central Avenue, Hiranandani Estate, Thane (West) – 400607, Maharashtra as prescribed under the Circulars.
3. The Explanatory Statement pursuant to Section 102 of the Act and Secretarial Standard-2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India, stating all material facts and reasons for certain businesses set out in the Notice is annexed hereto and forms part of this Notice. Members are requested to peruse such proposed resolution(s) along with the Explanatory Statement and thereafter, record their assent or dissent through the Remote e-Voting facility provided by the Company.
4. The details under Regulation 36(3) of the SEBI Listing Regulations read with the applicable provisions of SS-2 on General Meetings including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force, in respect of the Director seeking approval for appointment and re-appointment at the AGM, forms part of the annexure to this Notice. The Company has received the requisite consents/declarations/confirmations for the appointment under the SEBI Listing Regulations, the Act and the rules made thereunder.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), SS-2 on General Meetings issued by ICSI, Regulation 44 of SEBI Listing Regulations, and the Circulars issued by the MCA, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 67<sup>th</sup> AGM and to those Members participating in the 67<sup>th</sup> AGM, to cast vote through e-Voting system during the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using Remote e-Voting system (“Remote e-Voting”) as well as e-Voting on the date of the AGM will be provided by NSDL.
6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and attendance slip including route map have not been annexed with this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and cast their votes through e-Voting.
7. In case of joint holders participating at the AGM together, only such joint holder whose name



appears higher in the order of names will be entitled to vote.

8. 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 email to bhaskar@nlba.in with a copy marked to evoting@nsdl.com. They 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.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 08, 2025 till Friday, August 15, 2025 (both days inclusive).
11. The Final Dividend of ₹ 35 per Equity Share, as recommended by the Board of Directors, if declared at the ensuing 67<sup>th</sup> Annual General Meeting will be paid on or after Tuesday, September 02, 2025:
  - (i) to those Members who hold shares in physical form and whose names appear on the Company's Register of Members as holders of Equity Shares as on Thursday, August 07, 2025, after effecting the request for transmission/transposition etc. lodged on that date which are valid and found to be in order.
  - (ii) in respect of shares held in dematerialized form, to the Beneficial Owners of the shares as at the close of business hours on Thursday, August 07, 2025, as per details furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").
12. Members who hold shares in dematerialised form are requested to direct any change of address/bank mandate to their respective Depository Participant. Members are encouraged to utilize the Electronic Clearing System ("ECS") for receiving dividend.
13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act, and any other documents referred to in the accompanying Notice and Explanatory Statement, shall be made available for inspection electronically by the Members in accordance with the applicable statutory requirements based on the requests received by the Company at ir\_bcs1@bayer.com. Additionally, such documents shall be available for inspection at the Registered Office of the Company during business hours on all working days except Saturdays and Sundays upto the date of the AGM.
14. Transcript of the AGM will be hosted on the website of the Company after the AGM.
15. **ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ADDRESS:**
  - a. Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI Listing Regulations, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their email addresses with the Company or Depositories. In accordance with the Circulars issued by MCA and SEBI, the Annual Report containing financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), and such statements including the Notice of the 67<sup>th</sup> AGM are being sent through electronic mode to those Members whose email address is registered with the Company or the Depositories. Members may note that the Notice of the 67<sup>th</sup> AGM and the



Annual Report for the financial year 2024-25 are also available on the Company's website at [www.bayer.com](http://www.bayer.com) and website of the Stock Exchange i.e. BSE Limited: [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- b. Members are requested to direct all shares related correspondence at the below mentioned address. Further Members who have not registered their email address are requested to register the same along with any subsequent changes pertaining to their name, postal address, email address, Telephone/Mobile Number, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. or to receive Shareholders' communications through electronic means, including annual reports and notices by directly sending the relevant email address.

<b>For shares held in Physical form</b>	By submitting Form ISR-1 duly filled and signed by the all the holders as per the specimen signature registered with the Company. The Form ISR-1 is available on the website of the Registrar and Share Transfer Agent ("RTA"), MUFG Intime India Private Limited ("MUFG") (formerly Link Intime India Private Limited) at <a href="https://in.mpms.mufg.com">https://in.mpms.mufg.com</a>
<b>For shares held in Dematerialized form</b>	By contacting the concerned Depository Participant (DP).

