



August 14, 2024

To,
The General Manager,
Listing Department,
BSE Limited, P. J. Tower,
Dalal Street, Mumbai – 400 001.

SECURITY ID : BAYERCROP
SECURITY CODE : 506285

Dear Sir/Madam,

Sub.: Disclosure of voting results of the 66th Annual General Meeting of Bayer CropScience Limited held on Wednesday, August 14, 2024, 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 66th 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**

Bharati Shetty
Company Secretary and Compliance Officer
(Membership No. ACS 24199)

Encl.: As above

Bayer CropScience Ltd.
CIN: L24210MH1958PLC011173

Registered and Corporate Office:
Bayer House
Central Avenue
Hiranandani Estate
Thane (West) – 400 607
Maharashtra, India

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www.bayer.in
www.cropscience.bayer.com

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Annexure A

Voting Results of the 66th Annual General Meeting (“AGM”) of Bayer CropScience Limited

1. **Day and date of the AGM:** Wednesday, August 14, 2024
2. **Total number of shareholders as on record date (August 01, 2024):** 50,205
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: 40
5. **Details of the Agenda:**
The mode of voting for all the resolutions was:
 - (a) Remote e-voting conducted between August 11, 2024, to August 13, 2024
 - (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



Resolution No.	1
Resolution Title	To receive, consider, approve and adopt the audited standalone financial statements for the financial year ended March 31, 2024, 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	100.0000	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	7116403	6203293	87.1689	6203293	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		6203293	87.1689	6203293	0	100.0000	0.0000
Public – Non-Institutions	E-voting	5722690	20629	0.3605	20496	133	99.3553	0.6447
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20629	0.3605	20496	133	99.3553	0.6447
Total		44942092	38326921	85.2807	38326788	133	99.9997	0.0003



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, 2024.
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	7116403	6204387	87.1843	6204387	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		6204387	87.1843	6204387	0	100.0000	0.0000
Public – Non-Institutions	E-voting	5722690	20629	0.3605	20622	7	99.9661	0.0339
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20629	0.3605	20622	7	99.9661	0.0339
Total		44942092	38328015	85.2831	38328008	7	100.0000	0.0000



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	100.0000	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	7116403	6203293	87.1689	5682352	520941	91.6022	8.3978
	Poll		0	0.0000	0	0	0	0.0000
	Postal Ballot		0	0.0000	0	0	0	0.0000
	Total		6203293	87.1689	5682352	520941	91.6022	8.3978
Public – Non-Institutions	E-voting	5722690	20134	0.3518	20049	85	99.5778	0.4222
	Poll		0	0.0000	0	0	0	0.0000
	Postal Ballot		0	0.0000	0	0	0	0.0000
	Total		20134	0.3518	20049	85	99.5778	0.4222
Total		44942092	38326426	85.2796	37805400	521026	98.6406	1.3594



Resolution No.	4
Resolution Title	Appointment of Ms. Radhika Rajan (DIN: 00499485) as the Non-Executive Woman Independent 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	100.0000	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	7116403	6203293	87.1689	6153410	49883	99.1959	0.8041
	Poll		0	0.0000	0	0	0	0.0000
	Postal Ballot		0	0.0000	0	0	0	0.0000
	Total		6203293	87.1689	6153410	49883	99.1959	0.8041
Public – Non-Institutions	E-voting	5722690	20629	0.3605	19389	1240	93.9890	6.0110
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20629	0.3605	19389	1240	93.9890	6.0110
Total		44942092	38326921	85.2807	38275798	51123	99.8666	0.1334



Resolution No.	5
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 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	7116403	6203293	87.1689	6203293	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		6203293	87.1689	6203293	0	100.0000	0.0000
Public – Non-Institutions	E-voting	5722690	20629	0.3605	19983	0	96.8685	3.1315
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20629	0.3605	19983	0	96.8685	3.1315
Total		44942092	38326921	85.2807	38326275	0	99.9983	0.0017



As per the consolidated results of the Remote e-voting and e-voting conducted during the 66th Annual General Meeting on Item nos. 1 to 5 of the Notice of the Meeting, all the resolutions are passed by requisite majority.

Thanking you,

Yours faithfully,
for **Bayer CropScience Limited**

Bharati Shetty
Company Secretary and Compliance Officer
(Membership No. ACS 24199)

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**Combined Scrutinizer's Report on Remote e-voting & e-voting conducted during
66th Annual General Meeting of Bayer CropScience Limited held on
Wednesday, August 14, 2024 at 11.30 A.M. IST**

To,
The Chairman
Bayer CropScience Limited
Bayer House, Central Avenue,
Hiranandani Estate,
Thane (West) - 400607.

