



August 21, 2025

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

**COMPANY CODE : BAYERCROP**  
**SCRIP CODE : 506285**

Dear Sir/Madam,

**Sub.: Disclosure of voting results of the 67<sup>th</sup> Annual General Meeting of Bayer CropScience Limited held on Thursday, August 21, 2025, 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 67<sup>th</sup> 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**

**Bharati Shetty**  
Company Secretary and Compliance Officer  
(Membership No. ACS 24199)

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](http://www.bayer.in)  
[www.cropscience.bayer.com](http://www.cropscience.bayer.com)

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**Annexure A**

**Voting Results of the 67<sup>th</sup> Annual General Meeting (“AGM”) of Bayer CropScience Limited**

1. **Day and date of the AGM:** Thursday, August 21, 2025
2. **Total number of shareholders as on record date (August 14, 2025):** 57,542
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: 74
5. **Details of the Agenda:**  
The mode of voting for all the resolutions was:
  - (a) Remote e-Voting conducted between August 18, 2025, to August 20, 2025
  - (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.



Resolution No.	1
Resolution Title	To receive, consider, approve and adopt the Audited Standalone Financial Statements together with the Reports of the Board of Directors and the Auditors thereon for the Financial Year ended March 31, 2025.
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
<b>Promoter and Promoter Group</b>	E-voting	<b>32102999</b>	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
	<b>Total</b>		<b>32102999</b>	<b>100.0000</b>	<b>32102999</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public - Institutional Holders</b>	E-voting	<b>6793465</b>	5964642	87.7997	5964642	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>5964642</b>	<b>87.7997</b>	<b>5964642</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public – Non-Institutions</b>	E-voting	<b>6045628</b>	14019	0.2319	11663	2356	83.1942	16.8058
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>14019</b>	<b>0.2319</b>	<b>11663</b>	<b>2356</b>	<b>83.1942</b>	<b>16.8058</b>
<b>Total</b>		<b>44942092</b>	<b>38081660</b>	<b>84.7350</b>	<b>38079304</b>	<b>2356</b>	<b>99.9938</b>	<b>0.0062</b>



Resolution No.	2
Resolution Title	To confirm the payment of Interim Dividend on Equity Shares Rs. 10 each aggregating to Rs. 90 per equity share and to declare Final Dividend on Equity Shares of Rs. 10 each aggregating to Rs. 35 per Equity Share for the Financial Year ended March 31, 2025.
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
<b>Promoter and Promoter Group</b>	E-voting	<b>32102999</b>	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
	<b>Total</b>		<b>32102999</b>	<b>100.0000</b>	<b>32102999</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public - Institutional Holders</b>	E-voting	<b>6793465</b>	5966127	87.8216	5966127	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
	<b>Total</b>		<b>5966127</b>	<b>87.8216</b>	<b>5966127</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public – Non-Institutions</b>	E-voting	<b>6045628</b>	14017	0.2319	11722	2295	83.6270	16.3730
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14017</b>	<b>0.2319</b>	<b>11722</b>	<b>2295</b>	<b>83.6270</b>	<b>16.3730</b>
<b>Total</b>		<b>44942092</b>	<b>38083143</b>	<b>84.7383</b>	<b>38080848</b>	<b>2295</b>	<b>99.9940</b>	<b>0.0060</b>



Resolution No.	3
Resolution Title	To appoint a Director in place of Dr. Thomas Hoffmann (DIN: 06485949), 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
<b>Promoter and Promoter Group</b>	E-voting	<b>32102999</b>	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
	<b>Total</b>		<b>32102999</b>	<b>100.0000</b>	<b>32102999</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public - Institutional Holders</b>	E-voting	<b>6793465</b>	5964642	87.7997	3810885	2153757	63.8913	36.1087
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5964642</b>	<b>87.7997</b>	<b>3810885</b>	<b>2153757</b>	<b>63.8913</b>	<b>36.1087</b>
<b>Public – Non-Institutions</b>	E-voting	<b>6045628</b>	14019	0.2319	11230	2789	80.1056	19.8944
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14019</b>	<b>0.2319</b>	<b>11230</b>	<b>2789</b>	<b>80.1056</b>	<b>19.8944</b>
<b>Total</b>		<b>44942092</b>	<b>38081660</b>	<b>84.7350</b>	<b>35925114</b>	<b>2156546</b>	<b>94.3370</b>	<b>5.6630</b>

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Resolution No.	4
Resolution Title	Appointment of Mr. Sanjiv Rangrass (DIN: 08786754) as the Non-Executive Independent Director of the Company
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
<b>Promoter and Promoter Group</b>	E-voting	<b>32102999</b>	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
	<b>Total</b>		<b>32102999</b>	<b>100.0000</b>	<b>32102999</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public - Institutional Holders</b>	E-voting	<b>6793465</b>	5964642	87.7997	5964642	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
	<b>Total</b>		<b>5964642</b>	<b>87.7997</b>	<b>5964642</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public – Non-Institutions</b>	E-voting	<b>6045628</b>	14019	0.2319	11109	2910	79.2425	20.7575
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14019</b>	<b>0.2319</b>	<b>11109</b>	<b>2910</b>	<b>79.2425</b>	<b>20.7575</b>
<b>Total</b>		<b>44942092</b>	<b>38081660</b>	<b>84.7350</b>	<b>38078750</b>	<b>2910</b>	<b>99.9924</b>	<b>0.0076</b>



