



March 22, 2022

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

COMPANY CODE: 506285
SCRIP ID: BAYERCROP

Dear Sir/Madam,

Sub.: Disclosure of voting results for the Postal Ballot Notice dated February 04, 2022 along with the Scrutinizer's Report.

This is in furtherance to our letter dated February 15, 2022, wherein the copy of Postal Ballot Notice dated February 04, 2022 was enclosed, seeking approval of the Members of the Company for the below mentioned resolutions: -

- 1) Appointment of Mr. Simon Britsch (DIN: 09194547) as the Director of the Company.
- 2) Appointment of Mr. Simon Britsch (DIN: 09194547) as the Whole Time Director and Chief Financial Officer (CFO) of the Company.
- 3) Appointment of Mr. Simon Wiebusch (DIN: 08335591) as the Director of the Company.
- 4) Appointment of Mr. Simon Wiebusch (DIN: 08335591) as the Whole Time Director of the Company.
- 5) Appointment of Mr. Brian Naber (DIN: 09115300) as the Non-Executive Non-Independent Director 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 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.

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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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

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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	February 04, 2022
2.	Voting Start Date	February 18, 2022
3.	Voting End Date	March 19, 2022
4.	Total Number of shareholders as on record date (i.e. February 09, 2022 – cut-off date for e-voting purpose)	62,834
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 resolution-wise combined result of Remote e-voting for the resolutions set out in Postal Ballot Notice

Resolution No.	1
Resolution Title	Appointment of Mr. Simon Britsch (DIN: 09194547) as the Director 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	7023357	6398472	91.1028	6335252	63220	99.0120	0.9880
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6398472	91.1028	6335252	63220	99.0120	0.9880
Public - Others	E-voting	5815736	110058	1.8924	109106	952	99.1350	0.8650
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		110058	1.8924	109106	952	99.1350	0.8650
Total	E-voting	44942092	38611529	85.9140	38547357	64172	99.8338	0.1662
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38611529	85.9140	38547357	64172	99.8338	0.1662

Resolution No.	2
Resolution Title	Appointment of Mr. Simon Britsch (DIN: 09194547) as the Whole-time Director and Chief Financial Officer of the Company.
Resolution required	Special

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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	7023357	6393165	91.0272	5077899	1315266	79.4270	20.5730
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6393165	91.0272	5077899	1315266	79.4270	20.5730
Public - Others	E-voting	5815736	110042	1.8921	109012	1030	99.0640	0.9360
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		110042	1.8921	109012	1030	99.0640	0.9360
Total	E-voting	44942092	38606206	85.9021	37289910	1316296	96.5905	3.4095
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38606206	85.9021	37289910	1316296	96.5905	3.4095



Resolution No.	3
Resolution Title	Appointment of Simon Wiebusch (DIN: 08335591) as the Director of the Company.
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
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	7023357	6398472	91.1028	6333523	64949	98.9849	1.0151
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6398472	91.1028	6333523	64949	98.9849	1.0151
Public - Others	E-voting	5815736	110042	1.8921	108821	1221	98.8904	1.1096
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		110042	1.8921	108821	1221	98.8904	1.1096
Total	E-voting	44942092	38611513	85.9139	38545343	66170	99.8286	0.1714
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal		0	0.0000	0	0	0.0000	0.0000

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	Ballot							
	Total		38611513	85.9139	38545343	66170	99.8286	0.1714

Resolution No.	4
Resolution Title	Appointment of Mr. Simon Wiebusch (DIN: 08335591) as the Whole-time 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
Promoter and Promoter Group	E-voting	32102999	32102999	100.0000	32102999	0	100.000	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	100.000	0.0000
Public - Institutional holders	E-voting	7023357	6393165	91.0272	5077899	1315266	79.4270	20.5730
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6393165	91.0272	5077899	1315266	79.4270	20.5730
Public - Others	E-voting	5815736	110012	1.8916	108613	1399	98.7283	1.2717
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000



	Total		110012	1.8916	108613	1399	98.7283	1.2717
Total	E-voting	44942092	38606176	85.9020	37289511	1316665	96.5895	3.4105
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38606176	85.9020	37289511	1316665	96.5895	3.4105

