



August 13, 2021

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

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

Dear Sir/Madam,

**Sub.: Disclosure of voting results of the 63<sup>rd</sup> Annual General Meeting of Bayer CropScience Limited held on August 12, 2021 along with the Scrutinizer's 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 63<sup>rd</sup> 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

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Fax : +91 22 2545 5063  
[www.bayer.in](http://www.bayer.in)  
[www.cropscience.bayer.com](http://www.cropscience.bayer.com)

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*Annexure A*

**Voting Results of the 63<sup>rd</sup> Annual General Meeting (“AGM”) of Bayer CropScience Limited**

1. **Date of the AGM:** August 12, 2021
2. **Total number of shareholders as on record date (August 05, 2021):** 64,110
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: 64
5. **Details of the Agenda:**  
The mode of voting for all the resolutions was:
  - (a) Remote e-voting conducted between August 09, 2021 to August 11, 2021
  - (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.

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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, 2021 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
<b>Promoter and Promoter Group</b>	E-voting	<b>32102999</b>	32102999	100.00	32102999	0	100.00	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>32102999</b>	<b>100.00</b>	<b>32102999</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
<b>Public - Institutional Holders</b>	E-voting	<b>6433308</b>	5498881	85.4752	5498881	0	100.00	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>5498881</b>	<b>85.4752</b>	<b>5498881</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
<b>Public - Others</b>	E-voting	<b>6405785</b>	661693	10.3296	661422	271	99.9590	0.0410
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>661693</b>	<b>10.3296</b>	<b>661422</b>	<b>271</b>	<b>99.9590</b>	<b>0.0410</b>
<b>Total</b>	E-voting	<b>44942092</b>	38263573	85.1397	38263302	271	99.9993	0.0007
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>38263573</b>	<b>85.1397</b>	<b>38263302</b>	<b>271</b>	<b>99.9993</b>	<b>0.0007</b>



Resolution No.	2
Resolution Title	To confirm the payment of Interim Dividend on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year ended March 31, 2021.
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
<b>Promoter and Promoter Group</b>	E-voting	<b>32102999</b>	32102999	100.00	32102999	0	100.00	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>32102999</b>	<b>100.00</b>	<b>32102999</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
<b>Public - Institutional Holders</b>	E-voting	<b>6433308</b>	5499938	85.4916	5494201	5737	99.8957	0.1043
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>5499938</b>	<b>85.4916</b>	<b>5494201</b>	<b>5737</b>	<b>99.8957</b>	<b>0.1043</b>
<b>Public - Others</b>	E-voting	<b>6405785</b>	661494	10.3265	661479	15	99.9977	0.0023
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>661494</b>	<b>10.3265</b>	<b>661479</b>	<b>15</b>	<b>99.9977</b>	<b>0.0023</b>
<b>Total</b>	E-voting	<b>44942092</b>	38264431	85.1416	38258679	5752	99.9850	0.0150
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>38264431</b>	<b>85.1416</b>	<b>38258679</b>	<b>5752</b>	<b>99.9850</b>	<b>0.0150</b>



Resolution No.	3
Resolution Title	To appoint a Director in place of Dr. Thomas Hoffmann (DIN: 06485949), who retires by rotation and being eligible offers his candidature for re-appointment.
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
<b>Promoter and Promoter Group</b>	E-voting	<b>32102999</b>	32102999	100.00	32102999	0	100.00	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>32102999</b>	<b>100.00</b>	<b>32102999</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
<b>Public - Institutional holders</b>	E-voting	<b>6433308</b>	5239938	81.4501	5152054	87884	98.3228	1.6772
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>5239938</b>	<b>81.4501</b>	<b>5152054</b>	<b>87884</b>	<b>98.3228</b>	<b>1.6772</b>
<b>Public - Others</b>	E-voting	<b>6405785</b>	661084	10.3201	661049	35	99.9947	0.0053
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>661084</b>	<b>10.3201</b>	<b>661049</b>	<b>35</b>	<b>99.9947</b>	<b>0.0053</b>
<b>Total</b>	E-voting	<b>44942092</b>	38004021	84.5622	37916102	87919	99.7687	0.2313
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>38004021</b>	<b>84.5622</b>	<b>37916102</b>	<b>87919</b>	<b>99.7687</b>	<b>0.2313</b>



Resolution No.	4
Resolution Title	Appointment of Dr. Harsh Kumar Bhanwala (DIN: 06417704) 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
<b>Promoter and Promoter Group</b>	E-voting	<b>32102999</b>	32102999	100.00	32102999	0	100.00	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>32102999</b>	<b>100.00</b>	<b>32102999</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
<b>Public - Institutional holders</b>	E-voting	<b>6433308</b>	5239938	81.4501	4741056	498882	90.4792	9.5208
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>5239938</b>	<b>81.4501</b>	<b>4741056</b>	<b>498882</b>	<b>90.4792</b>	<b>9.5208</b>
<b>Public - Others</b>	E-voting	<b>6405785</b>	661064	10.3198	659904	1160	99.8245	0.1755
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>661064</b>	<b>10.3198</b>	<b>659904</b>	<b>1160</b>	<b>99.8245</b>	<b>0.1755</b>
<b>Total</b>	E-voting	<b>44942092</b>	38004001	84.5622	37503959	500042	98.6842	1.3158
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>38004001</b>	<b>84.5622</b>	<b>37503959</b>	<b>500042</b>	<b>98.6842</b>	<b>1.3158</b>

