July 21, 2026

To,
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 68th Annual General Meeting (AGM) for the Financial Year 2025-26.

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 68th AGM of the Company for the Financial Year 2025-26, to be held on Wednesday, August 19, 2026 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 2025-26, submitted to the stock exchange vide letter dated July 21, 2026.

This is for your information and records.

Thanking you,

Yours faithfully,
for **Bayer CropScience Limited**

Bharati Ratan Shetty
Digitally signed by Bharati Ratan Shetty
Date: 2026.07.21 11:13:47 +05'30'

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
www.cropscience.bayer.com

NOTICE

To,

The Members of Bayer CropScience Limited

NOTICE is hereby given that the 68th Annual General Meeting ("AGM/Meeting") of Bayer CropScience Limited ("the Company") will be held on Wednesday, August 19, 2026, 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 and adopt the Audited Financial Statements together with the Reports of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2026.

2. To confirm the payment of Interim Dividend of ₹ 90/- per Equity Share of ₹ 10 each and to declare Final Dividend of ₹ 60/- per Equity Share of ₹ 10 each for the financial year ended March 31, 2026.

3. To appoint a Director in place of Ms. Jana Marlen Ackermann (DIN: 10849470), who retires by rotation and being eligible offers her candidature for re-appointment.

SPECIAL BUSINESS:

4. **Approval of Material Related Party Transactions with Bayer AG**

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

   "**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with the applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) read with the Company's Policy on the Related Party Transactions and as recommended and approved by the Audit Committee and the Board of Directors (hereinafter referred to as "the Board"), the approval of the Members be and is hereby accorded to the Board (including its Committees thereof) to enter into/continue the contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Bayer AG, the ultimate Holding Company, a related party of the Company, on such terms and conditions as may be agreed between the Company and Bayer AG for an aggregate value of up to ₹ 35,000 Million (Rupees Thirty Five Thousand Million Only) to be entered during the financial year 2027-2028, as per details provided in the explanatory statement, subject to such contract(s)/arrangement(s)/transaction(s) being at arm's length and in the ordinary course of business of the Company.

   RESOLVED FURTHER THAT the Board (including its Committees thereof), be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), agreement(s) and such other documents in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution including power to delegate to the Authorised Representatives of the Company and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

   RESOLVED FURTHER THAT all actions taken by the Board (including its Committees thereof) or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved and confirmed in all respects."

5. **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, 2027.**

   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 ("the 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, 2027, 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

Mumbai, May 26, 2026

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 22, 2025 (collectively referred to as "MCA Circulars"), permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") facility/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 68th 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 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 Secretarial Standard-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), Secretarial Standard on General Meetings (SS-2) issued by ICSI, Regulation 44 of the SEBI Listing Regulations, and the Circulars issued by the MCA dated April 8, 2020, April 13, 2020 and May 5, 2020, the Company is providing facility of Remote e-Voting to its Members in respect of the business to be transacted at the 68th AGM and to those Members participating in the 68th 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 participate there at 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 e-mail to bhaskar@nlba.in with a copy marked to evoting@nsdl.com. 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.

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 Thursday, August 06, 2026 till Thursday, August 13, 2026 (both days inclusive).

11. The Final Dividend of ₹ 60 per Equity Share, as recommended by the Board of Directors, if declared at the ensuing 68th Annual General Meeting will be paid on or after Thursday, September 03, 2026:

(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 Wednesday, August 05, 2026, 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 Wednesday, August 05, 2026, 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_bcsl@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 E-MAIL 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 e-mail 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 68th AGM are being sent through electronic mode to those Members whose e-mail address is registered with the Company or the Depositories. Additionally the Company will also send a letter to Shareholders providing the web-link for accessing the Annual Report to those Members who have not registered their e-mail address with the Company or the RTA or the Depositories. Members may note that the Notice of the 68th AGM and the Annual Report for the financial year 2025-26 are also available on the Company's website at www.bayer.in, website of the Stock Exchange i.e. BSE Limited: www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL i.e. 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 e-mail address are requested to register the same along with any subsequent changes pertaining to their name, postal address, e-mail 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 e-mail address.

