



March 26, 2024

The General Manager,
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

COMPANY CODE: 506285
SCRIP ID: BAYERCROP

Dear Sir/Madam,

Sub.: Disclosure of voting results for the Postal Ballot Notice dated February 01, 2024, along with the Scrutinizer's Report.

This is in furtherance to our letter dated February 23, 2024, wherein the copy of Postal Ballot Notice dated February 01, 2024, was enclosed, seeking approval of the Members of the Company for the below mentioned resolution:

- 1) Appointment of Dr. Miriam Holstein (DIN: 10458293) as Non-Executive Non-Independent Director of the Company.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find below the details of the voting results (**Annexure A**) of the Postal Ballot, conducted through remote e-voting process, along with the Scrutinizer's Report on the e-voting (**Annexure B**).

The said resolution has been passed with more than requisite majority on March 25, 2024

The voting results and the Scrutinizer's Report are being uploaded on the Company's website www.bayer.in and website of National Securities Depository Limited www.evoting.nsdl.com.

You are requested to take the same on record and disseminate on your website.

Yours faithfully,
for Bayer CropScience Limited

Nikunj Kumar Savaliya
Company Secretary and Compliance Officer
(Membership Number: FCS 7048)

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

RESTRICTED



Annexure A

Voting Results of the Postal Ballot of Bayer CropScience Limited

Sr. No.	Particulars	Details
1.	Date of the Postal Ballot Notice	February 01, 2024
2.	Voting Start Date	February 24, 2024
3.	Voting End Date	March 25, 2024
4.	Total Number of shareholders as on record date (i.e., February 20, 2024 – cut-off date for e-voting purpose)	47,333
5.	No. of shareholders present in the meeting either in person or through proxy	Not Applicable. The resolutions are being passed through Postal Ballot
6.	No. of shareholders attended the meeting through Video Conferencing	Not Applicable. The resolutions are being passed through Postal Ballot
7.	Mode of voting	Remote e-voting

Given below is the result of Remote e-voting for the resolution set out in Postal Ballot Notice:

Resolution No.	1
Resolution Title	Appointment of Dr. Miriam Holstein (DIN: 10458293) as Non-Executive Non-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	32102999	32102999	100.0000	32102999	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		32102999	100.0000	32102999	0.0000	100.0000	0.0000
Public - Institutional Holders	E-voting	7391586	6943452	93.9372	6835307	108145	98.4425	1.5575
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		6943452	93.9372	6835307	108145	98.4425	1.5575
Public - Others	E-voting	5447507	37610	0.6904	36755	855	97.7267	2.2733
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		37610	0.6904	36755	855	97.7267	2.2733
Total	E-voting	44942092	39084061	86.9654	38975061	109000	99.7211	0.2788
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		39084061	86.9654	38975061	109000	99.7211	0.2788



As per the results of the remote e-voting, all the resolutions are being passed with the requisite majority on March 25, 2024 (last day of the e-voting).

Thanking you,

Yours faithfully,
for **Bayer CropScience Limited**

Nikunj Kumar Savaliya
Company Secretary & Compliance Officer
(Membership Number: FCS 7048)

SCRUTINIZER'S REPORT

March 26, 2024

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

Sub: Bayer CropScience Limited - Scrutinizer's Report on Postal Ballot (e-voting) Results

The Board of Directors of Bayer CropScience Limited (*hereinafter referred to as "Bayer/Company"*) at their meeting held on February 01, 2024, approved the draft Notice of Postal Ballot (the "**Postal Ballot Notice**") to be sent to the Shareholders and have appointed Mr. Avinash Bagul, Partner (Membership No. F5578/CP No. 19862) of BNP & Associates, Practicing Company Secretaries, or failing him either Mr. Kalidas Ramaswami (Membership No. F2440 /CP No. 22856), or Mr. K. Venkataraman, (Membership No. ACS 8897 /CP No. 12459) Partners, M/s BNP and Associates to act as the Scrutinizer, to scrutinize the Postal Ballot e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Companies Act, 2013 ("**Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI Listing Regulations**"), Secretarial Standard-2 on General Meetings ("**SS-2**") issued by The Institute of Company Secretaries of India and other applicable provisions of the Act and Rules made thereunder and the SEBI Listing Regulations, as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and any other applicable laws and regulations, the special business mentioned in the Postal Ballot Notice dated February 01, 2024, was proposed to be passed by the Members of Bayer CropScience Limited through Postal Ballot via remote electronic voting ("**e-voting**") only. Bayer had, accordingly, provided facility of e-voting to all Members of Bayer to enable them to cast their votes electronically on the special business mentioned in the Notice.



