



January 04, 2024

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

COMPANY CODE: BAYERCROP
SCRIP ID: 506285

Dear Sir/Madam,

Sub.: Disclosure of voting results for the Postal Ballot Notice dated November 03, 2023, along with the Scrutinizer's Report.

This is in furtherance to our letter dated November 30, 2023, wherein the copy of Postal Ballot Notice dated November 03, 2023, was enclosed, seeking approval of the Members of the Company for the below mentioned resolution:

- 1) Appointment of Mr. Simon-Thorsten Wiebusch (DIN: 08335591) as the Vice Chairman, Managing Director and Chief Executive Officer 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 the requisite majority on January 03, 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

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 Postal Ballot of Bayer CropScience Limited

Sr. No.	Particulars	Details
1.	Date of the Postal Ballot Notice	November 03, 2023
2.	Voting Start Date	December 04, 2023
3.	Voting End Date	January 03, 2024
4.	Total Number of shareholders as on record date (i.e., November 24, 2023 – cut-off date for e-voting purpose)	49,145
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 Mr. Simon-Thorsten Wiebusch (DIN: 08335591) as the Vice Chairman, Managing Director and Chief Executive Officer of the Company.
Resolution required	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution?	No



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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	7265468	6476601	89.1422	5106031	1370570	78.8381	21.1619
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6476601	89.1422	5106031	1370570	78.8381	21.1619
Public - Others	E-voting	5573625	123678	2.2190	122233	1445	98.8316	1.1684
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		123678	2.2190	122233	1445	98.8316	1.1684
Total	E-voting	44942092	38703278	86.1181	37331263	1372015	96.4550	3.5450
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38703278	86.1181	37331263	1372015	96.4550	3.5450



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As per the results of the remote e-voting, the resolution is being passed with the requisite majority on January 03, 2024 (last day of the e-voting).

Thanking you,

Yours faithfully,
for **Bayer CropScience Limited**

A handwritten signature in blue ink, appearing to read "Nikunj Kumar Savaliya".

Nikunj Kumar Savaliya
Company Secretary & Compliance Officer



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SCRUTINIZER'S REPORT

January 4, 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"*) at their meeting held on November 3, 2023, approved the draft Notice of Postal Ballot (the "**Postal Ballot Notice**") to be sent to the Shareholders and have appointed Mr. B. Narasimhan (Membership No. FCS 1303/CP No.10440) of BN & Associates, Practicing Company Secretaries or failing him Mr. Avinash Bagul (Membership No. FCS 5578/CP No. 19862) of BNP & Associates, Practicing Company Secretaries, 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 November 3, 2023, 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 Ltd, 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. TSR Consultants Private Limited now Link Intime India Private Limited consequent to the merger effective December 22, 2023, pursuant to the order dated December 18, 2023, passed by the Hon'ble National Company Law Tribunal, Mumbai bench is the Registrar and Share Transfer Agent for the Bayer (the "**RTA**").



Accordingly, the Bayer 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 Friday, November 24, 2023 (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 "127196" ('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 November 30, 2023 through e-mail to all the Members of Bayer who had registered their e-mail addresses as on November 24, 2023.

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), was 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 45,109 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 was 49,145.

In my 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 Monday, December 4, 2023 from 9.00 a.m. IST and ended on Wednesday, January 3, 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. were also complied with. In respect of 4,036 Members whose email addresses were not available, a Public Notice with regard to the Postal Ballot Notice was published on December 01, 2023 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 Bayer 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 Mr. Simon-Thorsten Wiebusch (DIN: 08335591) as Vice Chairman, Managing Director and Chief Executive Officer of the Company

SUMMARY OF VOTES CAST

The e-voting process concluded at 5.00 p.m. IST on Wednesday, January 3, 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. Divya Gupta and Ms. Shriya Sanghavi 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 49,145 Members holding shares as on the cut-off date, i.e. November 24, 2023, 544 Members holding 3,87,03,278 shares have exercised their votes through remote E-voting.

The details of Postal Ballot results for the special businesses 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. Votes 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 Mr. Simon-Thorsten Wiebusch (DIN: 08335591) as Vice Chairman, Managing Director and Chief Executive Officer of the Company

Total no. of Members	49,145		
Total no. of Equity Shares	4,49,42,092		
E-voting as per the Postal Ballot Notice	From 9.00 a.m. IST on Monday, December 4, 2023 till 5.00 p.m. IST on Wednesday, January 3, 2024		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	544	3,87,03,278
Less: Invalid E-voting (abstained/less voted)* refer note below	B	0	0
Net E-voting (A-B) considered valid	C	544	3,87,03,278



Summary of E-voting through Postal Ballot

Promoter/ Public	No. of shares held (1)	No. of votes cast (2)	% of votes cast on outstandi ng 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 again st on votes cast (7)=[(5) / (2)]* 100
Promoter and Promoter Group	32102999	32102999	100.00	32102999	0	100.00	0.00
Public- Institutional holders	7265468	6476601	89.14	5106031	1370570	78.84	21.16
Public- others	5573625	123678	2.22	122233	1445	98.83	1.17
Total	44942092	38703278	86.12	37331263	1372015	96.46	3.54

Percentage of votes cast in Favour: 96.46 Percentage of votes cast Against: 3.54

RESULTS: -

As the number of votes cast in favour of the Resolution is 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 November 3, 2023 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of voting that is Wednesday January 4, 2024.

We further report that as per the Postal Ballot Notice dated November 3, 2023 and the Board Resolution dated November 3, 2023, 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 shall also be forwarded to BSE Limited, the exchange where the equity shares of Bayer is 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: January 4, 2024

UDIN: F005578E003108634

The following were the witnesses to the unblocking of the votes on January 3, 2024


1. Ms. Divya Gupta


2. Ms. Shriya Sanghavi

**Received the Report
For Bayer CropScience Limited**

PANKAJ
RAMANBHAI
PATEL

Digitally signed by
PANKAJ RAMANBHAI
PATEL
Date: 2024.01.04
15:19:51 +05'30'

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

Date: January 4, 2024