For shares held in Physical form	By submitting Form ISR-1 duly filled and signed by all the holders as per the specimen signature registered with the Company along with the supporting documents as stated in the form. The Form ISR-1 is available on the website of the RTA - MUFG Intime India Private Limited ("MUFG Intime") (formerly Link Intime India Private Limited): https://in.mpms.mufg.com
For shares held in Dematerialized form	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, for the financial year 2025-26 and the Members may temporarily update their e-mail address by accessing the link https://web.in.mpms.mufg.com/EmailReg/Email_Register.html Please note that registration of e-mail 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 optionally submission of Nomination and e-mail address 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 outstanding 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 along with mandated documents on the subject service request and additional documents viz. Demat Conversion Request Form ("DCRF") – NSDL or Demat Request Form ("DRF") – CDSL, Latest Client Master List ("CML") of the demat account, not older than 2 months. The signatures of the beneficiaries on the DCRF/ DRF and CML should be attested by the DP. The Company/RTA shall verify and process the investor service requests as received.

c. **Special window for re-lodgement of physical share transfer requests:** Members who have executed transfer prior to April 1, 2019, and had not lodged the transfer or who had submitted transfer deeds for physical shares before April 1, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies, have been provided a special re-lodgement window till February 4, 2027, to re-lodge the transfer requests. Transfers would be approved if all the requisite documents are in place. Transfer under this window will be credited only in dematerialised form and will carry a one-year lock-in period from the date of transfer registration. Members can contact the Company or the RTA, for assistance in this regard.

d. 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 DP(s) with whom they are maintaining their dematerialised accounts.

e. 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 Intime, 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.

f. 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 are requested to avail this 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 MUFG Intime, RTA of the Company. The said form is available on the Company's website and can be downloaded using the weblink www.bayer.in.

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

g. 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. 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 whereof 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 e-form IEPF-5.

   In view of this, Members are requested to claim their dividends from the Company within the stipulated timelines 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 Intime 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.

h. 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 permissible electronic means. Members are requested to send the following documents to the Registrar and Share Transfer Agent ("RTA") – MUFG Intime India Private Limited ("MUFG Intime"), (formerly Link Intime India Private Limited), latest by Wednesday, August 05, 2026:

   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, e-mail 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 held jointly.

   iii. Self-attested copy of the PAN Card of all holders.

   iv. 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.

   v. Form ISR-2 duly filled and signed. The signature of the holders should be attested by the Bank Manager.

   vi. Form SH-13, Nomination form of ISR-3 to opt out from Nomination.

   The above Investor Service Request Forms ("ISR") are available at RTA's website at https://in.mpms.mufg.com Resources ➔ Downloads ➔ KYC.

i. As per SEBI LODR (Fifth Amendment) Regulations 2025, dated November 18, 2025, no physical instrument is to be issued for dividend/interest payment. It is therefore requested that all Members update their complete bank details against their account.

j. 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.mufg.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.mufg.com.

   FAQs –

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

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

MUFG Intime India Private Limited ("MUFG Intime"), (formerly Link Intime India Private Limited)

Unit: Bayer CropScience Limited,

C-101, 1st 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.mufg.com

Investor Queries:

https://web.in.mpms.mufg.com/helpdesk/Service_Request.html

l. 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.in.

m. Members who have any grievance/ complaints are requested to write to MUFG Intime and if required they may escalate to the Company Secretary & Compliance Officer. If the Member is not satisfied with the response a complaint can be lodged on SEBI SCORES portal. However post exhausting of all the options to resolve their grievance(s) with the RTA/Company directly or through existing SCORES portal, the investors can initiate dispute resolution through the Online Dispute Resolution (ODR) Portal: https://smartodr.in/login, a mechanism for online resolution of disputes arising in the Indian Securities Market. The same can also be accessed through the Company's website at www.bayer.in.

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 Exchange in case of any grievance with the Company and/or RTA.

n. As per the Income Tax Act, 2025, dividend paid and distributed by the Company is taxable in the hands of the Shareholders 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.

The Shareholders are requested to send all the necessary documents complete in all respect through email at dividend.india@bayer.com on or before Wednesday, August 05, 2026, 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 Sunday, August 16, 2026 (9.00 a.m. IST) and ends on Tuesday, August 18, 2026, (5.00 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 Wednesday, August 12, 2026 ("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. 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 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 e-mail 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	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN Number, Verification code and generate OTP. Enter the OTP received on registered e-mail 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 **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 & voting during the meeting.

Type of Shareholders	Login Method
	2. Existing **IDeAS** user can visit the e-Services website of NSDL viz. https://eservices.nsdl.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 or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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.

Type of Shareholders	Login Method
	2. 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 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. 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. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN Number from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile Number & e-mail 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. 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. 3. Click on the 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.

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.com or call at 022 - 4886 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. 1800-21-09911

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 user 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 e-mail address is registered in your demat account or with the Company, your "initial password" is communicated to you on your e-mail 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 e-mail address is not registered, please follow steps mentioned below in process for those Shareholders whose e-mail 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.

   b) Click on "**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.com mentioning your demat account number/folio number, your PAN Number, 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 "EVEN" of the companies in which you are holding shares and whose voting cycle and AGM is in active status.
2. Select "EVEN- 139962" of the Company 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 E-MAIL ADDRESS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL ADDRESS 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, or to NSDL at evoting@nsdl.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. 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 for procuring User ID and Password for e-Voting by providing above mentioned documents.