- c. In accordance with the MCA Circulars, the Company has additionally enabled a process for the limited purpose of receiving the Annual Report and notice of AGM, during the financial year 2024-25 and the Members may temporarily update their email address by accessing the link <https://web.in.mpms>.

[mufg.com/EmailReg/Email\\_Register.html](http://mufg.com/EmailReg/Email_Register.html). Please note that registration of email address and Mobile Number is mandatory while voting electronically & joining virtual meetings.

**16. IMPORTANT NOTICE TO SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE:**

- a. SEBI has through relevant circulars issued in this regard, mandated furnishing of PAN, KYC and Nomination by Members holding shares in physical form. In view of the same, concerned Shareholders are requested to furnish the requisite documents/information to the RTA at the earliest. Any payments including dividend in respect of such folios wherein any one of the above cited documents/details are not available, shall only be made electronically, upon registering all the required details.
- b. Members may note that, as mandated by SEBI, effective April 1, 2019, the Company cannot process any request for transfer of securities in physical mode. Further, SEBI has vide its circular dated January 25, 2022 mandated listed companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests in prescribed Form ISR-4, as available on the Company's website. The Company/RTA shall verify and process the investor service requests and thereafter issue a "Letter of Confirmation" ("LOC") in lieu of physical share certificate(s). The LOC shall be valid for a period of one hundred and twenty days from the date of issuance within which the Member/Claimant shall make a request to the Depository Participant(s) for dematerialising the said shares. In case, the demat request is not submitted within



the aforesaid period, the shares shall be credited to the Company's Suspense Escrow Demat Account.

- c. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in dematerialised form are therefore requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their dematerialised accounts.
- d. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or MUFG, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
- e. Pursuant to the provisions of Section 72 of the Act read with the rules made thereunder and in terms of SEBI Circulars, Members holding shares in a single name may avail the facility of nomination in respect of the shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13, to the RTA of the Company. The said form is available on the Company's website at [www.bayer.in](http://www.bayer.in).

Further, if shares are held in dematerialized form, Members can contact their respective Depository Participant(s) to update their nomination details.

- f. Members who wish to claim dividends that remain unclaimed/unpaid are requested to submit their request to the Company's RTA or the Company Secretary, at the Company's Registered Office or email at [ir\\_bcsl@bayer.com](mailto:ir_bcsl@bayer.com). Members are requested to note that dividends that are not claimed or remain unpaid for seven (7) years from the date of transfer to the Company's unpaid dividend account will be/are transferred to the Investor Education and Protection Fund

("IEPF"). Further, equity shares in respect of which dividend remains unclaimed/unpaid for seven (7) consecutive years will also be transferred to the IEPF as per Section 124 of the Act read with rules notified thereunder, as may be amended from time to time. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in Form IEPF-5.

In view of this, Members are requested to claim their dividends from the Company within the stipulated timeline to avoid transfer of dividends or shares, as the case may be to the IEPF Account. The Shareholders holding shares in physical form are requested to submit the KYC details in requisite forms as stated above duly executed to MUFG along with the supporting for claiming the dividend. The Shareholders holding shares in electronic form are requested to ensure their latest bank details are updated against their demat account which will be considered to make payment of the outstanding dividend.

- g. To receive the dividend on time, Members holding shares in physical form should be KYC compliant and receive the dividends directly in their bank accounts through Electronic Clearing Service or any other means. Members are requested to send the following documents to the Registrar and Share Transfer Agent ("RTA") – MUFG Intime India Private Limited ("MUFG"), (formerly Link Intime India Private Limited), latest by Thursday, August 07, 2025:
  - i. Form No. ISR-1 duly filled and signed by the holders as per the specimen signature registered with the Company stating their Name, Folio Number, complete address with Pincode, PAN of all holders, email address, Mobile Number and the following details relating to the bank account in which the dividend is to be received:



- o Name of Bank and Bank Branch.
  - o Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions.
  - o 11-digit IFSC Code; and
  - o 9-digit MICR Code.
- ii. Original copy of cheque bearing the name of the Member or first holder, in case, shares are jointly held along with Self-attested copy of the PAN Card of all holders.
  - iii. Self-attested copy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
  - iv. Form ISR-2 duly filled and signed. The signature of the holders should be attested by the Bank Manager.
  - v. Form SH-13, Nomination form of ISR-3 to opt out from Nomination.

