



August 17, 2023

To,
The General Manager,
Listing Department,
BSE Limited, P. J. Tower,
Dalal Street, Mumbai – 400 001.

SECURITY ID: BAYERCROP
SECURITY CODE: 506285

Dear Sir / Madam,

Sub.: Disclosure of voting results of the 65th Annual General Meeting of Bayer CropScience Limited held on Thursday, August 17, 2023 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 65th 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 & 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
Fax: +91 22 2545 5063
www.bayer.in
www.cropscience.bayer.com

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Annexure A

Voting Results of the 65th Annual General Meeting (“AGM”) of Bayer CropScience Limited

1. **Date of the AGM:** Thursday, August 17, 2023

2. **Total number of shareholders as on record date (August 04, 2023):** 48,796

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: 39

5. **Details of the Agenda:**

The mode of voting for all the resolutions was:

(a) Remote e-voting conducted between August 14, 2023 to August 16, 2023

(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 standalone financial statements for the financial year ended March 31, 2023, 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	32102999	32102999	100.0000	32102999	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		32102999	100.0000	32102999	0	100.0000	0.0000
Public - Institutional Holders	E-voting	7344290	6439028	87.6739	6439028	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6439028	87.6739	6439028	0	100.0000	0.0000
Total	E-voting	5494803	14459	0.2631	14257	202	98.6029	1.3971
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14459	0.2631	14257	202	98.6029	1.3971
Total		44942092	38556486	85.7915	38556284	202	99.9995	0.0005

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Resolution No.	2
Resolution Title	To confirm the payment of Interim Dividend on Equity Shares and to declare Final Dividend on Equity Shares for the financial year ended March 31, 2023.
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	32102999	32102999	100.0000	32102999	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		32102999	100.0000	32102999	0	100.0000	0.0000
Public - Institutional Holders	E-voting	7344290	6439028	87.6739	6439028	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6439028	87.6739	6439028	0	100.0000	0.0000
Public - Others	E-voting	5494803	14454	0.2630	14312	142	99.0176	0.9824
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14454	0.2630	14312	142	99.0176	0.9824
Total		44942092	38556481	85.7915	38556339	142	99.9996	0.0004

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Resolution No.	3
Resolution Title	To appoint a director in place of Mr. Brian Naber (DIN: 09115300), 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	32102999	32102999	100.0000	32102999	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		32102999	100.0000	32102999	0	100.0000	0.0000
Public - Institutional Holders	E-voting	7344290	6439028	87.6739	4978721	1460307	77.3210	22.6790
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6439028	87.6739	4978721	1460307	77.3210	22.6790
Public - Others	E-voting	5494803	13993	0.2547	13612	381	97.2772	2.7228
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13993	0.2547	13612	381	97.2772	2.7228
Total		44942092	38556020	85.7904	37095332	1460688	96.2115	3.7885

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Resolution No.	4
Resolution Title	Ratification of Remuneration to Cost Auditor.
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
Promoter and Promoter Group	E-voting	32102999	32102999	100.0000	32102999	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		32102999	100.0000	32102999	0	100.0000	0.0000
Public - Institutional Holders	E-voting	7344290	6439028	87.6739	6439028	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6439028	87.6739	6439028	0	100.0000	0.0000
Public - Others	E-voting	5494803	14414	0.2623	13400	1014	92.9652	7.0348
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14414	0.2623	13400	1014	92.9652	7.0348
Total		44942092	38556441	85.7914	38555427	1014	99.9974	0.0026

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As per the consolidated results of the Remote e-voting and e-voting conducted during the 65th Annual General Meeting on Item nos. 1 to 4 of the Notice of the Meeting, all the resolutions are passed by requisite majority.

Thanking you,

Yours faithfully,
for **Bayer CropScience Limited**

A handwritten signature in blue ink, appearing to read "Nikunj Kumar Savaliya", is written over a faint, illegible stamp or watermark.