PROCESS FOR REGISTERING E-MAIL ADDRESSES WITH MUFG INTIME INDIA PRIVATE LIMITED (FORMERLY LINK INTIME INDIA PRIVATE LIMITED) TO RECEIVE THIS NOTICE OF ANNUAL GENERAL MEETING AND CAST VOTES ELECTRONICALLY

1. **Registration of e-mail address with MUFG Intime:** The Company has made special arrangements with MUFG Intime for registration of e-mail address 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 address is not registered with the Company/DPs are required to provide the same to MUFG Intime on or before 5:00 p.m. IST, Wednesday, August 12, 2026. The link for registering e-mail address is given herein:

   Visit the link: 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 e-mail address and click on "Continue" button.

   iv. System will send OTP on Mobile Number and e-mail address.

   v. Enter the OTP received on Mobile Number and e-mail address.

   vi. The system will then confirm the e-mail address as recorded for receiving this AGM Notice.

   After successful submission of the e-mail address, NSDL will e-mail 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 id: evoting@nsdl.com.

2. **Registration of e-mail address permanently with Company/DP:** Members are requested to register the same with their concerned DPs, in respect of electronic holding and with MUFG Intime, 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 e-mail addresses are requested to keep their e-mail addresses, validated/updated with their DPs/MUFG Intime to enable servicing of notices/documents/ Annual Reports and other communications electronically to their e-mail 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 Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company i.e. 139962 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 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 e-mail address mentioning their Name, DP ID and Client ID /Folio Number, PAN Number, Mobile Number at ir_bcsl@bayer.com from Friday, August 07, 2026 (9:00 a.m. IST) to Wednesday August 12, 2026 (5:00 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 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 or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager – NSDL at 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, e-mail address and Mobile Number at ir_bcsl@bayer.com. Questions/queries received by the Company from Friday, August 07, 2026 (9:00 a.m. IST) to Wednesday August 12, 2026 (5:00 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 No. 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 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 at www.bseindia.com 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

Mumbai, May 26, 2026

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

Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), read with Schedule XII, the applicable circulars and guidance notes issued thereunder, where the annual consolidated turnover of a company is up to ₹ 2,00,000 Million, a related party transaction is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. In terms of the SEBI Listing Regulations, all Material Related Party Transactions and subsequent material modifications as defined by the Audit Committee require prior approval of the Shareholders by way of an ordinary resolution, irrespective of whether such transactions are entered into in the ordinary course of business or at arm's length price. Further, the related party to any such transaction shall not vote to approve such resolution, whether the entity is a related party to the particular transaction or not.

The Company proposes entering into and/or continuing with Material Related Party Transactions with Bayer AG, the ultimate Holding Company, in the ordinary course of business and on an arm's length basis for various operational transactions, including purchase of goods and services from Bayer AG, required for the Company's businesses to achieve its objectives.

The estimated value of the contract(s)/ arrangement(s)/agreement(s)/transaction(s) of the Company with Bayer AG, in terms of "Related Party Transactions" under Regulation 2(1)(zc) of the SEBI Listing Regulations, exceeds the threshold of Material Related Party Transactions within the meaning of Regulation 23 of the SEBI Listing Regulations. Therefore, approval of the Shareholders is sought by way of this Ordinary Resolution.

The maximum annual value of the proposed transactions with Bayer AG, as mentioned in the table hereunder, has been estimated based on the prevailing market prices in the current financial year. Members may, please, note that the Company has been undertaking such transactions of a similar nature in previous financial years with Bayer AG, in the ordinary course of business and on an arm's length basis. During the current financial year, the Company has obtained the requisite prior approval from the Audit Committee as per the requirements of the applicable laws.

Pursuant to the approval of the Shareholders/ Members at the 64th Annual General Meeting of the Company, the Company was authorized to enter into and/or continue with Material Related Party Transactions/contracts/arrangements/agreements with Bayer AG, a related party within the meaning of Section 2(76) of the Companies Act, 2013 ("the Act") and Regulation 2(1)(zb) of the SEBI Listing Regulations, for Sale of Goods, Recoveries from Group Companies, Purchase of Goods, Professional and Support Charges and other obligations, if any, for a period of five (5) financial years commencing from financial year 2022-23 to financial year 2026-27, individually and/or in the aggregate, up to an amount not exceeding ₹ 30,000 Million in a financial year, provided however that the said contracts/ arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company. The value of transactions upto financial year 2026-27 has not exceeded and is not likely to exceed the existing limits approved by Members/materiality thresholds.