The above Investor Service Request (“ISR”) Forms are available at RTA’s website at <https://in.mpms.mufig.com>  
Resources → Downloads → KYC.

- h. In terms of the MCA Circular No. 20/2020 dated May 5, 2020, due to non-availability of complete details of the bank account, if the Company is unable to remit the Final Dividend electronically, the dividend warrants/cheques/demand drafts, shall be dispatched to such Shareholders holding shares in electronic form by post.
- i. The RTA of the Company has implemented various investor initiatives given below as part of their constant endeavour to enhance investor servicing:

**Investor Service portal –**

“**SWAYAM**” is a secure, user-friendly web-based application developed by

our RTA, that empowers investors to effortlessly access various services. Investors are requested to get registered and have first-hand experience of the portal. This application can be accessed at <https://swayam.in.mpms.mufig.com>

**Chatbot –**

“**iDIA**” is a Chatbot developed by our RTA, that utilizes conversational technology to provide investors with a round-the-clock intuitive platform to ask questions and get information about queries. Talk to **iDIA** by logging in to <https://in.mpms.mufig.com>

**FAQs –**

The FAQ section on their website has very detailed answers to almost all probable investor queries. Please visit <https://in.mpms.mufig.com/faq.html> to find answers to your queries related to securities.

- j. Members are requested to direct all shares related correspondence at the following address:

**MUFG Intime India Private Limited (“MUFG”)**, (formerly Link Intime India Private Limited)

**Unit:** Bayer CropScience Limited,  
C-101, 1<sup>st</sup> Floor, 247 Embassy Park,  
L.B.S. Marg, Vikhroli (West),  
Mumbai – 400083.

**Tel No.:** +91 810 811 8484

**Fax No.:** +91 22 6656 8494

**Website:** <https://in.mpms.mufig.com>

- k. Pursuant to the Rule 5(8) of the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company on its website at [www.bayer.com](http://www.bayer.com).
- l. SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/76 dated May 30, 2022, provided investors an option for dispute resolution under the Stock Exchange arbitration mechanism where Shareholders



can opt for arbitration with Stock Exchanges in case of any grievance with the Company and/or RTA.

Further, investors can also register their complaint on the Online Dispute Resolution Portal, a mechanism for online resolution of disputes arising in the Indian Securities Market.

- m. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 01, 2020, and the Company is required to deduct tax at source (“TDS”) from dividend paid to Shareholders at the prescribed rates (plus applicable surcharge and cess) as may be notified from time to time. The information regarding the applicability of TDS rate for various categories of Shareholders and documentation required, is available under the Investor Section on the Company’s website at [www.bayer.in](http://www.bayer.in).

The Shareholders are requested to send all the necessary documents complete in all respect through email at [dividend.india@bayer.com](mailto:dividend.india@bayer.com) on or Thursday, August 07, 2025, to enable the Company to deduct the correct TDS on the payment.

#### 17. VOTING THROUGH REMOTE E-VOTING:

- a. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company is pleased to provide its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business shall be transacted through e-Voting services. The facility of casting the votes by the Members using an electronic voting system from a place

other than venue of the AGM (“remote e-Voting”) will be provided by NSDL.

- b. In order to increase the efficiency of voting process and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Demat account holders are being provided a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the e-Voting service providers, thereby facilitating seamless authentication, enhancing ease and convenience of participating in the e-Voting process.
- c. The remote e-Voting period commences on Monday, August 18, 2025 (09.00 a.m. IST) and ends on Wednesday, August 20, 2025, (05.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-Off Date of Thursday, August 14, 2025 (“Cut-Off Date”), 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.
- d. 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. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. Any person, who acquires shares of the Company and becomes a Member of the Company after sending the Notice and holding shares as of the Cut-Off Date, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if the Member is already registered with NSDL for remote e-Voting then they can



use their existing User ID and Password for casting the vote.