Resolution No.	5
Resolution Title	Appointment of M/s. S. N. Ananthasubramanian & Co., Practicing Company Secretaries, as the Secretarial Auditors of the Company for a term of five (5) consecutive years from the Financial Year 2025-26 to the Financial Year 2029-30
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
<b>Promoter and Promoter Group</b>	E-voting	<b>32102999</b>	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
	<b>Total</b>		<b>32102999</b>	<b>100.0000</b>	<b>32102999</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public - Institutional Holders</b>	E-voting	<b>6793465</b>	5964283	87.7944	5951629	12654	99.7878	0.2122
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5964283</b>	<b>87.7944</b>	<b>5951629</b>	<b>12654</b>	<b>99.7878</b>	<b>0.2122</b>
<b>Public – Non-Institutions</b>	E-voting	<b>6045628</b>	14019	0.2319	11132	2887	79.4065	20.5935
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14019</b>	<b>0.2319</b>	<b>11132</b>	<b>2887</b>	<b>79.4065</b>	<b>20.5935</b>
<b>Total</b>		<b>44942092</b>	<b>38081301</b>	<b>84.7342</b>	<b>38065760</b>	<b>15541</b>	<b>99.9592</b>	<b>0.0408</b>

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Resolution No.	6
Resolution Title	Ratification of remuneration payable to M/s. D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611), Cost Auditors of the Company for the Financial Year ending March 31, 2026
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
<b>Promoter and Promoter Group</b>	E-voting	<b>32102999</b>	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
	<b>Total</b>		32102999	100.0000	<b>32102999</b>	<b>0</b>	100.0000	0.0000
<b>Public - Institutional Holders</b>	E-voting	<b>6793465</b>	5964642	87.7997	5964642	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
	<b>Total</b>		<b>5964642</b>	<b>87.7997</b>	<b>5964642</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public – Non-Institutions</b>	E-voting	<b>6045628</b>	14019	0.2319	10852	3167	77.4092	22.5908
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14019</b>	<b>0.2319</b>	<b>10852</b>	<b>3167</b>	<b>77.4092</b>	<b>22.5908</b>
<b>Total</b>		<b>44942092</b>	<b>38081660</b>	<b>84.7350</b>	<b>38078493</b>	<b>3167</b>	<b>99.9917</b>	<b>0.0083</b>

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As per the consolidated results of the Remote e-Voting and e-Voting conducted during the 67<sup>th</sup> Annual General Meeting on Item nos. 1 to 6 of the Notice of the Meeting, all the resolutions are passed by requisite majority.

Thanking you,

Yours faithfully,  
*for* **Bayer CropScience Limited**

**Bharati Shetty**  
Company Secretary and Compliance Officer  
(Membership No.: ACS 24199)

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### **SCRUTINIZER'S REPORT**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015]*

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

Dear Sir,

1. I, Bhaskar Upadhyay, Practising Company Secretary (Membership No. FCS 8663/ C. P. No. 9625) Partner, M/s N L Bhatia & Associates, have been appointed as the Scrutinizer, by the Board of Directors of Bayer CropScience Limited ('the Company') at its meeting held on May 26, 2025 for the purpose of scrutinizing the remote e-Voting and voting through electronic voting system during the 67<sup>th</sup> Annual General Meeting ('AGM') carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') on the businesses contained in the Notice of the 67<sup>th</sup> AGM of the Equity Shareholders of the Company, held on Thursday, August 21, 2025 through Video Conferencing/Other Audio-visual means ('VC/OAVM' facility').
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, applicable rules, circulars and notifications issued by the Ministry of Corporate Affairs ('MCA Circulars') relating to voting through electronic means and SEBI Listing Regulations on the businesses set out in the Notice of the 67<sup>th</sup> AGM of the Members of the Company. My responsibility as a Scrutinizer for the remote e-Voting and voting during the AGM is to ensure that the voting process both through remote e-Voting and by e-Voting during the AGM are conducted in a fair and transparent manner and is restricted to making a Consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" on the businesses set out in the Notice, based on the reports generated from the e-Voting system of National Securities Depository Limited ('NSDL'), the authorized agency engaged by the Company, to provide e-Voting facility before and during the AGM.