The aforesaid approval granted at the 64th Annual General Meeting is valid for the period up to and including financial year 2026-27. Accordingly, prior approval of the Members is now being sought for Material Related Party Transactions with Bayer AG for the financial year 2027-28, on similar terms and conditions as approved earlier, and to include other broad-based transactions, including but not limited to "Sale of Goods", "Recoveries from Group Companies", "Purchase of Goods", "Professional and

Support Charges", "Reimbursement of Expenses" and other obligations, if any, individually and/or in the aggregate, up to an amount not exceeding ₹ 35,000 Million in the financial year 2027-28, provided that the said contracts/arrangements/ transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

Considering the quantum of transactions and the extended framework for related party transactions under the amended SEBI Listing Regulations, approval of the Members is sought as per the requirements of Regulation 23 of the SEBI Listing Regulations read with relevant SEBI Circulars. Any subsequent material modification in the transactions, as defined by the Audit Committee as part of the Company's Policy on Related Party Transaction, shall be placed before the Members for prior approval, in terms of Regulation 23(4) of the SEBI Listing Regulations. It is further proposed that subsequent approvals for Material Related Party Transactions with Bayer AG shall be placed before the Members for their consideration and approval at each Annual General Meeting on a yearly basis.

SEBI vide its Circular dated June 26, 2025 has mandated listed companies to follow Industry Standards on "Minimum Information to be provided to the Audit Committee and Members for approval of Related Party Transactions" ("ISF Note"). The ISF Note prescribes information to be provided for review by the Audit Committee and Members for approval of material RPT's.

Information pursuant to SEBI Circulars & ISF Note

Sr. No.	Description as per ISF Note	Information provided by the Management
A(1)	**Basic details of the Related Party**	
1.	Name of the Related Party	Bayer Aktiengesellschaft (Bayer AG)
2.	Country of incorporation of the related party	Germany
3.	Nature of business of the related party	Bayer AG ("the ultimate Holding Company") is a global life science company headquartered in Leverkusen, Germany, with a history spanning more than 160 years. The Company operates through three principal divisions: Pharmaceuticals, Consumer Health, and CropScience.
A(2)	**Relationship and ownership of the Related Party**	
1.	Relationship between the listed entity including nature of its concern (financial or otherwise) and the related party.	Bayer AG is the Promoter of Bayer CropScience Limited ("the Company") and directly holds 8.43% of the total paid-up share capital of the Company. Bayer AG is also the ultimate Holding Company of the Listed Entity through its shareholdings in other Promoter and Promoter Group entities.
	Shareholding of the listed entity, whether direct or indirect, in the related party.	NIL
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable.

Sr. No.	Description as per ISF Note	Information provided by the Management
	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	Bayer AG is the Promoter of Bayer CropScience Limited ("the Company") and directly holds 8.43% of the total paid-up share capital of the Company.
A(3).	**Details of previous transactions with the related party**	
1.	Total amount of transactions undertaken with the related party during the last financial year	During the financial year 2025-26 the total value of transactions undertaken by the Company with Bayer AG amounted to ₹ 15,982 Million (Rupees Fifteen Thousand Nine Hundred Eighty Two Million only). The transactions undertaken were in the nature of: **Sr. No. / Nature of Transactions / Amount (₹ in Million)** 1. Sale of Goods: 1,018 2. Recoveries from Group Companies: 2,54 3. Purchase of Goods: 13,406 4. Professional/Support Charges: 830 5. Dividend Paid: 474
2.	Total amount of transactions undertaken with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	The approval of the Members is being sought for related party transactions proposed to be entered into during the financial year 2027-28. Since financial year 2027-28 has not yet commenced, no transactions with Bayer AG have been undertaken during the said financial year up to the quarter immediately preceding the quarter in which the approval is sought. Accordingly, the disclosure of the total amount of transactions undertaken with the related party during the current financial year up to such immediately preceding quarter is not applicable in the present case. The details of transactions undertaken with Bayer AG during the preceding financial year 2025-26 are provided in point 1 above.
3.	Any default made by the related party concerning any obligation undertaken by it under a transaction or arrangement entered or its subsidiary during the last financial year.	No
A(4).	**Amount of the proposed transaction(s)**	
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ Shareholders	Up to ₹ 35,000 Million
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes

