

June 4, 2019



BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

SECURITY ID : BAYERCROP
SECURITY CODE : 506285

Dear Sir,

Sub.: Disclosure of voting results of the National Company Law Tribunal Convened Meeting of the Shareholders of Bayer CropScience Limited held on June 3, 2019 along with the Scrutinizers 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 National Company Law Tribunal Convened Meeting of the Shareholders 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**


Rajiv Wani
Head - Law, Patents & Compliance
& Company Secretary



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



Annexure A

Voting Results of the National Company Law Tribunal convened meeting of Bayer CropScience Limited

- 1. Date of Meeting:** June 3, 2019
- 2. Total No. of Shareholders on Record Date:** 45,270
- 3. No. of shareholders present in the meeting either in person or through proxy:**

Promoters and Promoter Group: 4

Public: 63

- 4. No. of shareholders attended the meeting through Video Conferencing:**

Promoters and Promoter Group: Not Applicable

Public: Not Applicable

- 5. Details of the Agenda:**

The mode of voting for the Resolution was:-

- Postal Ballot and e-voting conducted between May 4, 2019 to June 2, 2019
- Electronic tab based poll conducted at the venue of the Meeting on June 3, 2019

Given below is the resolution-wise combined result of the Postal Ballot and e-voting as well as the electronic tab based poll conducted at the venue of the Meeting:

Resolution No.	1
Resolution Title	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.
Resolution required	Special
Whether Promoter/ Promoter Group are interested in the Agenda/ Resolution?	No





Category	Mode of Voting	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/ (1)]*100	Number of Votes in favour (4)	Number 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	23,584,448	23,584,448	100	23,584,448	0	100	0
	Postal Ballot		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		23,584,448	23,584,448	100	23,584,448	0	100
Public Institutional Holders	E-Voting	6,714,883	5,916,142	88.10	5,916,142	0	100	0
	Postal Ballot		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		6,714,883	5,916,142	88.10	5,916,142	0	100
Public-Non Institutions	E-Voting	4,034,262	52,693	1.31	52,108	585	98.89	1.11
	Postal Ballot		171,348	4.25	141,761	29,587	82.73	17.27
	Poll		1,731	0.04	1,731	0	100	0
	Total		4,034,262	225,772	5.60	195,600	30,172	86.64
Total (A)		34,333,593	29,726,362	86.58	29,696,190	30,172	99.90	0.10

As per the consolidated results of the Postal Ballot and e-voting as well as the electronic tablet based poll conducted at the venue of the Meeting on the Resolution outlined in the Notice of the Meeting, the Resolution is passed by requisite majority.





N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

Tel. : 91-022-2510 0718
Tel. : 91-022-2510 0698
E-mail : navnitlb@hotmail.com
brupadhyay@hotmail.com
Website : www.nlba.in

SCRUTINIZER'S CONSOLIDATED REPORT

[Pursuant to section 108 and 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and read with SEBI Circulars bearing Nos. CFD/DIL3/CIR/2017/21 dated 10th March 2017 issued by the Securities and Exchange Board of India]

To,

Mr. Duraiswami Narain

NCLT Appointed Chairman

Bayer CropScience Limited

Regd. Office:

Bayer House, Central Avenue,

Hiranandani Estate,

Thane West - 400607

1. I Mr. N. L. Bhatia, a Practising Company Secretary in practice, was appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal ("NCLT") by its order dated April 22, 2019:

(i) To scrutinize the Postal Ballot and e-voting and voting through electronic means at the meeting for the item to be transacted at the NCLT Convened Meeting held to be held on 3rd June, 2019 under the provisions of Section 108 and 110 of the Companies Act, 2013 (the Act) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended (Rules);

2. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules relating to voting through Postal Ballot, e-voting and voting through electronic means at the meeting on the resolution contained in the Notice of the Meeting.



3. My responsibility as a scrutinizer for the voting process, was restricted to scrutinize the Postal Ballot, e-voting process and voting through electronic means at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolution stated in the Notice, based on postal ballot and the reports generated from the e-voting system provided by NSDL and voting through electronic means and/or ballot at the meeting.
4. The Company has appointed M/s. National Securities Depository Ltd ("NSDL") to provide e-voting facilities to the Equity Shareholders of the Company from 09:00 A.M. on 04th May, 2019 to 5:00 P.M. on 02nd June, 2019 .The voting by Postal Ballot and E-voting commenced on Saturday, the 04th May, 2019 at 9.00 a.m. and ended on Sunday, the 02nd June, 2019 at 5.00 P.M and the voting by electronic means was carried out at the meeting.
5. In terms of the Notice dated 25th day of April 2019, for NCLT Convened Meeting, the shareholders who have already voted through postal ballot or E-voting were not entitled to vote at the NCLT Convened Meeting. Accordingly, shareholders who have exercised their right to vote either through postal ballot or E-Voting and also subsequently voted through electronic means at the NCLT convened meeting, then such voting through electronic means was not considered and counted.
6. The percentage of votes in favour and against is calculated on the total number of valid votes cast.
7. To ascertain the number of shareholders, shareholders holding multiple Member IDs were treated as one Shareholder.
8. Based on the report on results of voting by Postal Ballot and e-voting and voting by electronic means and/ or ballot at the meeting as required under SEBI Circulars bearing Nos. CFD/DIL3/CIR/2017/21 dated 10th March 2017 issued by the Securities and Exchange Board of India the resolution is passed with the requisite majority.
9. Based on the above reports, I submit a consolidated Scrutinizer's report on the results of voting by Postal Ballot, e-voting and voting by electronic means at



the meeting on the resolution contained in the Notice of the Meeting as under:-

Category	Mode of Voting	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number 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	23584448	23584448	100	23584448	0	100	0
	Postal Ballot		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	23584448	23584448	100	23584448	0	100	0
Public Institutional Holders	E-Voting	6714883	5916142	88.10	5916142	0	100	0
	Postal Ballot		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	6714883	5916142	88.10	5916142	0	100	0
Public - Non Institutional	E-Voting	4034262	52693	1.31	52108	585	98.89	1.11
	Postal Ballot		171348	4.25	141761	29587	82.73	17.27
	Poll		1731	0.04	1731	0	100	0
	Total		225772	5.60	195600	30172	86.64	13.36
Total (A)		34333593	29726362	86.58	29696190	30172	99.90	0.10



10. The Electronic data and other relevant records relating to postal Ballot, e-voting and voting by electronic means at the meeting has been kept in my safe custody and shall be retained until the minutes of the NCLT Convened Meeting is approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking You,
Yours faithfully,

N. L. Bhatia



Signature

(N.L. Bhatia)

Practicing Company Secretary

M. No. FCS 1176, C. P No: 422

Place: Mumbai

Date: 03rd June, 2019