3. Further to above, I submit my report as under:

- 3.1. The Company has provided the remote e-Voting facility and e-Voting during the AGM through NSDL, on their website - <https://www.evoting.nsdl.com>. The Company has uploaded all the business items to be transacted on the website of the Company - [www.bayer.com](http://www.bayer.com) and also on the website of NSDL - <https://www.evoting.nsdl.com> to facilitate the Members to cast their votes through remote e-Voting and e-Voting during the AGM.
- 3.2. The Notice of AGM and Annual Report was sent through e-mail to the Members whose email addresses were registered with the Company/ RTA/ Depository Participant(s), containing the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and notifications issued by the Ministry of Corporate Affairs ('MCA').
- 3.3. As prescribed in the said Rules and General Circulars issued by MCA, the Company has also published advertisements in newspapers on Thursday, July 24, 2025 in Financial Express (English) and Loksatta (Marathi) which carried all required information as specified in the said rules and notifications.
- 3.4. The Members of the Company as on the "Cut-Off" date i.e. Thursday, August 14, 2025 were entitled to vote on the businesses (item nos. 1 to 6) as set out in the Notice of the 67<sup>th</sup> AGM.
- 3.5. The remote e-Voting commenced on Monday, August 18, 2025 (9:00 a.m. IST) and ended on Wednesday, August 20, 2025 (5:00 p.m. IST) and the NSDL e-Voting platform was blocked thereafter and then re-opened during the AGM and kept opened during the AGM.
- 3.6. The Company Secretary at the 67<sup>th</sup> AGM held on Thursday, August 21, 2025 through two-way Video Conferencing announced that the Members who have not exercised their votes through remote e-Voting may, if they wish to, exercise their votes through electronic voting system being provided during the AGM.
- 3.7. After closure of e-Voting at the AGM, the votes cast through remote e-Voting prior to the date of AGM and votes cast through e-Voting during the AGM were unblocked and downloaded from the e-Voting website of NSDL - <https://www.evoting.nsdl.com> in the presence of two witnesses, who are not in the employment of the Company. The e-Voting data/results downloaded from the e-Voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.



- 3.8. My consolidated report on the results of remote e-Voting and voting through electronic means during the AGM is as under:

• **Item No. 1- As an Ordinary Resolution:**

To receive, consider, approve and adopt the Audited Standalone Financial Statements together with the Reports of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2025.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Abstained Votes
				Favor	Against	
38081660	38081660	38079304	2356	99.9938	0.0062	-

• **Item No. 2: - As an Ordinary Resolution:**

To confirm the payment of Interim Dividend on Equity Shares of Rs. 10 each aggregating to Rs. 90 per equity share and to declare Final Dividend on Equity Shares of Rs. 10 each aggregating to Rs. 35 per equity share for the financial year ended March 31, 2025.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Abstained Votes
				Favor	Against	
38083143	38083143	38080848	2295	99.9940	0.0060	-

• **Item No. 3: - As an Ordinary Resolution:**

To appoint a Director in place of Dr. Thomas Hoffmann (DIN: 06485949), who retires by rotation and being eligible offers his candidature for re-appointment.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Abstained Votes
				Favor	Against	
38081660	38081660	35925114	2156546	94.3370	5.6630	-

• **Item No. 4: - As a Special Resolution:**

Appointment of Mr. Sanjiv Rangrass (DIN: 08786754) as the Non-Executive Independent Director of the Company

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Abstained Votes
				Favor	Against	
38081660	38081660	38078750	2910	99.9924	0.0076	-



• **Item No. 5: - As an Ordinary Resolution:**

Appointment of M/s S. N. Ananthasubramanian & Co., Practicing Company Secretaries, as the Secretarial Auditors of the Company for a term of five (5) consecutive years from the financial year 2025-26 to the financial year 2029-30:

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Abstained Votes
				Favor	Against	
38081301	38081301	38065760	15541	99.9592	0.0408	-

• **Item No. 6: - As an Ordinary Resolution:**

Ratification of remuneration payable to M/s. D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611), Cost Auditors of the Company for the financial year ending March 31, 2026.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Abstained Votes
				Favor	Against	
38081660	38081660	38078493	3167	99.9917	0.0083	-





In view of the above scrutiny, I hereby certify that the Resolutions mentioned in Item Nos. 01 to 06 have been passed with requisite majority as on the day of the AGM i.e. Thursday, August 21, 2025.

All the electronic data and relevant records of e-Voting will remain in my custody until the Chairman of the Company considers, approves, and signs the minutes of the AGM and the same shall be handed over thereafter to the Chairman / Company Secretary of the Company for safe keeping.

Thanking you,

**Date: August 21, 2025**  
**Place: Mumbai**

**For N. L. Bhatia & Associates**  
**Practicing Company Secretaries**  
**UIN: P1996MH055800**  
**P/R No.: 6392/2025**



**Bhaskar Upadhyay**  
**Partner**  
**FCS: - 8663**  
**C.P. NO. 9625**  
**UDIN: F008663G001052145**

**Countersigned**  
**For Bayer CropScience Limited**

**PANKAJ** Digitally signed by  
**RAMANBH** PANKAJ  
**AI PATEL** RAMANBHAI PATEL  
Date: 2025.08.21  
17:08:37 +05'30'

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