<table>
<tr><th>Sr. No.</th><th>Description as per ISF Note</th><th>Information provided by the Management</th></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (i.e. financial year 2025-26)</td><td>61.67%</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year</td><td>Not Applicable as the Company does not have any subsidiary.</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>2.35% (based on the details given in next point no. 6)</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year</td><td>Financial Performance of Bayer AG for the year ended December 2025:
<table>
<tr><th>Particulars</th><th>Amount (₹ in Million)</th></tr>
<tr><td>Turnover</td><td>1,490,024</td></tr>
<tr><td>Profit After Tax</td><td>12,244</td></tr>
<tr><td>Net worth</td><td>4,567,395</td></tr>
</table>
*€ figures have been converted into ₹ using € conversion rate (rounded off to nearest decimal) as at December 31, 2025 and provided solely for convenience.</td></tr>
<tr><td>A(5).</td><td colspan="2">Basic Details of the Proposed Transaction(s)</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction</td><td>The approval of the Members is being sought for related party transactions with Bayer AG, aggregating up to ₹ 35,000 Million (Rupees Thirty-Five Thousand Million only) during financial year 2027-28, encompassing the following categories of transactions:
<table>
<tr><th>Sr. No.</th><th>Nature of Transactions</th><th>Amount* (₹ in Million)</th></tr>
<tr><td>1.</td><td>Sale of Goods</td><td>2,000</td></tr>
<tr><td>2.</td><td>Recoveries from Group Companies</td><td>1,000</td></tr>
<tr><td>3.</td><td>Purchase of Goods</td><td>26,000</td></tr>
<tr><td>4.</td><td>Professional/Support Charges</td><td>2,000</td></tr>
<tr><td>5.</td><td>Reimbursement of Expenses</td><td>2,000</td></tr>
<tr><td>6.</td><td>Renderingof business support services (Recovery)/Other Transactions</td><td>2,000</td></tr>
</table>
*Indicative</td></tr>
</table>

Sr. No.	Description as per ISF Note	Information provided by the Management
		The approval is being sought for proposed transactions during the financial year commencing from April 1, 2027 to March 31, 2028. The figures mentioned in Sr. Nos. 1 to 6 above are indicative and are subject to change based on the actual transactions that may take place in the financial year 2027-28 with Bayer AG; however, the aggregate of transactions with Bayer AG will not exceed the overall proposed limit of ₹ 35,000 Million in the financial year 2027-28. The values shown against various categories of the nature of transactions are indicative and may vary inter se. The aforesaid categories are intended to be broad-based and inclusive so as to cover all transactions that may arise in the ordinary course of business between the Company and Bayer AG during the financial year 2027-28. The approval of Members is being sought for the total value of Related Party Transactions specified in the resolution with Bayer AG, and transactions will remain within such overall values proposed/materiality threshold for approval of the Members.
2.	Details of each type of the proposed transaction	The proposed transactions with Bayer AG are in the ordinary course of business of the Company and are undertaken on an arm's length basis. A brief description of the nature and scope of each category of transaction is set out below:
		(a) Sale of Goods The Company, in the ordinary course of its business, sells finished goods, semi-finished goods, active ingredients, intermediates, formulations, and other Cropscience products to Bayer AG and its group entities for distribution, further processing, or resale in markets outside India. The pricing of such sales is determined on an arm's length basis, in accordance with the Company's transfer pricing policy and applicable regulations.
		(b) Purchase of Goods The Company procures raw materials, active ingredients, intermediates, formulations, finished goods, packing materials, and other inputs from Bayer AG and its group entities as may be required for its manufacturing and business operations in India. Such purchases are governed by arm's length pricing benchmarks and the Company's transfer pricing policy.
		(c) Recoveries from Group Companies The Company incurs certain costs and expenses on behalf of Bayer AG or its group entities in connection with shared facilities, personnel, administrative services, and other operational support. These costs are recovered on a cost or cost-plus basis, as applicable, in accordance with the relevant inter-company arrangements and transfer pricing guidelines.

Sr. No.	Description as per ISF Note	Information provided by the Management
		(d) Professional/Support Charges The Company avails technical know-how, management and business support services, IT and digital infrastructure services, regulatory and scientific support and other professional services from Bayer AG. The charges for such services are determined on an arm's length basis, typically on a cost-plus or fee-for-service model, in line with applicable transfer pricing regulations.
		(e) Reimbursement of Expenses The Company reimburses actual costs incurred by Bayer AG on behalf of the Company, without any markup. The nature of the reimbursement includes payroll costs, travel and insurance on actual cost to cost basis.
		(f) Rendering of business support services (Recovery) The Company provides business support services to Bayer AG primarily in the area of IT, HR, marketing and sourcing. All such services are governed by formal agreements with clearly defined scope, service level definitions, and commercial terms. The pricing and cost allocation mechanisms are structured to ensure that the transactions are undertaken on an arm's length basis, supported by appropriate benchmarking and internal controls.
		(g) Any Other Transactions As more fully described in the preceding Section, the Company may, from time to time, enter into other transactions with Bayer AG in the ordinary course of business, including rendering or availing of services, purchase and sale of tangible & intangible assets, lease or rental arrangements, reimbursement of expenses, and such other transactions as may be permissible under applicable laws. All such transactions shall be undertaken on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the aforesaid transactions are entered into in the ordinary course of business and at arm's length. The terms and conditions of each transaction are reviewed and approved by the Audit Committee and the Board of Directors, as applicable, in accordance with the Company's Policy on Related Party Transactions and the requirements of applicable laws.
3.	Tenure of the proposed transaction	financial year 2027-28 i.e. from April 01, 2027 to March 31, 2028.
4.	Whether omnibus approval is being sought?	Yes