Bayer has engaged the services of National Securities Depository Limited, as the Electronic Voting Service Provider (“NSDL” or “EVSP”) who had made necessary arrangements to facilitate e-voting by the shareholders of Bayer on their website at www.evoting.nsdl.com. Link Intime India Private Limited is the Registrar and Share Transfer Agent of the Company (the “RTA”).

Accordingly, the Company had sent the Postal Ballot Notice including all the requisite information required by the shareholders to cast their votes, in electronic form only to all those Members who had registered their e-mail addresses with Bayer / RTA / Depository Participants, as on Tuesday, February 20, 2024 (being the cut-off date for this purpose). The communication of the assent or dissent of the Members was sought through the e-voting system only.

In order to facilitate those Members who had not yet registered their e-mail addresses, a proper procedure was laid down for the Members to get their email address registered with the RTA prior to the cut-off date so that they could also participate in the e-voting facility extended by Bayer.

Bayer and the EVSP had uploaded the Notice together with the explanatory statement on their respective websites viz. www.bayer.in and www.evoting.nsdl.com and Electronic Voting Event Number “127886” (“EVEN”) was generated for casting the votes through e-voting mode. Bayer and the EVSP have complied with all the necessary formalities specified under the Act, the Rules framed thereunder, and the MCA Circulars issued in this regard.

The aforesaid Postal Ballot Notice was sent on Friday, February 23, 2024, through e-mail to all the Members of Bayer who had registered their e-mail addresses as on February 20, 2024.

The Management of Bayer is responsible for ensuring compliance with the requirements of the Act and the Rules made thereunder and SEBI Listing Regulations relating to the items being placed for approval of the Members through postal ballot by e-voting. My responsibility as the Scrutinizer of the voting process (through e-voting), has been restricted to scrutinizing the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report on the votes cast in favour and against the resolutions stated in the Notice, based on the data generated from the e-voting system provided by EVSP.

We report that the Postal Ballot Notice was sent through e-mail to 43,548 Members whose email address was registered with Bayer / RTA / Depositories and as made available with the RTA. The total Number of Members as on the Cut-off date were 47,333.



In our opinion, the contents of the said Notice containing the Resolution and the Statement annexed (being Explanatory Statement & reasons for the proposed Resolution), the Postal Ballot Notice, the process of voting (i.e. electronic voting) and instructions to shareholders given therein are in order and are in compliance with the requirements of Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

The e-voting period commenced from Saturday, February 24, 2024, from 9.00 a.m. IST and ended on Monday, March 25, 2024, at 5.00 p.m. IST. The necessary requirements as given in Rule 22 of the Companies (Management and Administration) Rules, 2014 including mode of dispatch of notice, publication of advertisement in newspapers, etc. are also complied with. In respect of 3,785 Members whose email addresses were not available, a Public Notice with regard to the Postal Ballot Notice was published on Saturday, February 24, 2024, in "Financial Express" English Newspaper, and in "Loksatta", Marathi Newspaper (Mumbai edition) providing requisite information and contact details of the EVSP and the RTA for registering email addresses and addressing queries on e-voting.

The item for which approval of the Members of the Company was sought as stated in the Notice is mentioned hereunder: -

Sr. No.	Type of Resolution	Description of the resolution
1.	As an Ordinary Resolution	To appoint Dr. Miriam Holstein (DIN: 10458293) as Non- Executive Non-Independent Director of the Company with effect from February 01, 2024, for a period of five years.

SUMMARY OF VOTES CAST

The e-voting process concluded at 5.00 p.m. IST on Monday, March 25, 2024. After the closure of e-voting process the votes cast through e-voting facility were duly unblocked by me as the Scrutinizer in the presence of Ms. Amita Parmar and Ms. Tejaswini Bhandarkar witnesses, not in employment of Bayer, as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014. Since e-voting facility was provided by NSDL, the details of the e-voting exercised by the Members were duly compiled by NSDL. The details of the e-voting, the compilation of the Register containing the statement of Member's name, DP ID, Client ID and/or folio number, number of shares held, number of votes exercised, votes in favour, votes against were generated by NSDL from their website were duly scrutinized.