- e. The Members who have cast their vote by remote e-Voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again. A facility for e-Voting at the AGM will be made available to the Members who have not already cast their votes by remote e-Voting prior to the Meeting.
- f. The details of the process and manner for remote e-Voting are explained herein below:

**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/Members holding securities in demat mode:**

In terms of 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. Shareholders are advised to update their Mobile Number and email address 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>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8 digit DP ID, 8 digit Client ID, PAN, Verification code and generate OTP. Enter the OTP received on registered email address/Mobile Number and click on login. 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <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 or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>



Type of Shareholders	Login Method
	<p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 or joining virtual meeting &amp; voting during the meeting.</p> <p>5. 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><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>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 at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 are 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>If the user is not registered for Easi/Easiest, option to register is available at <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>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an 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 Number &amp; email address as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



Type of Shareholders	Login Method
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<ol style="list-style-type: none"> <li>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.</li> <li>2. 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.</li> <li>3. 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 or joining virtual meeting and voting during the meeting.</li> </ol>

**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
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	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. 1800-21-09911

**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 123456 then user ID is 123456001***.

## 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 address is registered in your demat account or with the company, your “initial password” is communicated to you on your email address. Trace the email sent to you from NSDL from your

mailbox. Open the email and open the attachment i.e. .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 address is not registered, please follow steps mentioned below in process for those Shareholders whose email address 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) Click on “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.com](mailto:evoting@nsdl.com) mentioning your demat account number/Folio Number, your PAN, your name and your registered address etc.
    - d) Members can also use the One Time Password (“OTP”) 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.

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 and AGM is in active status.
2. Select “EVEN- 134280” 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.

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

1. In case shares are held in physical mode please provide Folio Number, Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by sending an email to [ir\\_bcsl@bayer.com](mailto:ir_bcsl@bayer.com), or to MUFG at [csg-unit@in.mpmsmufg.com](mailto:csg-unit@in.mpmsmufg.com).
2. In case shares are held in demat mode, please provide DP ID – Client ID (16 digit DP ID +

Client ID or 16 digit beneficiary ID), Name, Client Master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to [ir\\_bcsl@bayer.com](mailto: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.com](mailto:evoting@nsdl.com) for procuring User ID and Password for e-Voting by providing above mentioned documents.

### **PROCESS FOR REGISTERING EMAIL ADDRESSES WITH MUFG INTIME INDIA PRIVATE LIMITED TO RECEIVE THIS NOTICE OF ANNUAL GENERAL MEETING AND CAST VOTES ELECTRONICALLY**

1. **Registration of email addresses with MUFG:**  
The Company has made special arrangements with MUFG for registration of email 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 email addresses are not registered with the Company/ DPs are required to provide the same to MUFG on or before Thursday, August 14, 2025, 05.00 p.m. IST. The link for registering email address is given herein:

[https://web.in.mpms.mufg.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufg.com/EmailReg/Email_Register.html)

- i. Select the Name of the Company from dropdown i.e. Bayer CropScience Limited.
- ii. 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.
- iii. Enter Mobile Number and email address and click on “Continue” button.



- iv. System will send OTP on Mobile Number and email address.
- v. Enter the OTP received on Mobile Number and email address.
- vi. The system will then confirm the email address as recorded for receiving this AGM Notice.

After successful submission of the email address, NSDL will email a copy of this AGM Notice along with the e-Voting User ID and Password. In case of any queries, Members may write to the following email address: [evoting@nsdl.com](mailto:evoting@nsdl.com).

- 2. **Registration of email address permanently with Company/DP:** Members are requested to register the same with their concerned DPs in respect of electronic holding and with MUFG in respect of physical holding, by submitting the request in Form ISR-1 available on the website. Further, those Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs/MUFG to enable servicing of notices/documents/Annual Reports and other communications electronically to their email address in future.

**18. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM AND FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

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

- c. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d. The contact person for addressing any grievances related to the e-Voting facility on the day of the AGM shall be the same as the one designated for remote e-Voting
- e. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for "**Access to NSDL e-Voting system**". After successful login, you can see link of "VC/OAVM link" placed under "**Join General Meeting**" menu against the Company name. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company i.e. 134280 will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- f. Members are encouraged to join the Meeting through Laptops for better experience.
- g. Further, Members are requested to use the Internet at good speed to avoid any disturbance during the meeting.
- h. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.



