



## Bayer CropScience Limited

Corporate Identification No. (CIN) - L24210MH1958PLC011173

Registered Office: Bayer House, Central Avenue, Hiranandani Estate, Thane – 400 607

Tel. No.: 91 22 2531 1234 E-mail: ir\_bcsl@bayer.com Website: www.bayer.in

### POSTAL BALLOT FORM

1. Name and Registered Address of :  
the sole / first named shareholder

2. Name(s) of the Joint holder(s), :  
if any

3. Registered Folio No. /DP ID No. :  
and Client ID No.\*  
(\*Applicable to shareholders  
holding shares in dematerialised  
form)

4. Number of Equity Share(s) held :

5. E-Voting Event Number (EVEN) :

6. User ID :

7. Password :

8. I/We hereby exercise my/our vote(s) in respect of the resolution as detailed in the Notice dated April 22, 2019 convening Meeting of the equity shareholders of **Bayer CropScience Limited**, as directed by the Hon'ble National Company Law Tribunal Bench at Mumbai on Monday, June 3, 2019 at 11:00 a.m. at Yashwantrao Chavan Prathisthan Auditorium, Y.B. Chavan Centre, Near Mantralaya, Gen J. Bhonsale Marg, Mumbai - 400021 by sending my/our assent or dissent to the said resolution by placing a tick mark (√) in the appropriate box below:

Description	No. of Equity Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
Approval of the Scheme of Amalgamation of Monsanto India Limited (the Transferor Company) with Bayer CropScience Limited (the Transferee Company) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.			

Place :

Date :

\_\_\_\_\_  
Signature(s) of Shareholder(s)

**Last date for receipt of Postal Ballot Form: June 2, 2019**

**NOTE : PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF**

## **NOTES**

- a. The Hon'ble National Company Law Tribunal Bench at Mumbai ("Hon'ble NCLT"), vide its Order dated April 22, 2019 has directed that a Meeting of the Equity Shareholders of the Company shall be convened and held at Yashwantrao Chavan Prathisthan Auditorium, Y.B. Chavan Centre, Near Mantralaya, Gen J. Bhonsale Marg, Mumbai - 400021 on Monday, June 3, 2019 at 11:00 a.m. for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of Monsanto India Limited (the Transferor Company) with Bayer CropScience Limited (the Transferee Company) and their respective shareholders.
- b. Pursuant to Sections 230 to 232 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014, assent or dissent of the members in respect of the resolution detailed in the Notice dated April 22, 2019 is being additionally sought through Postal Ballot / e-voting as per the directions of the Hon'ble NCLT.
- c. Voting right shall be reckoned on the paid up value of shares registered in the name of Member as at the close of business hours on April 12, 2019 ("**cut-off date**").
- d. The proposed Scheme, if assented by majority of shareholders representing three-fourth of the value, by way of postal ballot, remote e-voting and voting at the Meeting shall be considered as passed on the date of the Meeting.

## **INSTRUCTIONS**

- a. This Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
- b. A Member can opt for only one mode of voting, i.e. either through e-voting or by Postal Ballot Form. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
- c. For detailed instructions on e-voting, please refer to the notes and instructions as given in the Notice.

## **PROCESS FOR EQUITY SHAREHOLDERS OPTING FOR VOTING BY POSTAL BALLOT**

- a. Equity Shareholders desiring to cast their vote by postal ballot should complete and sign this postal ballot form and send to the scrutinizer Mr. Navnitlal Bhatia in the enclosed postage prepaid self-addressed envelope. Postal ballot forms deposited in person or sent by post or courier at the expense of the equity shareholder will also be accepted.
- b. In case of joint holding, this postal ballot form should be completed and signed by the first named equity shareholder and in his absence by the next named equity shareholder (as per the specimen signature registered with the Company / Depository).
- c. There will be one postal ballot form for every Client ID No. / Folio No., irrespective of the number of joint holders.
- d. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed postal ballot form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested.
- e. Voting rights in the postal ballot form cannot be exercised by a proxy.
- f. Completed postal ballot forms should reach the scrutinizer not later than the close of working hours i.e. at 05:00 p. m. on June 2, 2019. Incomplete postal ballot form or postal ballot form received after this date will be considered invalid.
- g. An incomplete, unsigned, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed postal ballot form will be rejected.
- h. The scrutinizer's decision in this regard shall be final and binding.
- i. Equity shareholders seeking duplicate postal ballot form or having any grievance pertaining to the postal ballot process can write to Mr. Rajiv Wani, Company Secretary of the Company at Bayer House, Central Avenue, Hiranandani Estate, Thane (West) 400 607, Maharashtra, India or through email to [ir\\_bcs1@bayer.com](mailto:ir_bcs1@bayer.com) or can be contacted at +91 22 2531 1234.
- j. Equity shareholders are requested not to send any paper (other than the resolution / authority as mentioned under "Process for Equity Shareholders opting for voting by Postal Ballot") along with the postal ballot form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the scrutinizer.
- k. The results of voting shall be declared on or before June 5, 2019. The results declared along with Scrutinizer's Report shall be placed on Company's website [www.bayer.in](http://www.bayer.in) and on the website of National Securities Depositories Limited and communicated to BSE Limited where the shares of the Company are listed.