**66th Annual General Meeting ('AGM') of the Shareholders of Bayer CropScience Limited held
on Wednesday, August 14, 2024 by means of Video Conferencing ('VC') / Other Audio Visual
Means ('OAVM') commenced at 11.30 A.M. IST.**

Sub: Passing of Resolution(s) through electronic voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the General Circular(s) No. 14/2020 dated April 08, 2020, No.17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021, No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') read with the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India (SEBI) commonly referred to as 'Applicable Circulars'.

The Board of Directors of Bayer CropScience Limited (hereinafter referred to as the "the Company") at its meeting held on May 23, 2024 had appointed Mr. Avinash Bagul, (Membership No. FCS 5578/CP No. 19862) Partner of BNP & Associates, Company Secretaries in practice, or failing him either Mr. Kalidas Ramaswami (Membership No. FCS 2440 /CP No. 22856), or Mr. K. Venkataraman, (Membership No. ACS 8897/CP No. 12459) Partners, M/s BNP and Associates to act as the Scrutiniser to scrutinise the voting during the 66th AGM and remote e-voting process in a fair and transparent manner. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Applicable Circulars issued in this connection both by MCA and SEBI, providing relaxation for the manner in which this AGM was held and conducted through VC or OAVM including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting.



I, Avinash Bagul, Practising Company Secretary, hereby confirm that I am familiar and well versed with e-voting system as prescribed under the said rules and the relaxations as provided in the Applicable Circulars.

As mentioned in the Notice, the proceedings of the 66th AGM will be deemed to be conducted at the Registered Office of the Company which is the deemed Venue of the AGM.

Report on Scrutiny:

The Company had appointed National Securities Depository Limited ('NSDL') as the Service Provider, for the purpose of providing the facility of remote e-voting and e-voting during the 66th AGM to the Members of the Company.

- Link Intime India Private Limited, (formerly TSR Consultants Private Limited) is the Registrar and Share Transfer Agents ('RTA') of the Company.

- NSDL had provided a system for recording the votes of the Members through remote e-voting as well as e-voting conducted during the AGM on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 66th AGM of the Company, which was held on Wednesday, August 14, 2024.

- NSDL had set up e-voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted at the 66th AGM on its website, NSDL website and also on the website of BSE Limited (Stock Exchange where the Equity Shares of the Company are listed), to facilitate their Members to cast their vote through remote e-voting.

- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations.

- My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process (remote e-voting and e-voting during the 66th AGM), in a fair and transparent manner and to prepare a Combined Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by NSDL.

- The internal cut-off date for the dispatch of the Notice of the AGM was Wednesday, July 17, 2024 and as on that date, there were 44,508 Members of the Company. As mentioned in the Applicable Circulars, Link Intime India Private Limited had sent the Notices of the AGM along with Annual Report for the Financial Year 2023-24 and NSDL emailed the e-voting details to those members, whose email IDs were made available by the Depositories. For those Members whose email IDs were not available, or holding in physical form, who had not registered their email IDs with the RTA, the Notices could not be sent. The Company had advertised in the newspapers, asking those Members who have not provided their email IDs to do so and to the extent, details were provided by the Members



were considered for sending the Notice of the 66th AGM. The Notices sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the Applicable Circulars.

- The Cut-Off Date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Wednesday, August 07, 2024**.

- As prescribed in the aforesaid Rules, the remote e-voting facility was kept open for three (3) days from **Sunday, August 11, 2024 at 9.00 A.M. IST to Tuesday, August 13, 2024 at 5.00 P.M IST**.

- The Company had completed the dispatch of the notices by email to the Members on Wednesday, July 17, 2024.

- As prescribed in **Clause IV of the Circular dated May 5, 2020 issued by MCA**, which is forming part of the Applicable Circulars, the Company had published an advertisement prior to sending Notices to the Shareholders on Wednesday, July 03, 2024 in English in 'Financial Express' newspaper having wide circulation in the district where the Registered Office of the Company is situated and in Marathi in 'Loksatta' newspaper. The Notice contained the required information as provided under clause IV (a) to (g) of the said circular.

- As prescribed in **clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014**, the Company also published an advertisement on Thursday, July 18, 2024, which was published more than 21 days before the date of the 66th AGM in English in 'Financial Express' newspaper having country-wide circulation and in Marathi language in "Loksatta" newspaper."