- i. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio Number, PAN, Mobile Number at [ir\\_bcsl@bayer.com](mailto:ir_bcsl@bayer.com) from Monday, August 11, 2025 (09:00 a.m. IST) to Friday, August 15, 2025 (05:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

#### 19. GENERAL GUIDELINES FOR SHAREHOLDERS

- a. 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.
- b. 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 or send a request to Ms. Pallavi Mhatre, Senior Manager – NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).

#### 20. PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

- a. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the meeting, Members are

encouraged to express their views/send their queries in advance mentioning their Name, DP ID Client ID/Folio Number, email address and Mobile Number to [ir\\_bcsl@bayer.com](mailto:ir_bcsl@bayer.com). Questions/queries received by the Company till Friday, August 15, 2025, 05.00 p.m. IST shall only be considered and responded to during the AGM.

- b. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM, depending on availability of time.

#### 21. VOTING RESULTS:

- a. The Board of Directors has appointed Mr. Bhaskar Upadhyay (Membership No. 8663/FCS: 9625) or failing him Mr. Bharat Upadhyay Membership No. 5436, FCS No. 4457) of M/s. NL Bhatia and Associates to act as the Scrutiniser to scrutinise the voting during the AGM and remote e-Voting process in a fair and transparent manner.
- b. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting electronically for all those Members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- c. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting and shall make, not later than two (2) working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.



- d. On receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.bayer.in](http://www.bayer.in) and on

the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be forwarded to BSE Limited, Mumbai as per the stipulated timelines.

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

**Bharati Shetty**

Company Secretary & Compliance Officer  
Membership No.: ACS 24199

Thane, June 11, 2025

**Registered Office:**

Bayer House, Central Avenue,  
Hiranandani Estate,  
Thane (West) - 400607  
CIN: L24210MH1958PLC011173



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

### Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”) read with the Articles of Association of the Company, the Board of Directors (“Board”) at their meeting held on June 11, 2025, approved the appointment of Mr. Sanjiv Rangrass (DIN: 08786754) as an Additional Director (in the capacity of Non-Executive Independent Director) of the Company w.e.f. August 01, 2025 and to hold office as a Non-Executive Independent Director for a term of five (5) consecutive years i.e. upto July 31, 2030, subject to approval of the Shareholders of the Company.

Based on his extensive experience, deep industry knowledge, and alignment with the Company’s values and governance standards, Mr. Rangrass was identified as a highly suitable candidate for the role of Independent Director.

Mr. Rangrass has confirmed his eligibility and has given his consent to serve as an Independent Director of the Company. The Company has received declaration from him confirming that:

- (i) he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 (the “Act”) and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”);
- (ii) he is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
- (iii) he is not debarred from holding office of director pursuant to any order of SEBI, Ministry of Corporate Affairs or any such other Statutory Authority; and
- (iv) he is not aware of any circumstance or situation which exists or may be reasonably anticipated

that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

Further, Mr. Rangrass has confirmed that he has successfully registered himself in the Independent Director’s Databank maintained by the Indian Institute of Corporate Affairs in terms of the requirement of the Act.

The Nomination and Remuneration Committee recommended his appointment on the basis of his knowledge, skills, expertise and experience. In the opinion of the Board, Mr. Rangrass fulfils the conditions specified in the Act, rules made thereunder and SEBI Listing Regulations for appointment as an Independent Director of the Company and is independent of management of the Company.

As a Non-Executive Independent Director, Mr. Rangrass shall be entitled to remuneration in the form of commission and sitting fees for attending Board & Committee meeting(s) which shall be governed by Company’s Nomination and Remuneration Policy and shall be subject to the approval of the Board from time to time.

A copy of the letter of appointment issued to Mr. Rangrass setting out the terms and conditions of his appointment as an Independent Director will be available for inspection by the Members as stated in point 13 of the Notes given above.

The Board of Directors recommend the “**Special Resolution**” set out in **Item No. 4** of this Notice for the approval of the Members.

Except Mr. Rangrass and his relatives, to the extent of their shareholding, if any, in the Company, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the passing of this resolution as set out in **Item No. 4**.

