



August 23, 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 of the 64th Annual General Meeting of Bayer CropScience Limited held on Monday, August 22, 2022 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 64th 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**

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SAVALIYA

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Nikunj Kumar Savaliya
Company Secretary and Compliance Officer

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

Encl.: As above

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Annexure A

Voting Results of the 64th Annual General Meeting (“AGM”) of Bayer CropScience Limited

1. **Date of the AGM:** August 22, 2022
2. **Total number of shareholders as on record date (August 15, 2022):** 58,410
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: 45
5. **Details of the Agenda:**
The mode of voting for all the resolutions was:
 - (a) Remote e-voting conducted between August 19, 2022 to August 21, 2022
 - (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.

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Resolution No.	1
Resolution Title	To receive, consider, approve and adopt the audited standalone financial statements for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.
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	100.00	32102999	0	100.00	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		32102999	100.00	32102999	0	100.00	0.0000
Public - Institutional Holders	E-voting	7216301	6576772	91.1377	6576772	0	100.00	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		6576772	91.1377	6576772	0	100.00	0.0000
Public - Others	E-voting	5622792	14189	0.2523	12488	1701	88.0118	11.9882
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		14189	0.2523	12488	1701	88.0118	11.9882
Total	E-voting	44942092	38693960	86.0974	38692259	1701	99.9956	0.0044



	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		38693960	86.0974	38692259	1701	99.9956	0.0044

Resolution No.	2
Resolution Title	To confirm the payment of Interim Dividend on Equity Shares and to declare Final Dividend on Equity Shares for the financial year ended March 31, 2022.
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	100.00	32102999	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		32102999	100.00	32102999	0	100.00	0
Public - Institutional Holders	E-voting	7216301	6577684	91.1504	6577684	0	100.00	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		6577684	91.1504	6577684	0	100.00	0.0000
Public - Others	E-voting	5622792	14188	0.2523	12547	1641	88.4339	11.5661
	Poll		0	0	0	0	0	0



	Postal Ballot		0	0	0	0	0	0
	Total		14188	0.2523	12547	1641	88.4339	11.5661
Total	E-voting	44942092	38694871	86.0994	38693230	1641	99.9958	0.0042
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		38694871	86.0994	38693230	1641	99.9958	0.0042

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
Promoter and Promoter Group	E-voting	32102999	32102999	100.00	32102999	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		32102999	100.00	32102999	0	100.00	0
Public - Institutional holders	E-voting	7216301	6577684	91.1504	6176582	401102	93.9021	6.0979
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0

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	Total		6577684	91.1504	6176582	401102	93.9021	6.0979
Public - Others	E-voting	5622792	14189	0.2523	12472	1717	87.8991	12.1009
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		14189	0.2523	12472	1717	87.8991	12.1009
Total	E-voting	44942092	38694872	86.0994	38292053	402819	98.9590	1.0410
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		38694872	86.0994	38292053	402819	98.9590	1.0410

Resolution No.	4
Resolution Title	Re-appointment of Statutory Auditors 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	100.00	32102999	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		32102999	100.00	32102999	0	100.00	0
Public -	E-voting		6577684	91.1504	5652367	925317	85.9325	14.0675



Institutional holders	Poll	7216301	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		6577684	91.1504	5652367	925317	85.9325	14.0675
Public - Others	E-voting	5622792	14189	0.2523	11900	2289	83.8678	16.1322
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		14189	0.2523	11900	2289	83.8678	16.1322
Total	E-voting	44942092	38694872	86.0994	37767266	927606	97.6028	2.3972
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		38694872	86.0994	37767266	927606	97.6028	2.3972

Resolution No.	5
Resolution Title	Change in place of keeping and inspection of the Registers and Returns 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	100.00	32102999	0	100.00	0
	Poll		0	0	0	0	0	0

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	Postal Ballot		0	0	0	0	0	0
	Total		32102999	100.00	32102999	0	100.00	0
Public - Institutional holders	E-voting	7216301	6577684	91.1504	6577684	0	100.00	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		6577684	91.1504	6577684	0	100.00	0.0000
Public - Others	E-voting	5622792	14186	0.2523	12537	1649	88.3759	11.6241
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		14186	0.2523	12537	1649	88.3759	11.6241
Total	E-voting	44942092	38694869	86.0994	38693220	1649	99.9957	0.0043
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		38694869	86.0994	38693220	1649	99.9957	0.0043

Resolution No.	6
Resolution Title	Ratification of Remuneration to Cost Auditor
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	E-voting		32102999	100.00	32102999	0	100.00	0



Promoter Group	Poll	32102999	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		32102999	100.00	32102999	0	100.00	0
Public - Institutional holders	E-voting	7216301	6577684	91.1504	6192302	385382	94.1411	5.8589
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		6577684	91.1504	6192302	385382	94.1411	5.8589
Public - Others	E-voting	5622792	14186	0.2523	11871	2315	83.6811	16.3189
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		14186	0.2523	11871	2315	83.6811	16.3189
Total	E-voting	44942092	38694869	86.0994	38307172	387697	98.9981	1.0019
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		38694869	86.0994	38307172	387697	98.9981	1.0019

Resolution No.	7
Resolution Title	Approval for Material Related Party Transactions with Bayer AG
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

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Promoter and Promoter Group	E-voting	32102999	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Institutional holders	E-voting	7216301	6577684	91.1504	5652367	925317	85.9325	14.0675
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		6577684	91.1504	5652367	925317	85.9325	14.0675
Public - Others	E-voting	5622792	14186	0.2523	11350	2836	80.0085	19.9915
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		14186	0.2523	11350	2836	80.0085	19.9915
Total	E-voting	44942092	6591870*	14.6675	5663717	928153	85.9197	14.0803
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		6591870*	14.6675	5663717	928153	85.9197	14.0803

*Related Parties has not voted for this resolution.

