



Bayer CropScience Limited

Corporate Identification No. (CIN)-L24210MH1958PLC011173
 Registered Office: Bayer House, Central Avenue, Hiranandani
 Estate, Thane-400607 Tel. No: 91 22 25311234
 E-mail: ir_bcs@bayer.com Website: www.bayer.in

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
 BENCH AT MUMBAI
COMPANY SCHEME APPLICATION NO. 916 OF 2019
 IN THE MATTER OF the Companies Act, 2013;
 AND
 IN THE MATTER OF Sections 230 to 232 of the Companies Act, 2013;
 AND
 IN THE MATTER OF Bayer CropScience Limited;
 AND
 IN THE MATTER OF Scheme of Amalgamation of Monsanto India
 Limited (the Transferor Company) with Bayer CropScience Limited
 (the Transferee Company) and their respective shareholders.

Bayer CropScience Limited, CIN: L24210MH1958PLC011173)
 Company incorporated under the Companies Act, 1956 having its)
 registered office at Bayer House, Central Avenue, Hiranandani)
 Estate, Thane (West) 400 607, Maharashtra, India.)

...Applicant /Transferee Company

NOTICE OF THE MEETING OF EQUITY SHAREHOLDERS AND NOTICE OF POSTAL BALLOT AND E-VOTING

NOTICE is hereby given that by an order dated 22nd day of April, 2019 the Mumbai Bench of the National Company Law Tribunal (the "Tribunal") has directed a meeting of the shareholders of **Bayer CropScience Limited** to be held at Yashwantrao Chavan Prathisthan Auditorium, Y. B. Chavan Centre, Near Mantralaya, Gen. J. Bhonsale Marg, Mumbai-400 021 on **Monday, 3rd day of June, 2019 at 11:00 a.m. (1100 hours)** for the purpose of considering, and if thought fit, approving with or without modification, the proposed Scheme of Amalgamation of Monsanto India Limited (the Transferor Company) with Bayer CropScience Limited (the Transferee Company) and their respective shareholders (the "Scheme").

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of the shareholders of the Transferee Company will be held at Yashwantrao Chavan Prathisthan Auditorium, Y. B. Chavan Centre, Near Mantralaya, Gen. J. Bhonsale Marg, Mumbai-400 021 on **Monday, 3rd day of June, 2019 at 11:00 a.m. (1100 hours)** at which time and place the said shareholders are requested to attend said meeting.

Copies of the Scheme, and of the statement under Section 230 can be obtained free of charge at the registered office of the Transferee Company. Members entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Transferee Company not later than 48 hours before the meeting. Forms of proxy can be obtained free of charge at the registered office of the Transferee Company.

The Tribunal has appointed Shri Duraiswami Narain, (DIN: 03310642) Vice Chairman & Managing Director and Chief Executive Officer of the Transferee Company falling him Shri Ulrich Stefer, (DIN: 07447177), Executive Director & Chief Financial Officer of the Transferee Company falling him Shri Sanjay Buch, practicing Advocate and Solicitor in Mumbai as Chairperson of the said meeting.

FURTHER NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has on 02nd day of May, 2019: (i) completed the dispatch of Postal Ballot Notice along with the explanatory statement and Postal Ballot Form through physical mode, along with a postage-prepaid self-addressed business reply envelope to the Members who have not registered their e-mail id with depositories or the Company; and

(ii) sent email of the Postal Ballot Notice along with the details of User ID and password to the Members whose email ids are registered against their account in the records of Depository Participants and with the Transferee Company;

for seeking the approval of the shareholders for the purpose of considering, and if thought fit, approving the Scheme through Postal Ballot, including voting by electronic means (e-voting).

The Notice has been sent to all the shareholders, whose name appear in the Register of Members / List of Beneficial Owners as on 12th day of April, 2019, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Tribunal has appointed Mr. Navnitil Bhatia, Membership No. 1176 of M/s. N. L. Bhatia & Associates as a Scrutinizer for conducting the postal ballot process (including e-voting) in a fair and transparent manner.

The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its shareholders. The detailed procedure for e-voting is enumerated in the Postal Ballot Notice. The shareholders can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. The facility to exercise vote by postal ballot, including e-voting, will be available during the following period:

Commencement of voting: Saturday, 4th day of May, 2019 at 9.00 a.m. (0900 hours) (IST)

End of voting: Sunday, 2nd day of June, 2019 at 05.00 p.m. (1700 hours) (IST)

The shareholders are requested to return the duly signed Postal Ballot Form, after indicating their assent/dissent so as to reach the Scrutinizer on or before 2nd day of June, 2019 up to 5:00 P.M. Any Postal Ballot Form received from the shareholders after 5:00 P.M. on June 2, 2019 would be strictly treated as if reply has not been received. The e-voting module will be disabled by NSDL for voting thereafter. The shareholders are requested to read carefully the instructions before casting the vote.

Shareholders who did not receive the Postal Ballot Notice and Postal Ballot Form may download the same from the website of the Company www.bayer.in or from the link www.evoting.nsd.com or request for a duplicate Postal Ballot Form from TSR Darashaw Ltd., the Registrar and Share Transfer Agents from their office at 6-10 Haji Moosa Patrawala Ind. Estate, 20, Dr. E. Moses Road, Near Famous Studio, Mahalaxmi, Mumbai-400011; email id: csg-unit@tsrdarashaw.com

The results of the Postal Ballot will be announced on or before June 05, 2019 at the Registered Office of the Company. The results will be displayed at the Registered Office of the Company and shall be intimated to BSE Limited where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on our website www.bayer.in and website of NSDL i.e. www.nsd.co.in.

Any query or grievance connected with the e-voting / voting by postal ballot may be addressed by the shareholders to the Company Secretary on email-id: ir_bcs@bayer.com or contact number: 022 2531 1234.

The Scheme, if approved at the meeting / the e-voting / voting by postal ballot, will be subject to the subsequent approval of the Tribunal.

Dated this 03rd May, 2019

Sd/-

Mr. Duraiswami Narain
 DIN: 03310642

Date: May 03, 2019

Place: Thane.

Chairman appointed for the meeting