

June 4, 2019



BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001

SECURITY ID : BAYERCROP
SECURITY CODE : 506285

Dear Sir,


Subject: Proceedings of the National Company Law Tribunal Convened Meeting of Shareholders of Bayer CropScience Limited held on June 3, 2019

Please find enclosed a gist of the proceedings of the National Company Law Tribunal ("NCLT/Tribunal") Convened Meeting of Shareholders of Bayer CropScience Limited (the "Company") held on June 3, 2019 pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your kind information and records.

Thanking you,

Yours faithfully
for **Bayer CropScience Limited**


Rajiv Wani
Head- Law, Patents & Compliance
& Company Secretary



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



Gist of the proceedings of the NCLT convened meeting of the Shareholders of the Company held on June 3, 2019.

1. Date, time and venue of the AGM:

The NCLT Convened Meeting of the Company was held on June 3, 2019 and the meeting commenced at 11.10 a.m. at "Yashwantrao Chavan Pratishthan Auditorium", Y. B. Chavan Centre, Near Mantralaya, Gen. J. Bhonsale Marg, Mumbai - 400 021 and concluded at 12.00 noon (the "Meeting").

2. Brief details of the proceedings at the NCLT convened meeting:

Mr. Duraiswami Narain, Chairperson appointed by the Hon'ble Tribunal chaired the proceedings of the Meeting and requisite quorum being present called the Meeting to order.

Mr. Rajiv Wani, Head - Law, Patents & Compliance & Company Secretary informed that the shareholders who have not cast their vote through postal ballot and e-voting are provided with electronic tab based voting at the Meeting venue. Mr. N. L. Bhatia, Practicing Company Secretary, appointed by the Hon'ble Tribunal vide its order dated April 22, 2019 as the Scrutinizer was also present at the Meeting to ensure that the voting process is conducted in a fair and transparent manner.

The Chairperson then moved the resolution for approval of the Scheme of Amalgamation of Monsanto India Limited (the Transferor Company) with Bayer CropScience Limited (the Transferee Company) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013. The said Resolution was duly proposed and seconded by the members of the Company.

The members were invited to make comments, offer suggestions or seek clarifications. The Chairperson responded to the queries raised by the members at the Meeting.

He further informed the members that the combined result of postal ballot and e-voting as well as the voting done at the Tribunal Convened Meeting will be displayed on the website of the Company and the website of BSE Limited on or before June 5, 2019.

The Chairperson thanked the members for attending and participating in the Meeting.

3. Manner of approval of the Resolution:

The Scrutinizer's Report was received on June 3, 2019 and the Resolution set out in the Notice of the NCLT convened meeting as mentioned below was passed with requisite majority.

- (i) Approval of the Scheme of Amalgamation of Monsanto India Limited (the Transferor Company) with Bayer CropScience Limited (the Transferee Company) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.