Nikunj Kumar Savaliya
Company Secretary & Compliance Officer

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**Combined Scrutinizer's Report on Remote E-voting & E-Voting conducted during
65th Annual General Meeting of Bayer CropScience Limited held on
Thursday, August 17, 2023 at 03.00 P.M. IST**

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

65th Annual General Meeting ('65th AGM') of the Shareholders of Bayer CropScience Limited held on Thursday, August 17, 2023 by means of Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') commenced at 03.00 P.M. IST.

Sub: Passing of Resolution(s) through electronic voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the General Circular(s) No. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021, No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022 and No 10/2022 dated 28th December 2022 (collectively referred to as 'MCA Circulars') read with the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/CMD/POD/2/P/CIR/2023/24 dated January 5,, 2023 issued by the Securities and Exchange Board of India (SEBI) commonly referred to as '**Applicable Circulars**'.

I, B. Narasimhan, Proprietor of B N & Associates, Companies Secretaries, have been appointed by the Board of Directors of Bayer CropScience Limited (*hereinafter referred to as the 'Company'*) at its Meeting held on May 24, 2023, as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting ('E-Voting') conducted during the 65th AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Applicable Circulars issued in this connection both by MCA and SEBI, providing relaxation for the manner in which the AGM shall be held and conducted through VC or OAVM.

The Applicable Circulars provide for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the members and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID -19 (CORONAVIRUS) I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the Applicable Circulars.

As mentioned in the Notice, the proceedings of the 65th AGM will be deemed to be conducted at the Registered Office of the Company which is the deemed Venue of the AGM.



Report on Scrutiny:

The Company had appointed National Securities Depository Limited ('NSDL') as the Service Provider, for the purpose of providing the facility of Remote E-Voting and E-voting during the 65th AGM to the Members of the Company.

- TSR Consultants Private Limited., ('TCPL'), (formerly TSR Darashaw Consultants Private Ltd.), are the Registrar and Share Transfer Agents ('RTA') of the Company.

- NSDL had provided a system for recording the votes of the Members electronically through Remote E-voting as well as E-voting conducted during the AGM on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 65th AGM of the Company, which was held on Thursday, August 17, 2023.

- NSDL had set up electronic voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted at the 65th AGM on its website, NSDL website and also on the website of BSE Limited (Stock Exchange where the Equity Shares of the Company are listed), to facilitate their Members to cast their vote through Remote E-Voting.

- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations.

- My responsibility as the Scrutinizer of the voting process (through E-voting), was restricted to scrutinize the E-voting process (Remote E-voting and E-voting during the 65th AGM), in a fair and transparent manner and to prepare a Combined Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by NSDL.

- The internal cut-off date for the dispatch of the Notice of the AGM was Wednesday July 12, 2023 and as on that date, there were 49,509 Members of the Company. As mentioned in the Applicable Circulars, TCPL had sent the Notices of the AGM along with Annual Report for the Financial Year 2022-23 and NSDL emailed the E-voting details to 45,136 Members constituting 91.17% of the total members, whose email IDs were made available by the Depositories. For those Members whose email IDs were not available, or holding in physical form, who had not registered their email IDs with the RTA the Notices could not be sent. The Company had advertised in the newspapers, asking those Members who have not provided their email IDs to do so and to the extent, details were provided by the Members were considered for sending the Notice of the 65th AGM. The Notices sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the Applicable Circulars.

- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Thursday, August 10, 2023.**

- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for 3(three) days from **Monday, August 14, 2023 at 9.00 A.M. IST to Wednesday, August 16, 2023 at 5.00 P.M IST.**

- The Company completed the dispatch of the notices by email to the Members on Wednesday, July 12, 2023.



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- As prescribed in **Clause IV of the Circular dated May 5, 2020 issued by MCA**, which is forming part of the Applicable Circulars, the Company had published an advertisement prior to sending Notices to the Shareholders on Wednesday, July 05, 2023 in English in 'Financial Express' newspaper having wide circulation in the district where the Registered Office of the Company is situated and in Marathi in 'Loksatta' newspaper. The Notice contained the required information as provided under clause IV (a) to (g) of the said circular.

- As prescribed in **clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014**, the Company also published an advertisement on Thursday, July 13, 2023, which was published more than 21 days before the date of the 65th AGM in English in 'Financial Express' newspaper having country-wide circulation and in Marathi language in 'Loksatta' newspaper.