**Item No. 5**

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the applicable rules made thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to appoint a Practicing Company Secretary for not more than one term of five (5) consecutive years or a firm of Practicing Company Secretaries as Secretarial Auditors for not more than two terms of five (5) consecutive years, with the approval of the Members at its Annual General Meeting ("AGM") and such Secretarial Auditors must be a peer reviewed Company Secretary and should not have incurred any of the disqualifications as specified under the SEBI Listing Regulations.

The Company initiated a fair tender process by issuing a request for quotation to some reputed, peer-reviewed firms of practicing Company Secretaries based on their demonstrated expertise in secretarial audits, strong professional credibility, and a robust client portfolio. After a comprehensive and objective assessment of all relevant factors including experience, competence, and alignment with the Company's governance standards the Board of Directors at the recommendation of the Audit Committee of the Directors, at its meeting held on May 26, 2025, approved, subject to the approval of the Members, the appointment of M/s. S. N. Ananthasubramanian & Co. (SNACO), Company Secretaries (Firm Registration Number: P1991MH040400), as the Secretarial Auditors of the Company for a term of five (5) consecutive financial years, commencing from financial year 2025-26 and ending with financial year 2029-30.

S. N. Ananthasubramanian & Co (SNACO) established in 1991 is a reputed firm of Practicing Company Secretaries, providing a wide range of professional services in the areas of services of audit & assurance, business set-up and closure, corporate governance, certification and attestations, due diligence, corporate secretarial services, scrutinizer services and securities law. The firm is Peer Reviewed and

Quality Reviewed by the Institute of Company Secretaries of India (ICSI).

The firm has consented to the proposed appointment and confirmed their eligibility in accordance with Clause (a) of Regulation 24A(1A) of the SEBI Listing Regulations. They have also affirmed that they have not incurred any disqualifications as specified by SEBI. A copy of their consent and eligibility confirmation will be available for inspection by the Members, as mentioned in Note 13 to this Notice.

The proposed remuneration payable to SNACO for the financial year 2025-26 is ₹ 0.5/- Million (Rupees point five Million only), plus applicable taxes and out-of-pocket expenses. The said fees will be subject to a year-on-year revision of 5% until the conclusion of their term. There is no material variation in the proposed fees as compared to that paid to the previous Secretarial Auditors. The Board of Directors in consultation with the Audit Committee and SNACO, may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed.

Accordingly, approval of the Members is sought for the appointment of SNACO as the Secretarial Auditors of the Company for a term of five (5) consecutive years, by passing the "**Ordinary Resolution**" as set out in **Item No. 5** of this Notice.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the passing of this resolution as set out in **Item No. 5**.

**Item No. 6**

The Board, on the recommendation of the Audit Committee, in its meeting dated May 26, 2025, has approved the appointment of M/s. D.C. Dave & Co., Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for "Insecticides" for the financial year ending March 31, 2026, at a remuneration of ₹ 0.63 Million (Rupees point six three Million only) plus taxes as applicable and out-of-pocket expenses incurred by them for the purpose of audit for the financial year 2025-26.



A Certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection by the Members as stated in Point 13 of the Notes given above.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board must be ratified by the Members of the Company. Accordingly, the consent

of the Members is sought for passing an “**Ordinary Resolution**” as set out at **Item No. 6** of this Notice.

The Board recommends ratification of remuneration of Cost Auditors, as set out in **Item No. 6** of this Notice for approval of the Members as an “**Ordinary Resolution**”.

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

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

**Bharati Shetty**  
Company Secretary & Compliance Officer  
Membership No.: ACS 24199

Thane, June 11, 2025

**Registered Office:**

Bayer House, Central Avenue,  
Hiranandani Estate,  
Thane (West) - 400607  
CIN: L24210MH1958PLC011173