Sr. No.	Description as per ISF Note	Information provided by the Management
5.	Value of the proposed transaction during a financial year (If the proposed transaction will be executed over more than one financial year provide estimeted break - up financial year wise)	Not Applicable
6.	Justification for the RPTs proposed to be entered	The proposed related party transactions with Bayer AG are integral to the Company's business operations and are commercially justified for the reasons set out below:
		(a) Sale of Goods (Finished and Traded Goods) The Company, in the ordinary course of its business, sells selected agro-chemical products and seeds to certain Bayer Group entities by leveraging its existing manufacturing and supply capacity. These sales form part of the Bayer Group's global supply chain framework and enable the Company to optimize capacity utilization and contribute to the Group's integrated distribution network. The pricing of such sales is determined on a cost-plus mark-up basis at arm's length principle.
		(b) Purchase of Goods (Raw Materials/Traded Goods) The Company primarily imports raw materials for the purpose of formulating finished products and carries out distribution activities within India. These purchases are integral to the Company's product value chain and are commercially justified and in the Company's best interests as they ensure production and supply chain stability. The Company ensures that the purchase price is determined at arm's length basis.
		(c) Recoveries from Group Companies The Company recovers actual costs incurred by the Company on behalf of Bayer AG and its group entities, without any mark-up. The nature of such recoveries includes employee salary and retiral benefits (including provident fund and pension contributions) on an actual cost-to-cost basis. Since there is no element of services involved and only actual costs incurred are recovered, these transactions do not result in any financial prejudice to the Company.
		(d) Professional/Support Charges The Company has entered into intra-group service arrangements with its group entities in areas where systems and processes are globally integrated. By accessing the broad pool of experienced personnel and established procedures available within the Bayer Group, the Company ensures maintenance of its license to operate through consistent service quality and alignment with statutory and group policies. All services are governed by formal intra-group agreements with defined service levels, and are subject to applicable transfer

Sr. No.	Description as per ISF Note	Information provided by the Management
		pricing and compliance controls to preserve arm's length treatment and regulatory adherence. These services are extended to all Bayer Group companies on the same commercial terms and contractual conditions, ensuring consistent and non-discriminatory treatment across the Group.
		(e) Reimbursement of Expenses The Company reimburses actual costs incurred by the group company on behalf of the company, without any markup. The nature of the reimbursement includes payroll costs, travel and insurance on actual cost to cost basis. As there is no element of services involved and actual costs incurred is reimbursed, it does not result in any financial prejudice to the Company.
		(f) Rendering of business support services (Recovery) The Company provides business support services to Bayer AG primarily in the area of IT, HR, marketing and sourcing. All such services are governed by formal agreements with clearly defined scope, service level definitions, and commercial terms. The pricing and cost allocation mechanisms are structured to ensure that the transactions are undertaken on an arm's length basis, supported by appropriate benchmarking and internal controls. The arrangement enables efficient utilization of the Company's resources, ensures recovery of costs incurred in providing such services, and contributes to overall operational effectiveness, without being prejudicial to the interests of the Company or its minority Shareholders.
		(g) Any Other Transactions As more fully described in the preceding Section, the Company may, from time to time, enter into other transactions with Bayer AG in the ordinary course of business, including rendering or availing of services, purchase and sale of tangible/intangible assets, lease of rental arrangements, reimbursement of expenses and such other transactions as may be permissible under applicable laws. All such transactions shall be undertaken on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors is of the view that the aforesaid Related Party Transactions are in the ordinary course of business, at arm's length, and are in the best interests of the Company and its stakeholders. The Audit Committee has also reviewed and recommended the proposed transactions, having satisfied itself as to the need, commercial justification, and arm's length nature of each category of transaction.