As per the consolidated results of the Remote e-voting and e-voting conducted during the 64th Annual General Meeting on Item nos. 1 to 7 of the Notice of the Meeting, all the resolutions are passed by requisite majority.

Thanking you,

Yours faithfully,
for **Bayer CropScience Limited**

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Nikunj Kumar Savaliya
Company Secretary & Compliance Officer

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

Dear Sir,

1. I, Bhaskar Upadhyay, Partner, M/s N L Bhatia & Associates, Membership No. FCS 8663/ C. P. No. 9625), have been appointed as the Scrutinizer, by the Board of Directors of Bayer CropScience Limited ('the Company') for the purpose of scrutinizing the remote e-Voting and voting through electronic voting system during the Annual General Meeting ('AGM') and ascertaining the requisite majority on remote e-Voting and voting through electronic voting system during the 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 64th AGM of the Equity Shareholders of the Company, held on Monday, August 22 , 2022 through two-way Video Conferencing facility .
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Act, 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 64th AGM of the Members of the Company. My responsibility as a Scrutinizer for the remote e-voting and voting through electronic voting system during the AGM is restricted in making a consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the businesses set out in the Notice of AGM, based on the reports generated from the e-Voting system of National Securities Depository Limited ('NSDL'), the authorized agency to provide remote e-Voting facilities before and during the AGM, engaged by the Company.
3. Further to the above, I submit my report as under:

- 3.1 The Company has provided the remote e-Voting facility through NSDL, on their website www.evoting.nsdl.com. The Company had uploaded all the items of businesses to be transacted on the website of the Company, NSDL and also on the website of the stock exchange i.e. BSE Limited to facilitate their Shareholders to cast their vote through remote e-voting.
- 3.2 The Notice of AGM and Annual Report was sent through e-mail to the Members whose names appeared in Register of Members of the Company as on Friday, July 08, 2022 and whose e-mail addresses were registered with the Company/their respective Depository Participants, 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 MCA circulars.
- 3.3 As prescribed in the said Rules and the MCA Circulars, the Company has also published advertisements in newspapers on Thursday, July 21, 2022 in Financial Express (English) and Loksatta (Marathi). It carried all the required information as specified in the said rules and MCA circulars.
- 3.4 The persons who were the Members of the Company as on the "Cut-off" date i.e. Monday, August 15, 2022 were entitled to vote on the businesses (item nos. 1 to 7) as set out in the Notice of the 64th AGM.
- 3.5 The Chairman at the 64th AGM held on Monday, August 22, 2022 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 meeting.
- 3.6 The remote e-Voting commenced on Friday, August 19, 2022 (IST 9:00 a.m.) and ended on Sunday, August 21, 2022 (IST 5:00 p.m.) and the NSDL e-voting platform was blocked thereafter and then reopened during the AGM and kept opened during the AGM.
- 3.7 The votes cast under e-voting facility were thereafter unblocked. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.
- 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 for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.

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	
3,86,93,960	3,86,93,960	3,86,92,259	1,701	99.9956	0.0044	-

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

To confirm the payment of Interim Dividend on Equity Shares and to declare Final Dividend on Equity Shares for the financial year ended March 31, 2022.

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	
3,86,94,871	3,86,94,871	3,86,93,230	1,641	99.9958	0.0042	-

- **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	
3,86,94,872	3,86,94,872	3,82,92,053	4,02,819	98.9590	1.0410	-

- **Item No. 4:- As an Ordinary Resolution:**

Re-appointment of Statutory Auditors 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	
3,86,94,872	3,86,94,872	3,77,67,266	9,27,606	97.6028	2.3972	-

- **Item No. 5:- As a Special Resolution:**

Change in place of keeping and inspection of the Registers and Returns 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	
3,86,94,869	3,86,94,869	3,86,93,220	1,649	99.9957	0.0043	-

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

Ratification of Remuneration to Cost Auditor:

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	
3,86,94,869	3,86,94,869	3,83,07,172	3,87,697	98.9981	1.0019	-

• **Item No. 7:- As an Ordinary Resolution:**

Approval for Material Related Party Transactions with Bayer AG

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	
65,91,870	*65,91,870	56,63,717	9,28,153	85.9197	14.0803	-

* Related Parties has not voted for this Resolution.

4. All the above resolutions are passed by requisite majority.
5. You may accordingly declare the result of remote E-voting and E- voting at the Annual General Meeting.

Thanking you,



Place: Mumbai
Date: August 23, 2022

Place: Ahmedabad
Date: August 23, 2022

Yours faithfully,

Bhaskar Upadhyay
Practicing Company Secretary
Scrutinizer
FCS:- 8663
C.P NO. 9625
UDIN: F008663D000829692

Countersigned

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Mr. Pankaj Patel
Chairman
(DIN: 00131852)