



August 07, 2020

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

COMPANY CODE : 506285
SCRIP ID : BAYERCROP

Dear Sir,

Sub.: Disclosure of voting results of the 62nd Annual General Meeting of Bayer CropScience Limited held on August 07, 2020 along with the Scrutinizers Report.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find below the voting results (Annexure A) of the 62nd Annual General Meeting of Bayer CropScience Limited along with the Scrutinizer's Report attached (Annexure B).

Kindly take the same on record.

Yours faithfully,
for **Bayer CropScience Limited**

Nikunj Kumar Savaliya
Company Secretary and Compliance Officer

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
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www.bayer.in
www.cropscience.bayer.com



Annexure A

Voting Results of the 62nd Annual General Meeting (“AGM”) of Bayer CropScience Limited

1. **Date of the AGM:** August 07, 2020
2. **Total number of shareholders as on record date (July 31, 2020):** 65,394
3. **No. of shareholders present in the meeting either in person or through proxy:** Not Applicable as the AGM was convened through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)
4. **No. of shareholders attended the meeting through Video Conferencing:**
Promoters and Promoter Group: 6
Public: 92
5. **Details of the Agenda:**
The mode of voting for all the resolutions was:
(a) Remote e-voting conducted between August 04, 2020 to August 06, 2020
(b) E-voting during the AGM through VC/ OAVM

Given below is the resolution-wise combined result of Remote e-voting and e-voting conducted at the AGM.



Resolution No.	1
Resolution Title	To receive, consider, approve and adopt the audited Statement of Profit and Loss for the financial year ended March 31, 2020 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
Resolution required	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	32,102,999	32,102,999	100.00	32102999		100.0	0
	Poll		0	0	0	0	0	0
	Total		32,102,999	100.00	32102999	0	100.00	0
Public - Institutional Holders	E-voting	6,986,401	5,687,781	81.41	5687781	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		5,687,781	81.41	5687781	0	100.00	0
Public - Others	E-voting	5,852,692	122,628	2.10	122290	338	99.72	0
	Poll		0	0	0	0	0	0
	Total		122,628	2.10	122290	0	99.72	0
Total	E-voting	44,942,092	37,913,408	84.36	37913070	388	100.00	0
	Poll		0	0	0	0	0	0
	Total		37,913,408	84.36	37913070	338	100.00	0



Resolution No.	2
Resolution Title	To declare dividend on Equity Shares for the financial year ended March 31, 2020
Resolution required	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	32,102,999	32102999	100.00	32,102,999	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		32102999	100.00	32,102,999	0	100.00	0
Public - Institutional Holders	E-voting	6,986,401	5697544	81.55	5,697,544	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		5697544	81.55	5,697,544	0	100.00	0
Public - Others	E-voting	5,852,692	123002	2.10	121,988	1014	99.18	0
	Poll		0	0	0	0	0	0
	Total		123002	2.10	121,988	1014	99.18	0
Total	E-voting	44,942,092	37923545	84.38	37,922,531	1014	100.00	0
	Poll		0	0	0	0	0	0
	Total		37923545	84.38	37,922,531	1014	100.00	0



Resolution No.	3
Resolution Title	To appoint a Director in place of Mr. Jens Hartmann (DIN: 08338494), who retires by rotation and being eligible offers his candidature for re-appointment.
Resolution required	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	32,102,999	32,102,999	100.00	32,102,999	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		32,102,999	100.00	32,102,999	0	100.00	0.00
Public - Institutional holders	E-voting	6,986,401	5,694,878	81.51	5,360,483	334,395	94.13	5.87
	Poll		0	0.00	0	0	0.00	0.00
	Total		5,694,878	81.51	5,360,483	334,395	94.13	5.87
Public - Others	E-voting	5,852,692	122,694	2.10	121,875	819	99.33	0.67
	Poll		0	0.00	0	0	0.00	0.00
	Total		122,694	2.10	121,875	819	99.33	0.67
Total	E-voting	44,942,092	37,920,571	84.38	37,585,357	335,214	99.12	0.88
	Poll		0	0.00	0	0	0.00	0.00
	Total		37,920,571	84.38	37,585,357	335,214	99.12	0.88