<table>
<tr><th>Sr. No.</th><th>Description as per ISF Note</th><th>Information provided by the Management</th></tr>
<tr><td>7.</td><td>Details of the Interested promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction whether directly or indirectly
a. Name of the director/KMP
b. Shareholding of the director/KMP, whether direct or indirect, in the related party</td><td>The interest or concern of the Promoters and Promoter Group entities in the proposed related party transactions is limited to the extent of their respective shareholding in the Company, as set out below:
<table>
<tr><th>Name</th><th>Shareholding</th><th>Category</th></tr>
<tr><td>Bayer AG</td><td>8.43%</td><td>Promoter</td></tr>
<tr><td>Bayer CropScience AG</td><td>11.91%</td><td>Promoter</td></tr>
<tr><td>Bayer SAS</td><td>14.73%</td><td>Promoter Group</td></tr>
<tr><td>Monsanto Company</td><td>3.44%</td><td>Promoter Group</td></tr>
<tr><td>Bayer Vapi Private Limited</td><td>17.89%</td><td>Promoter Group</td></tr>
<tr><td>Bayer Investments India Private Limited</td><td>15.04%</td><td>Promoter Group</td></tr>
</table>
Bayer AG, being the related party, is a Shareholder and Promoter of the Company and holds 8.43% of the total paid-up share capital. Bayer AG and all other Promoter and Promoter Group entities listed above are directly interested in the proposed transaction(s) and shall accordingly abstain from voting on this resolution, in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Save and except the aforesaid Promoter and Promoter Group entities, none of the Directors, Key Managerial Personnel of the Company, or their respective relatives, are in any way concerned or interested, financially or otherwise, in the proposed resolution.</td></tr>
<tr><td>8.</td><td>A copy of the valuation or other external party report, if any</td><td>Not Applicable</td></tr>
<tr><td>9.</td><td>Other information relevant for decision making</td><td>All relevant information as required under the applicable legal and regulatory framework, including the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which is in the best interest of the Shareholders and essential for enabling them to make an informed decision regarding voting on the proposed resolution, has been included and set out in the preceding Sections of this statement.

All material information forms part of the Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013, which accompanies and forms an integral part of the Notice convening the Annual General Meeting.

The Board of Directors recommends that the Members may consider and approve the proposed Ordinary Resolution in the interest of the Company.</td></tr>
</table>

Sr. No.	Description as per ISF Note	Information provided by the Management
Specific Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
B1.1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	The Company continues to leverage the synergies and contribute to the development of innovative technologies, products, and solutions together with the Bayer Group to help consistently deliver lasting value to its customers in India and across its areas of operation. This arrangement aligns the Company with Bayer AG, providing the Company with access to a robust technology base, cutting-edge research and development capabilities, proprietary formulations, and closer strategic orientation, in addition to opening market opportunities in the life sciences, crop science, and healthcare segments. Bayer AG is one of the world's leading life sciences companies with core competencies in healthcare and agriculture, and ensures access to world-class goods and services, state-of-the-art products and technologies, and specialized competencies which are crucial to carry on the business operations of the Company more efficiently in an increasingly globalized and competitive scenario. This arrangement is made with the objective of achieving synergies, timely delivery, consistent product quality, competitive and consistent pricing, customer and price confidentiality, standardized service arrangements and processes, operational alignment, and commercial efficiency. The technical know-how, patented formulations and specialized services are owned by Bayer AG and cannot be procured from any third party. In view of the above, the Management believes that alternative sourcing or inviting competitive bids is not feasible. The Audit Committee has concurred with the rationale provided by the Management for not inviting bids for the said transactions and has satisfied itself that such transactions are in the ordinary course of business and on an arm's length basis and after reviewing the same, approved the transactions.
2.	Basis of determination of price	The pricing mechanism for the recurring transactions with Bayer AG has been established adhering to the arm's length principle and is supported by transfer pricing audits and assessments carried out in accordance with the applicable provisions of the Income Tax Act and the rules framed thereunder. The transfer pricing documentation maintained by the Company for previous financial years substantiates that the transactions have been undertaken at arm's length. Accordingly, these transactions are carried out in the ordinary course of business and on an arm's length basis.

Sr. No.	Description as per ISF Note	Information provided by the Management
		Further, an independent external consulting firm has evaluated the said Related Party Transactions and has confirmed that such transactions meet the arm's length requirements and are in the ordinary course of business of the Company. The said certification is available for inspection by the Members at the registered office of the Company during business hours on all working days up to and including the date of the ensuing General Meeting.
3.	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: i. Amount of Trade Advance ii. Tenure iii. Whether the same is self-liquidating?	Not Applicable.
Minimum Information for Members for approval of material RPTs		
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Refer above table of minimum information placed before the Audit Committee for approval of RPTs.
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	The proposed Material Related Party Transactions with Bayer AG are in the interest of the Company as they enable the Company to access proprietary technologies, patented formulations, specialized products, research and development capabilities, and technical know-how that are essential for the Company's business operations and are not available from any third-party source. These transactions are integral to the Company's ability to deliver high-quality products and services to its customers and to maintain its competitive position in the CropScience business. For a detailed justification as to why the proposed transactions are in the interest of the Company and the basis for determination of price, Members may also refer to the Section on "Rationale and Justification" forming part of this notice. The pricing for the said transactions is determined in accordance with the arm's length principle, supported by transfer pricing report maintained under the applicable provisions of the Income Tax Act, and validated by an independent external consulting firm.