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

<b>Name</b>	<b>Dr. Thomas Hoffmann</b>	<b>Mr. Sanjiv Rangrass</b>
<b>DIN</b>	06485949	08786754
<b>Category</b>	Non-Executive Non-Independent Director	Non-Executive Independent Director
<b>Date of birth</b>	24/10/1970	03/06/1960
<b>Age</b>	54 yrs	65 yrs
<b>Qualifications</b>	Dr. Hoffmann has a degree in Business Administration with a specialization in Finance & Controlling and Audit.	Mr. Rangrass is a Mechanical Engineer from IIT Kanpur.
<b>Profile/Experience/ Nature of expertise in specific functional areas</b>	Dr. Thomas Hoffmann joined Bayer AG in 2001 as a Manager in Corporate Controlling. In 2003 he took over responsibilities in Corporate Accounting. In 2005, he moved to Tokyo as Head of Financial Reporting and later Head of Enterprise Accounting and Reporting for the Bayer Group in Japan. Thereafter, he returned to Bayer AG, Corporate Finance to take on the role of Head of Structured Finance from 2008 up to 2013. In February 2013, Dr. Hoffmann assumed the role of Chief Financial Officer, South Asia in Mumbai. Post that, he moved to Shanghai in 2016 as the Chief Financial Officer for Greater China. He joined Bayer AG again in September 2019 as the Head of Treasury and M&A. He has studied Business Administration with a specialization in Finance & Controlling and Audit.	Mr. Sanjiv Rangrass is a mentor, coach and leading angel investor. Until June 2022, he was Group Head for R&D, Sustainability and Projects at ITC Limited and prior to this, he was the Chief Executive of the agri-businesses for ITC. Mr. Rangrass graduated from IIT Kanpur in 1982 and joined ITC from Campus. He spent over four decades at ITC in various capacities. He was the GM, Manufacturing Operations and then a Member of the Executive Committee of ITC's core business. He also had a cross functional stint as General Manager, HR and later led ITC's Sustainability 2.0 initiative focusing on channelizing collective action across the organization on carbon and water neutrality, mitigating and adapting to climate change including Agri value chains and steering the organization's transition to the Circular Economy.  Mr. Rangrass is an Independent Director on the board of Zetwerk and also a co-founder of TAC (The Agri Collaboratory) – a “non-compete” not for profit, agriculture “Think and Do Tank” – helping build Digital Public Goods for agriculture in open source. He is also a senior adviser to McKinsey & Co. and a Venture Partner in Capria Ventures.
<b>Date of first appointment on the Board</b>	Dr. Thomas Hoffmann was appointed as an Additional Director – Non-Executive Non-Independent, on the Board with effect from September 16, 2019, and his appointment was regularized at the AGM held on August 07, 2020.  He is liable to retire by rotation.	Mr. Sanjiv Rangrass was appointed as an Additional Director (Non-Executive Independent) on the Board for a term of five (5) consecutive years which would commence with effect from August 01, 2025 till July 31, 2030 subject to the approval of the Shareholders. He is not liable to retire by rotation.



<b>Name</b>	<b>Dr. Thomas Hoffmann</b>	<b>Mr. Sanjiv Rangrass</b>
<b>Shareholding in the Company</b>	NIL	NIL
<b>Relationship with other Directors and other Key Managerial Personnel</b>	None	None
<b>Number of Board Meetings attended during financial year 2024-25</b>	4 out of 4	Not applicable
<b>Names of listed entities in which the person holds directorships</b>	None	None
<b>Names of listed entities from which the person has resigned in the past three years</b>	Not applicable	Not applicable
<b>Directorships held in other companies</b>	None	<ul style="list-style-type: none"> <li>• Zetwerk Manufacturing Businesses Private Limited</li> <li>• AGX Collaboratory Forum</li> </ul>
<b>Membership/ Chairmanship of Committees of the Board</b>	Audit Committee, Nomination and Remuneration Committee	None
<b>Memberships/ Chairmanship of Committees of other Boards</b>	None	None
<b>Terms and conditions of appointment or re-appointment</b>	None	Same as mentioned in Date of first appointment on the Board above.
<b>Remuneration proposed to be paid</b>	None	Mr. Sanjiv Rangrass will be paid sitting fees for attending the Board and Committee Meeting(s) of the Company and Commission as may be decided by the Board from time to time.
<b>Remuneration last drawn as Director</b>	None	Not applicable
<b>Brief profile/resume of Director</b>	Same as mentioned in Profile/ Experience/Nature of expertise in specific functional areas above.	Same as mentioned in Profile/ Experience/Nature of expertise in specific functional areas above.