Resolution No.	5
Resolution Title	Appointment of Mr. Brian Naber (DIN: 09115300) as the Non-Executive Non-Independent Director of the Company
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
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	7023357	6398472	91.1028	6363294	35178	99.4502	0.5498
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6398472	91.1028	6363294	35178	99.4502	0.5498



Public - Others	E-voting	5815736	110012	1.8916	108163	1849	98.3193	1.6807
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		110012	1.8916	108163	1849	98.3193	1.6807
Total	E-voting	44942092	38611483	85.9139	38574456	37027	99.9041	0.0959
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38611483	85.9139	38574456	37027	99.9041	0.0959

As per the results of the remote e-voting, all the resolutions are being passed with the requisite majority on March 19, 2022 (last day of the e-voting).

Thanking you,

Yours faithfully,
for **Bayer CropScience Limited**

Nikunj Kumar Savaliya
Company Secretary & Compliance Officer

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CS ASHOK TYAGI (FCS)

Company Secretaries

Office: E-130, Second Floor,
Greater Kailash-1, New Delhi-110048
Email id: atyagi53@gmail.com;
Mobile: +91-9810070575

March 22, 2022

To,

Mr. Pankaj Patel
Chairman,
Bayer CropScience Limited
Bayer House, Central Avenue,
Hiranandani Estate, Thane (West),
Maharashtra - 400607

Dear Sir,

REPORT OF THE SCRUTINIZER RELATING TO THE PASSING OF RESOLUTION BY POSTAL BALLOT PURSUANT TO PROVISIONS OF SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH RULE NO. 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 FOR POSTAL BALLOT NOTICE DATED FEBRUARY 04, 2022.

The Board of Directors of BAYER CROPSCIENCE LIMITED (hereinafter referred to as the 'Company') had, on February 04, 2022, approved the draft Notice of Postal Ballot to be sent to the Shareholders and appointed me as scrutinizer to conduct Postal Ballot process in a fair and transparent manner.

The Board also delegated authority to Director/Officials of the Company to settle all questions or difficulties that may arise in the Postal Ballot process in terms of the provisions of Section 110 of the Companies Act, 2013, read with Rule No. 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31, 2020, the General Circular No.10/2021 dated June 23, 2021 and the General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs "MCA" (herein after referred as "MCA Circulars").

The approved Notice of Postal Ballot contained the following Resolutions to be passed by Shareholders of the Company:

1.	Ordinary Resolution	Appointment of Mr. Simon Britsch (DIN: 09194547) as the Director of the Company
2.	Special Resolution	Appointment of Mr. Simon Britsch (DIN: 09194547) as the Whole-time Director and Chief Financial Officer of the Company
3.	Ordinary Resolution	Appointment of Simon Wiebusch (DIN: 08335591) as the Director of the Company

Ashok Tyagi
Digitally signed
by Ashok Tyagi
Date:
2022.03.22
11:03:43 +05'30'

4.	Special Resolution	Appointment of Mr. Simon Wiebusch (DIN: 08335591) as the Whole-time Director of the company
5.	Ordinary Resolution	Appointment of Mr. Brian Naber (DIN: 09115300) as the Non-Executive Non-Independent Director of the Company

The Notice of the Postal Ballot dated February 04, 2022 (“**the Notice**”) was issued and dispatched to the Members of the Company electronically only to those members whose names appeared in the Register of Members as well as to the list of Beneficial Owners, as provided by the Depositories, as on “Cut-Off Date” i.e. Wednesday, February 09, 2022 and whose e-mail addresses are registered with the Company/Depositories. The physical copies of the Postal Ballot Notice along with Postal Ballot Forms and business reply envelopes are not being sent to the members for this Postal Ballot (in accordance with the said MCA circulars).

The proof of dispatch along with a certificate issued by NSDL, the mailing agency, as proof of dispatch of the Notice electronically were perused by us which were in compliance with the requirements of Rule 22 of the Companies (Management and Administration) Rules, 2014.

