



Bayer CropScience

Bayer CropScience Limited
CIN: L24210MH1958PLC011173

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

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Notice

NOTICE is hereby given that the 57th Annual General Meeting (AGM) of the Company will be held on Tuesday, September 15, 2015 at "Yashwantrao Chavan Pratishthan Auditorium", Y. B. Chavan Centre, Near Mantralaya, Gen. J. Bhonsale Marg, Mumbai-400 021 at 11.30 a.m. to transact the business, as set out in the Notice of the AGM. The said Notice along with Proxy Form, Attendance Slip, Ballot Form and Annual Report inter alia containing Directors' Report, Auditors' Report and Audited Financial Statement has been dispatched to all Members at their registered address or e-mail ids on Friday, August 14, 2015 and the same is also available on the website of the Company at www.bayer.in and the Notice of the AGM is also available on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Members are provided with the facility to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system from a place other than the venue of the AGM ("remote e-voting"), provided by NSDL and the business may be transacted through such voting. In order to enable its Members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in the Notice of AGM, the Company has also enclosed a ballot form with the Notice of the AGM.

Members can opt for only one mode of voting, i.e., remote e-voting or ballot form. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through ballot form shall be treated as invalid.

The remote e-voting period commences on Friday, September 11, 2015 (IST 9.00 a.m.) and ends on Monday, September 14, 2015 (IST 5.00 p.m.). During this period, Members may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The voting rights of Members shall be in proportion to the equity shares held by them in the paid up equity share capital of the Company as on Tuesday, September 08, 2015 ("cut-off date"). Any person, who is a Member of the Company as on the cut-off date is eligible to cast vote on all resolutions set forth in the Notice of AGM using remote e-voting or ballot form or voting at the AGM by poll/ballot paper.

A person who has acquired shares and becomes a member of the Company after the dispatch of Notice of AGM and holds shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if the person is already registered with NSDL for remote e-voting, then the existing user ID and password can be used for casting vote.

In case a Member is desirous of obtaining a duplicate ballot form, he may request for the same from the Registrar and Share Transfer Agents of the Company, TSR Darashaw Limited (Unit – Bayer CropScience Limited), 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E Moses Road, Near Famous Studio, Mahalaxmi, Mumbai – 400 011. However, the duly completed ballot forms should reach the Scrutinizer, Mr. N. L. Bhatia of M/s. N. L. Bhatia & Associates, Company Secretaries, not later than Thursday, September 10, 2015 (IST 5.00 p.m.). Ballot forms received after this date will be treated as invalid.

The facility for voting, on a poll shall be made available at the AGM and Members who have not already cast their vote by remote e-voting or ballot form shall be able to exercise their right at the AGM. The Members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.

In case of any queries relating to voting by electronic means, please refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or contact NSDL at the toll free no. 1800-222-990.

Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 05, 2015 to Tuesday, September 15, 2015 (both days inclusive) for the purpose of AGM and payment of final dividend on the equity shares of the Company for the financial year ended March 31, 2015. The final dividend of ₹17.00 per equity share, if declared at the AGM, will be paid on or after Friday, September 18, 2015 to those Members whose names appear on the Company's Register of Members as holders of Equity Shares on Friday, September 04, 2015 and in respect of shares held in dematerialized form, to the Beneficial Owners of the equity shares as at the close of business hours on the same date as per the details furnished by the Depositories for the purpose.

Persons entitled to attend and vote at the meeting, may also vote in person or by proxy/through authorized representative, provided that all proxies in the prescribed form/authorization duly signed by the person entitled to attend and vote at the meeting are deposited at the Registered Office of the Company, not later than 48 hours before the meeting.

For Bayer CropScience Limited