On scrutiny, we report that out of **47,333** Members holding shares as on the cut-off date, i.e. February 20, 2024, **548** Members holding **3,90,84,061** shares have exercised their votes through remote e-voting.

The details of Postal Ballot results for the special business placed for consideration and approval of the Members is given below:

Notes:

- 1. Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date reckoned for the purpose of Postal Ballot.**
- 2. Vote Cast In favour or against is calculated based on the Valid Votes cast through remote e-voting.**

Item No 1: As an Ordinary Resolution

To appoint Dr. Miriam Holstein (DIN: 10458293) as Non- Executive Non-Independent Director of the Company with effect from February 01, 2024, for a period of five years.

Total no. of Members	47,333		
Total no. of Equity Shares	44,942,092		
e-voting as per the Postal Ballot Notice	From 9.00 a.m. IST on Saturday, February 24, 2024 till 5.00 p.m. IST on Monday, March 25, 2024.		
		Number of Votes	Number of Shares
Total votes cast through e-voting	A	548	3,90,84,061
Less: Invalid e-voting (abstained/less voted)* refer note below	B	-	-
Net e-voting (A-B) considered valid	C	548	3,90,84,061



Summary of e-voting through Postal Ballot:

Promoter / Public	No. of shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3) = $[(2)/(1)]*100$	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes cast (6) = $[(4)/(2)]*100$	% of votes against on votes cast (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	3,21,02,999	3,21,02,999	100.00	3,21,02,999	0	100.00	0.00
Public-Institutional holders	73,91,586	69,43,452	93.94	68,35,307	1,08,145	98.44	1.56
Public-others	54,47,507	37,610	0.69	36,755	855	97.73	2.27
Total	4,49,42,092	3,90,84,061	86.97	3,89,75,061	1,09,000	99.72	0.28

Percentage of votes cast in Favour: **99.72 %** Percentage of votes cast Against: **0.28 %**

RESULTS: -

As the number of votes cast in favour of the Resolution are more than the number of votes cast against, we report that the Ordinary Resolution as per Item No. 1 as set forth in the Postal Ballot Notice dated February 01, 2024, has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of voting that is Monday, March 25, 2024.

We further report that as per the Postal Ballot Notice dated February 01, 2024, and the Board Resolution dated February 01, 2024, the Chairman or a person authorised by him in writing may declare and confirm the above results of voting by postal ballot in respect of the Resolutions referred, within two working days of the closure of the remote e-voting. The result of the Postal Ballot will be displayed on the website of Bayer www.bayer.in and on the website of NSDL www.evoting.nsdl.com The results also be forwarded to BSE Limited, the exchange where the equity shares of Bayer are listed and hosted on the websites of the Stock Exchange and at the Registered Office of Bayer.



We further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with and the records maintained by me including the data as obtained from NSDL, the Service Provider for the e-voting facility extended by them and recording the consent or otherwise received from the Members, by e-voting which includes all the particulars of the Members such as the name, folio number/DP ID and Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, and other related data/papers are in my safe custody which will be handed over to the Company Secretary of Bayer.

We thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot process of Bayer.

Thanking you,
Yours faithfully
For BNP & Associates
Company Secretaries
[Firm Regn. No.: -P2014MH037400]
PR No.: -637/2019



Avinash Bagul
Partner
(FCS No. 5578 COP No: 19862)



Place: Mumbai
Date: 26/03/2024
UDIN: F005578E003630166

The following were the witnesses to the unblocking of the votes on March 25, 2024.



1. Ms. Amita Parmar



2. Ms. Tejaswini Bhandarkar

Received the Report
For Bayer CropScience Limited

PANKAJ
RAMANBHAI
PATEL

Digitally signed by
PANKAJ RAMANBHAI
PATEL
Date: 2024.03.26
14:57:29 +05'30'

Mr. Pankaj Patel
Chairman
(DIN: 00131852)
Place: Ahmedabad

Date: 26/03/2024