Resolution No.	4
Resolution Title	Appointment of Mr. Sekhar Natarajan (DIN: 01031445) as the Non-Executive Independent Director of the Company
Resolution required	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	32,102,999	32,102,999	100.00	32,102,999	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		32,102,999	100.00	32,102,999	0	100.00	0.00
Public - Institutional holders	E-voting	6,986,401	5,694,878	81.51	4,751,002	943,876	83.43	16.57
	Poll		0	0.00	0	0	0.00	0.00
	Total		5,694,878	81.51	4,751,002	943,876	83.43	16.57
Public - Others	E-voting	5,852,692	122,694	2.10	121,851	843	99.31	0.69
	Poll		0	0.00	0	0	0.00	0.00
	Total		122,694	2.10	121,851	843	99.31	0.69
Total	E-voting	44,942,092	37,920,571	84.38	36,975,852	944,719	97.51	2.49
	Poll		0	0.00	0	0	0.00	0.00
	Total		37,920,571	84.38	36,975,852	944,719	97.51	2.49



Resolution No.	5
Resolution Title	Appointment of Dr. Thomas Hoffmann (DIN: 06485949) as the Non-Executive Director of the Company
Resolution required	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	32,102,999	32,102,999	100.00	32,102,999	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		32,102,999	100.00	32,102,999	0	100.00	0.00
Public - Institutional holders	E-voting	6,986,401	5,694,878	81.51	5,262,369	432,509	92.41	7.59
	Poll		0	0.00	0	0	0.00	0.00
	Total		5,694,878	81.51	5,262,369	432,509	92.41	7.59
Public - Others	E-voting	5,852,692	122,694	2.10	121,897	797	99.35	0.65
	Poll		0	0.00	0	0	0.00	0.00
	Total		122,694	2.10	121,897	797	99.35	0.65
Total	E-voting	44,942,092	37,920,571	84.38	37,487,265	433,306	98.86	1.14
	Poll		0	0.00	0	0	0.00	0.00
	Total		37,920,571	84.38	37,487,265	433,306	98.86	1.14



Resolution No.	6
Resolution Title	Ratification of remuneration to Cost Auditor
Resolution required	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstand ing shares (3)=[(2)/ (1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)] *100	% of Votes against on votes polled (7)=[(5)/ (2)] *100
Promoter and Promoter Group	E-voting	32,102,999	32,102,999	100.00	32,102,999	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		32,102,999	100.00	32,102,999	0	100.00	0.00
Public - Institutional holders	E-voting	6,986,401	5,694,878	81.51	5,694,878	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		5,694,878	81.51	5,694,878	0	100.00	0.00
Public - Others	E-voting	5,852,692	122,253	2.09	121,420	833	99.32	0.68
	Poll		0	0.00	0	0	0.00	0.00
	Total		122,253	2.09	121,420	833	99.32	0.68
Total	E-voting	44,942,092	37,920,130	84.38	37,919,297	833	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		37,920,130	84.38	37,919,297	833	100.00	0.00



As per the consolidated results of the Remote e-voting and e-voting conducted during the 62nd Annual General Meeting on Item nos. 1 to 6 of the Notice of the Meeting, all the resolutions are passed by requisite majority.

Thanking you,

Yours faithfully,
for **Bayer CropScience Limited**

Nikunj Kumar Savaliya
Company Secretary & Compliance Officer



SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015]

Mr. Pankaj Patel
Chairman
Bayer CropScience Limited
Bayer House, Central Avenue,
Hiranandani Estate,
Thane (West)-400607

Dear Sir,

1. I, N. L. Bhatia, Managing Partner, M/s N L Bhatia & Associates, (Membership No. FCS 1176/C. P. No. 422), have been appointed as the Scrutinizer, by the Board of Directors of Bayer CropScience Limited ("the Company") for the purpose of scrutinizing the remote e-Voting and voting through electronic voting system during the Annual General Meeting ('AGM') and ascertaining the requisite majority on remote e-Voting and voting through electronic voting system during the AGM carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') on the businesses contained in the Notice of the 62nd AGM of the Equity Shareholders of the Company, held on Friday, August 07, 2020 through two-way Video Conferencing facility.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Act, Rules, circulars and notifications issued by the Ministry of Corporate Affairs (MCA Circulars) relating to voting through electronic means and SEBI Listing Regulations on the businesses set out in the Notice of the 62nd AGM of the Members of the Company. My responsibility as a Scrutinizer for the remote e-Voting and voting through electronic voting system during the AGM is restricted in making a consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the businesses set out in the Notice of AGM, based on the reports generated from the e-Voting system of National Securities Depository Limited ('NSDL'), the authorized agency to provide remote e-Voting facilities before and e-voting during the AGM, engaged by the Company.
3. Further to the above, I submit my report as under:



- 3.1 The Company has provided the remote e-Voting facility through NSDL, on their website www.evoting.nsdl.com. The Company had uploaded all the items of businesses to be transacted on the website of the Company, NSDL and also on the website of the stock exchange i.e. BSE Limited to facilitate their Shareholders to cast their vote through remote e-voting.
- 3.2 The Notice of AGM and Annual Report was sent through e-mail to the Members whose names appeared in Register of Members of the Company as on Friday, June 26, 2020 and whose e-mail addresses were registered with the Company/their respective Depository Participants, containing the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and MCA circulars.
- 3.3 As prescribed in the said Rules and the MCA Circulars, the Company has also published advertisements in newspapers on Friday, June 26, 2020 and Friday, July 10, 2020 in Financial Express & Free Press Journal (in English) and Loksatta & Navshakti (in Marathi). It carried all the required information as specified in the said rules and MCA circulars.
- 3.4 The persons who were the Members of the Company as on the "Cut-off" date i.e. Friday, July 31, 2020 were entitled to vote on the businesses (item nos. 1 to 6) as set out in the Notice of the 62nd AGM.
- 3.5 The Chairman at the 62nd AGM held on Friday, August 07, 2020 through two-way Video Conferencing announced that the Members who have not exercised their votes through remote e-Voting may, if they wish to, exercise their votes through electronic voting system being provided during the meeting.
- 3.6 The remote e-Voting commenced on Tuesday, August 04, 2020 (IST 9:00 a.m.) and ended on Thursday, August 06, 2020 (IST 5:00 p.m.) and the NSDL e-voting platform was blocked thereafter and then reopened during the AGM and kept opened during the AGM.
- 3.7 The votes cast under e-voting facility were thereafter unblocked. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.
- 3.8 My consolidated report on the results of remote e-voting and voting through electronic means during the AGM is as under:



• **Item No. 1- As an Ordinary Resolution:**

To receive, consider, approve and adopt the audited Statement of Profit and Loss for the financial year ended March 31, 2020 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Abstained Votes
				Favor	Against	
37913408	37913408	37913070	338	99.99	0.01	-

• **Item No. 2:- As an Ordinary Resolution:**

To declare final dividend on Equity Shares for the financial year ended March 31, 2020.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Abstained Votes
				Favor	Against	
37923545	37923545	37922531	1014	99.99	0.01	-

• **Item No. 3:- As an Ordinary Resolution:**

To appoint a Director in place of Mr. Jens Hartmann (DIN: 08338494), who retires by rotation and being eligible offers his candidature for re-appointment.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Abstained Votes
				Favor	Against	
37920571	37920571	37585357	335214	99.12	0.88	-

• **Item No. 4:- As an Ordinary Resolution:**

Appointment of Mr. Sekhar Natarajan (DIN:01031445) as the Non-Executive Independent Director of the Company

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Abstained Votes
				Favor	Against	
37920571	37920571	36975852	944719	97.51	2.49	-



• **Item No. 5:- As an Ordinary Resolution:**

Appointment of Dr. Thomas Hoffmann (DIN:06485949) as the Non-Executive Director of the Company:

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Abstained Votes
				Favor	Against	
37920571	37920571	37487265	433306	98.86	1.14	-

• **Item No. 6:- As an Ordinary Resolution:**

Ratification of Remuneration to Cost Auditor

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Abstained Votes
				Favor	Against	
37920130	37920130	37919297	833	99.99	0.01	-

4. All the above resolutions are passed by requisite majority.

5. You may accordingly declare the result of remote E-voting and E-voting at the Annual General Meeting.

Thanking you,

Yours faithfully,

Place: Mumbai
Date: August 07, 2020



N. L. Bhatia

N. L. Bhatia
Practicing Company Secretary
Scrutinizer
FCS:-1176
C.P NO. 422
UDIN: F001176B000560317

Countersigned

Place: Ahmedabad
Date: August 07, 2020

Mr. Pankaj Patel
Chairman
(DIN: 00131852)