



August 23, 2022

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

**Company Code** : 506285  
**Script ID** : BAYERCROP

Dear Sir/Madam,

**Subject: Proceedings/Outcome of the 64<sup>th</sup> Annual General Meeting of the Company held on Monday, August 22, 2022.**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a summary of the proceedings/outcome of the 64<sup>th</sup> Annual General Meeting of Bayer CropScience Limited (Company) held on Monday, August 22, 2022, through Video-Conferencing (VC)/Other Audio-Visual Means (OAVM).

This is for your kind information and records.

Thanking you,

Yours faithfully  
*for* **Bayer CropScience Limited**

**Nikunj Kumar Savaliya**  
Company Secretary and Compliance Officer

Encl.: As above

Bayer CropScience Ltd.  
CIN: L24210MH1958PLC011173

Registered and Corporate Office:  
Bayer House  
Central Avenue  
Hiranandani Estate  
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**RESTRICTED**



**Gist of the Proceedings/Outcome of the 64<sup>th</sup> Annual General Meeting (“AGM”) of Bayer CropScience Limited (“the Company”) held on Monday, August 22, 2022.**

**1. Date, time and venue of the AGM:**

The 64<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Monday, August 22, 2022 through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in accordance with the circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI). The AGM commenced at IST 03.00 p.m. and concluded at IST 4:00 p.m.

**2. Brief details of the proceedings at the AGM:**

Mr. Pankaj Patel, Chairman, chaired the proceedings of the AGM and requisite quorum being present called the meeting to order. He welcomed the Members attending the AGM. He informed that the meeting was being held virtually and that the Notice along with the Annual Report for financial year 2021-22 was sent to the shareholders electronically in view of the MCA and SEBI Circulars. The Chairman introduced the Directors present in the meeting and stated the location from where they are participating. He also mentioned that the representatives of the Statutory Auditor and Secretarial Auditor are present at this meeting. The Chairman then delivered his speech. He further informed the Members that the Notice of 64<sup>th</sup> AGM, the Financial Statements for the financial year 2021-22 were taken as read. As there were no qualifications in the Audit Report, it was also taken as read. The Secretarial Audit Report for the financial year 2021-22 was also taken as read considering it does not contain any qualification, reservation, or adverse remark.

Mr. Nikunj Kumar Savaliya, Company Secretary & Compliance Officer informed that the remote e-voting was made available to the shareholders along with the facility to e-vote during the AGM as well for those who have not casted their vote through remote e-voting. Mr. Bhaskar Upadhyay (Membership No. FCS 8663/CP No. 9625) of M/s N. L. Bhatia & Associates, Practicing Company Secretaries was the Scrutinizer to ensure that the voting process is conducted in a fair and transparent manner.

After that, the Company Secretary took the members through the resolutions proposed for approval. The Chairman then invited the pre-registered shareholders to make comments, offer suggestions or seek clarifications. Mr. Duraiswami Narain - Managing Director & Chief Executive Officer, Mr. Simon-Thorsten Wiebusch – Whole-time Director and Mr. Simon Britsch - Executive Director & Chief Financial Officer of the Company responded to the queries raised by the members at the meeting.

The Chairman informed the Members that the e-voting facility shall remain open for 15 minutes after the meeting is closed. He concluded the AGM by informing the members that the combined result of remote e-voting and e-voting done at the AGM will be displayed on the website of the Company and on the



website of BSE Limited as per the stipulated timelines. The Chairman thanked the members for attending and participating in the AGM.

### **3.Manner of approval of the Resolutions:**

The Scrutinizer's Report was received on August 23, 2022 and all the resolutions set out in the Notice of the AGM as mentioned below were passed with requisite majority.

The following items of business were approved by the shareholders:

#### **Ordinary Business:**

- (i) 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.
- (ii) Confirm the payment of Interim Dividend of Rs. 125.00/- per Equity Shares and to declare the Final Dividend of Rs. 25.00/- per Equity Share for the financial year ended March 31, 2022.
- (iii) Appointment of Director in place of Dr. Thomas Hoffmann (DIN: 06485949), who retires by rotation and being eligible offers his candidature for re-appointment.
- (iv) Re-appointment of Statutory Auditors of the Company.

#### **Special Business:**

- (v) Change in place of keeping and inspection of the Registers and Returns of the Company.
- (vi) Ratification of Remuneration to Cost Auditor.
- (vii) Approval for Material Related Party Transactions with Bayer AG.