As required under Rule 22(3) of Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in Financial Express, English Newspaper in all editions and in Loksatta, Marathi Newspaper in all editions on **February 16, 2022** informing about the completion of dispatch of the Notice by e-mail to the Members of the Company along with other related matter mentioned therein.

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 necessary requirements as given in Rule 22 of the Companies (Management and Administration) Rules, 2014 including pertaining to mode of dispatch of notice, publication of advertisement in newspapers, etc. were also complied with.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide the e-voting facility.

The e-voting has taken place through the website of NSDL i.e. www.evotingindia.com. The details of e-voting have been duly received from NSDL. The Board Resolution/ Power of Attorney pertaining to e-voting by corporate members, giving authority to vote on behalf of the corporate member, were also received by us through e-mail from NSDL or downloaded from NSDL’s website.

The e-voting period commenced at 09.00 a.m. (09:00 hours) (IST) on Friday, February 18, 2022 and ended at 05.00p.m. (17:00 hours) (IST) on Saturday, March 19, 2022 and remote e-voting module was disabled by NSDL for voting thereafter.

E-voting details were downloaded from the web-site www.evoting.nsd.com after closure of the e-voting period.

Accordingly, the result of Postal Ballot e-voting has been aggregated in brief, the results on the Resolutions contained in the said Notice is as under: -

Item No. 1 – As an Ordinary Resolution

Appointment of Mr. Simon Britsch (DIN: 09194547) as the Director of the Company:

No. of Shareholders	No of Votes cast	No of Votes in favour	No of Votes against	% of Votes		No of abstained Votes
				Favour	Against	
590	3,86,11,529	3,85,47,357	64,172	99.83%	0.17%	0

Item No. 2 – As Special Resolution

Appointment of Mr. Simon Britsch (DIN: 09194547) as the Whole-time Director and Chief Financial Officer of the Company:

No. of Shareholders	No of Votes cast	No of Votes in favour	No of Votes against	% of Votes		No of abstained Votes
				Favour	Against	
585	3,86,06,206	3,72,89,910	13,16,296	96.59%	3.41%	0

Item No. 3 – As an Ordinary Resolution

Appointment of Mr. Simon Wiebusch (DIN: 08335591) as the Director of the Company:

No. of Shareholders	No of Votes cast	No of Votes in favour	No of Votes against	% of Votes		No of abstained Votes
				Favour	Against	
588	3,86,11,513	3,85,45,343	66,170	99.83%	0.17%	0

Item No. 4 – As Special Resolution

Appointment of Mr. Simon Wiebusch (DIN: 08335591) as the Whole-time Director of the Company:

No. of Shareholders	No of Votes cast	No of Votes in favour	No of Votes against	% of Votes		No of abstained votes
				Favour	Against	
584	3,86,06,176	3,72,89,511	13,16,665	96.59%	3.41%	0

Item No. 5 – As an Ordinary Resolution

Appointment of Mr. Brian Naber (DIN: 09115300) as the Non-Executive Non-Independent Director of the Company:

No. of Shareholders	No of Votes cast	No of Votes in favour	No of Votes against	% of Votes		No of abstained Votes
				Favour	Against	
586	3,86,11,483	3,85,74,456	37,027	99.90%	0.10%	0

All the above resolutions passed by requisite majority.

I will return to you the computerised records of the assents/dissents received from shareholders and other related documents **on or before March 22, 2022.**

Thanking you,

Yours faithfully,

Ashok Tyagi
Digitally signed by Ashok Tyagi
Date: 2022.03.22 11:04:48 +05'30'

ASHOK TYAGI
Practicing Company Secretary
Scrutinizer
Membership No: F2968
C.P. No. 7322
Peer Review Certificate No. 1578/2021
UDIN: F002968C002992911

Place: New Delhi
Date: March 22, 2022.

Encl: As above.

Countersigned:

PANKAJ RAMANBHAI PATEL
Digitally signed by PANKAJ RAMANBHAI PATEL
Date: 2022.03.22 11:51:30 +05'30'

Mr. Pankaj Patel
Chairman
(DIN: 00131852)

Place: Ahmedabad
Date: March 22, 2022