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Resolution No.	5
Resolution Title	Appointment of Dr. Sara Boettiger (DIN: 09012747) 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
<b>Promoter and Promoter Group</b>	E-voting	<b>32102999</b>	32102999	100.00	32102999	0	100.00	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>32102999</b>	<b>100.00</b>	<b>32102999</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
<b>Public - Institutional holders</b>	E-voting	<b>6433308</b>	5239938	81.4501	5204252	35686	99.3190	0.6810
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>5239938</b>	<b>81.4501</b>	<b>5204252</b>	<b>35686</b>	<b>99.3190</b>	<b>0.6810</b>
<b>Public - Others</b>	E-voting	<b>6405785</b>	660984	10.3185	660444	540	99.9183	0.0817
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>660984</b>	<b>10.3185</b>	<b>660444</b>	<b>540</b>	<b>99.9183</b>	<b>0.0817</b>
<b>Total</b>	E-voting	<b>44942092</b>	38003921	84.5620	37967695	36226	99.9047	0.0953
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>38003921</b>	<b>84.5620</b>	<b>37967695</b>	<b>36226</b>	<b>99.9047</b>	<b>0.0953</b>

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Resolution No.	6
Resolution Title	Re-appointment of Mr. Pankaj Patel (DIN: 00131852) as the Non-Executive Independent Director of the Company
Resolution required	Special
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
<b>Promoter and Promoter Group</b>	E-voting	<b>32102999</b>	32102999	100.00	32102999	0	100.00	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>32102999</b>	<b>100.00</b>	<b>32102999</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
<b>Public - Institutional holders</b>	E-voting	<b>6433308</b>	5239938	81.4501	5210011	29927	99.4289	0.5711
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>5239938</b>	<b>81.4501</b>	<b>5210011</b>	<b>29927</b>	<b>99.4289</b>	<b>0.5711</b>
<b>Public - Others</b>	E-voting	<b>6405785</b>	660984	10.3185	658167	2817	99.5738	0.4262
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>660984</b>	<b>10.3185</b>	<b>658167</b>	<b>2817</b>	<b>99.5738</b>	<b>0.4262</b>
<b>Total</b>	E-voting	<b>44942092</b>	38003921	84.5620	37971177	32744	99.9138	0.0862
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>38003921</b>	<b>84.5620</b>	<b>37971177</b>	<b>32744</b>	<b>99.9138</b>	<b>0.0862</b>





Resolution No.	7
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
<b>Promoter and Promoter Group</b>	E-voting	<b>32102999</b>	32102999	100.00	32102999	0	100.00	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>32102999</b>	<b>100.00</b>	<b>32102999</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
<b>Public - Institutional holders</b>	E-voting	<b>6433308</b>	5499938	85.4916	5499938	0	100.00	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>5499938</b>	<b>85.4916</b>	<b>5499938</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
<b>Public - Others</b>	E-voting	<b>6405785</b>	660948	10.3180	660428	520	99.9213	0.0787
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>660948</b>	<b>10.3180</b>	<b>660428</b>	<b>520</b>	<b>99.9213</b>	<b>0.0787</b>
<b>Total</b>	E-voting	<b>44942092</b>	38263885	85.1404	38263365	520	99.9986	0.0014
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>38263885</b>	<b>85.1404</b>	<b>38263365</b>	<b>520</b>	<b>99.9986</b>	<b>0.0014</b>



As per the consolidated results of the Remote e-voting and e-voting conducted during the 63<sup>rd</sup> Annual General Meeting on Item nos. 1 to 7 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

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**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]*

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

Dear Sir,

1. I, Bhaskar Upadhyay, Partner, M/s N L Bhatia & Associates, Membership No. FCS 8663/ C. P. No. 9625), 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 63<sup>rd</sup> AGM of the Equity Shareholders of the Company, held on Thursday, August 12, 2021 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 63<sup>rd</sup> 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

Page 1 of 5

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 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](http://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 July 09, 2021 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, July 16, 2021 in Financial Express (in English) and Loksatta (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, August 05, 2021 were entitled to vote on the businesses (item nos. 1 to 7) as set out in the Notice of the 63<sup>rd</sup> AGM.
- 3.5 The Chairman at the 63<sup>rd</sup> AGM held on Thursday, August 12, 2021 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 Monday, August 09, 2021 (IST 9:00 a.m.) and ended on Wednesday, August 11, 2021 (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, 2021 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	
38263573	38263573	38263302	271	100*	0*	-

**\* Rounded off**

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

To confirm the payment of Interim Dividend on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year ended March 31, 2021.

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	
38264431	38264431	38258679	5752	99.9850	0.0150	-

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

To appoint a Director in place of Dr. Thomas Hoffmann (DIN: 06485949), who retires by rotation and being eligible offers his candidature for re-appointment.

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	
38004021	38004021	37916102	87919	99.7687	0.2313	-

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

Appointment of Dr. Harsh Kumar Bhanwala (DIN: 06417704) 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	
38004001	38004001	37503959	500042	98.6842	1.3158	-

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

Appointment of Dr. Sara Boettiger (DIN: 09012747) 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	
38003921	38003921	37967695	36226	99.9047	0.0953	-

• **Item No. 6:- As a Special Resolution:**

Re-appointment of Mr. Pankaj Patel (DIN: 00131852) 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	
38003921	38003921	37971177	32744	99.9138	0.0862	-

• **Item No. 7:- 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	
38263885	38263885	38263365	520	100*	0*	-

**\* Rounded Off**

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,**



**Bhaskar Upadhyay  
Practicing Company Secretary  
Scrutinizer  
FCS:-8663  
C.P NO. 9625  
UDIN: F008663C000776155**

**Place: Mumbai  
Date: August 12, 2021**

**Countersigned**

**Place: Ahmedabad  
Date: August 12, 2021**

**Mr. Pankaj Patel  
Chairman  
(DIN: 00131852)**