- The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.

- At the end of the voting period on **Wednesday, August 16, 2023 at 5.00 P.M.** IST, the voting portal of the NSDL, service provider was blocked forthwith.

- At the **65th AGM of the Company held through VC/OAVM on Thursday, August 17, 2023**, after considering all the items of businesses, the facility to vote electronically ('E-Voting') was provided to facilitate those members who are attending the 65th AGM through VC but could not participate in the Remote E-voting to record their votes.

- On **Thursday, August 17, 2023, after tabulating the votes cast electronically by the system provided by NSDL**, the votes cast through Remote E-Voting facility and E-voting during the 65th AGM were duly unblocked by me as a Scrutinizer in the presence of Ms. Kashish Tekchandani and Mr. Piyush Joshi who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. After the voting by electronic means the votes cast through Remote E-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.

Thereafter, I, as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the E-voting held during the AGM, the details of which are as follows:

The results of the Remote E-voting together with the e-voting conducted during the 65th AGM are as under:

Details	Remote E-voting	E-Voting at AGM	Total voting
Number of members who cast their votes	354	4	358
Total number of Shares held by them	3,85,71,092	1,316	3,85,72,408
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Less voted / Abstained Votes	As mentioned under each of the Resolution.		

Note: Percentage of votes cast in favour or against the resolutions is calculated based on the **Valid Votes** cast through Remote E-Voting and through E-voting during the 65th AGM.



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ORDINARY BUSINESS:

I) Item No. 1 of the Notice (As an Ordinary Resolution):

To receive, consider, approve and adopt the audited standalone financial statements for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at meeting	3,85,56,284	99.999	202	0.001	15,922

Item 1 of Notice stands **PASSED** with the requisite majority.

II) Item No. 2 of the Notice (As an Ordinary Resolution):

To confirm the payment of Interim Dividend on Equity Shares and to declare Final Dividend on Equity Shares for the financial year ended March 31, 2023

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at meeting	3,85,56,339	99.999	142	0.001	15,927

Item 2 of Notice stands **PASSED** with the requisite majority.

III) Item No.3 of the Notice (As an Ordinary Resolution):

To appoint a director in place of Mr. Brian Naber (DIN: 09115300), who retires by rotation and being eligible offers his candidature for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at meeting	3,70,95,332	96.212	14,60,688	3.788	16,388

Item 3 of Notice stands **PASSED** with the requisite majority.

SPECIAL BUSINESS

IV) Item No. 4 of the Notice (As an Ordinary Resolution):

Ratification of Remuneration to Cost Auditor:



Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at meeting	3,85,55,427	99.997	1,014	0.003	15,967

Item 4 of Notice stands **PASSED** with the requisite majority.

All the 4 (Four) Resolutions mentioned in the Notice of 65th AGM dated May 24, 2023, as per the details mentioned above stand **PASSED** under Remote E-voting and E-voting conducted during the 65th AGM with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the soft copy of the Registers received from the NSDL, the Service Provider in respect of the votes cast through Remote E-Voting and E-voting conducted during the 65th AGM by the Members of the Company. All other relevant records relating to Remote E-voting and E-voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,

Yours faithfully,

**For BN & ASSOCIATES
Company Secretaries**



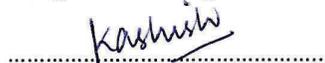
**CS B Narasimhan
(Proprietor)
(FCS No 1303 COP No.:10440)**



**Place: Mumbai
Date: August 17, 2023**

UDIN: F001303E000801179

The following were the witnesses to the unblocking the votes cast through Remote E-voting and E-voting at the AGM.



1. Ms. Kashish Tekchandani



2. Mr. Piyush Joshi

I have received the report:

For Bayer CropScience Limited

PANKAJ
RAMANBHAI
PATEL

Digitally signed by PANKAJ
RAMANBHAI PATEL
Date: 2023.08.17 17:54:32
+05'30'

Signature

Name: Mr. Pankaj Patel
Designation: Chairman
(DIN: 00131852)

**Place: Mumbai
Date: August 17, 2023**