Sr. No.	Description as per ISF Note	Information provided by the Management
3.	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/Whole Time Director/Manager and CFO of the listed entity as required under the RPT Industry Standards	The Audit Committee, while reviewing and recommending the aforesaid related party transactions, has also reviewed the certificates provided by the Chief Executive Officer and the Chief Financial Officer attesting to the accuracy and completeness of the disclosures, certifying that the said transactions are in the ordinary course of business and at arm's length, as required under the Related Party Transaction Industry Standards prescribed by the Securities and Exchange Board of India.
4.	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the Members	The proposal for material RPTs has been approved by the Audit Committee and based on such review and being satisfied with the adequacy and appropriateness of the certifications, the Audit Committee and Board of the Company has accorded its approval and recommended the said transactions for the approval of the Members.
5.	Web-link and QR Code, through which Members can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable.
6.	Affirmation that the Audit Committee and Board of Directors, while providing information to the Members, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the Members for informed decision making	All such information as is necessary for Members to make informed decisions has been provided to them in this Notice.
7.	Any other information that may be relevant	The Members may note that the Company has not breached the material threshold limits for Related Party Transactions with Bayer AG, the ultimate Holding Company, as on the date of this Notice, and the Company will not breach the said limit till the date of Members' approval. The proposed Material Related Party Transactions with Bayer AG do not involve any new related party relationship. Bayer AG has been, and continues to be, a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations. The nature of the transactions, being purchase of goods, availing of services, and other business arrangements, remains consistent with previous financial years.

The proposed related party transactions are in the ordinary and normal course of business and on an arm's length basis and play a significant role in the Company's business operations.

Accordingly, the Board, based on the recommendation and approval of the Audit Committee, recommends the **"Ordinary Resolution"** set forth at **"Item No. 4"** for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company, nor their relatives, are considered to have any direct or indirect interest in the resolutions outlined in **Item No. 4** of the Notice convening the Annual General Meeting.

The Members may note that in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, no Related Party shall vote to approve the Ordinary Resolution set forth in this Notice, whether the entity is a Related Party to the particular transaction or not.

Item No. 5

The Board, on the recommendation of the Audit Committee, in its meeting dated May 26, 2026, 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, 2027, 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 2026-27.

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. 5** of the Notice.

The Board recommends ratification of remuneration of Cost Auditors, as set out in **Item No. 5** of the 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. 5**.

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

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

Mumbai, May 26, 2026

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:

Name	Jana Marlen Ackermann
DIN	10849470
Category	Non-Executive Non-Independent Director
Date of birth	03/04/1984
Age	42 yrs
Qualifications	MBA, Business Administration in Germany and Spain as well as Political Science, Bachelor of Arts in Political Science.
Profile/Experience/Nature of expertise in specific functional areas	Ms. Jana Marlen Ackermann started her career at the Company's headquarters in Germany as an Internal Auditor and held positions in Strategy, Procurement and Finance and Business Development in the years thereafter. From 2020 to 2022, Ms. Ackermann headed the Investor Relations Corporate and Consumer Health Team. In 2022, Ms. Ackermann moved to Brazil assuming the role of CFO for the Bayer group with Brazil being the second largest country for the Bayer group worldwide. Since September 2024, Ms. Ackermann has been taking over as the CropScience Finance Head for Asia.
Date of first appointment on the Board	The Board of Directors of the Company approved the appointment of Ms. Ackermann on February 11, 2025, w.e.f. March 01, 2025, further the appointment was regularized by the Shareholders of the Company on April 02, 2025, by passing an Ordinary Resolution.
Shareholding in the Company	NIL
Relationship with other Directors and other Key Managerial Personnel	None
Number of Board Meetings attended during financial year 2025-26	4 out of 4
Names of listed entities in which the person holds directorships	None
Names of listed entities from which the person has resigned in the past three years	None
Directorships held in other companies	None
Membership/Chairmanship of Committees of the Board	None
Memberships/Chairmanship of Committees of other Boards	None
Terms and conditions of appointment or re-appointment	None
Remuneration proposed to be paid	None
Remuneration last drawn as Director	None
Brief profile/resume of Director	Same as mentioned in Experience/Nature of expertise in specific functional areas above.