- The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.

- At the end of the voting period on **Tuesday, August 13, 2024 at 5.00 P.M. IST**, the voting portal of the NSDL, service provider was blocked forthwith.

- At the **66th AGM of the Company held through VC/OAVM on Wednesday, August 14, 2024**, after considering all agenda items, the facility of e-voting was provided to those Members who were attending the 66th AGM through VC but could not participate in the remote e-voting.

- On **Wednesday, August 14, 2024, after tabulating the votes cast electronically by the system provided by NSDL**, the votes cast through remote e-voting facility and e-voting during the 66th AGM were duly unblocked by me as a Scrutinizer in the presence of Mr. Mahesh Sharma and Mr. Rishi Jain who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. The votes cast through remote e-voting process were tabulated for the purpose of considering the total votes cast by the shareholders through both ways.

Thereafter, I, as a Scrutinizer duly compiled details of the remote e-voting carried out by the Members and the e-voting held during the AGM, the details of which are as follows:



The results of the remote e-voting together with the e-voting conducted during the 66th AGM are as under:

Details	Remote e-voting	e-voting at AGM	Total voting
Number of members who cast their votes	336	1	337
Total number of Shares held by them	38362334	5	38362339
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Less voted / Abstained Votes	As mentioned under each of the Resolution.		

Note: Percentage of votes cast in favour or against the resolutions is calculated based on the **Valid Votes** cast through remote e-voting and through e-voting during the 66th AGM.

ORDINARY BUSINESS:

I) Item No. 1 of the Notice (As an Ordinary Resolution):

To receive, consider, approve and adopt the audited standalone financial statements for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors as well as the Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted Nos.
	Nos.	%age	Nos.	%age	
Total votes through remote e-voting and e-voting at meeting	38326788	99.99	133	0.01	35418

Item 1 of Notice stands **PASSED** with the requisite majority.

II) Item No. 2 of the Notice (As an Ordinary Resolution):

To confirm the payment of Interim Dividend on Equity Shares and to declare Final Dividend on Equity Shares of the Company for the Financial Year ended March 31, 2024

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted Nos.
	Nos.	%age	Nos.	%age	
Total votes through remote e-voting and e-voting at meeting	38328008	99.99	7	0.01	34324

Item 2 of Notice stands **PASSED** with the requisite majority.



III) Item No.3 of the Notice (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.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at meeting	37805400	98.64	521026	1.36	35913

Item 3 of Notice stands **PASSED** with the requisite majority.

SPECIAL BUSINESS**IV) Item No. 4 of the Notice (As a Special Resolution):**

Appointment of Ms. Radhika Rajan (DIN: 00499485) as the Non-Executive Woman Independent Director of the Company:

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at meeting	38275798	99.87	51123	0.13	35418

Item 4 of Notice stands **PASSED** with the requisite majority.

V) Item No. 5 of the Notice (As an Ordinary Resolution):

Ratification of Remuneration to Cost Auditor:

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at meeting	38326275	99.99	646	0.002	35418

Item 5 of Notice stands **PASSED** with the requisite majority.

All the 5 (Five) Resolutions mentioned in the Notice of 66th AGM dated August 14, 2024, as per the details mentioned above stand **PASSED** under Remote E-voting and E-voting conducted during the 66th AGM with the requisite majority and hence deemed to be passed as on the date of the AGM.



I hereby confirm that I am maintaining the soft copy of the Registers received from the NSDL, the Service Provider in respect of the votes cast through remote e-voting and e-voting conducted during the 66th AGM by the Members of the Company. All other relevant records relating to remote e-voting and e-voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,

Yours faithfully,
For BNP & Associates
Company Secretaries
[Firm Regn. No.: -P2014MH037400]
PR No.: -637/2019



Avinash Bagul
Partner
FCS No. 5578
COP No. 19862
UDIN: F005578F000975461

Place: Mumbai
Date: August 14, 2024

The following were the witnesses to the unblocking the votes cast through remote e-voting and e-voting at the AGM.



1. Mr. Mahesh Sharma



2. Mr. Rishi Jain

I have received the report:

For Bayer CropScience Limited

PANKAJ
RAMANBHAI
PATEL

Digitally signed by
PANKAJ RAMANBHAI
PATEL
Date: 2024.08.14
18:38:18 +05'30'

Signature

Name: Mr. Pankaj Ramanbhai Patel
Designation: Chairman
(DIN: 00131852)

Place: Ahmedabad
Date: August 14, 2024