September 12, 2016

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001

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

Dear Sir,

Subject: Proceedings of the 58th Annual General Meeting held on September 12, 2016

Please find enclosed a gist of the proceedings of the 58th Annual General Meeting of Bayer CropScience Limited (Company) held on September 12, 2016 pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

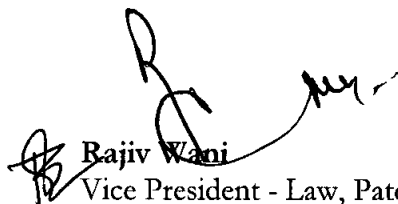This is for your kind information and records.

Thanking you,

Yours faithfully
for **Bayer CropScience Limited**

Rajiv Wani
Vice President - Law, Patents & Compliance
& Company Secretary

Encl.: As above

Gist of the proceedings of the 58th Annual General Meeting (AGM) of the Company held on September 12, 2016.

1. Date, time and venue of the AGM:

The 58th Annual General Meeting of the Company was held on September 12, 2016 and the meeting commenced at 11.00 a.m at "Yashwantrao Chavan Pratishthan Auditorium", Y. B. Chavan Centre, Near Mantralaya, Gen. J. Bhonsale Marg, Mumbai -400 021 and concluded at 12.15 p.m.

2. Brief details of the proceedings at the AGM:

Mr. Pankaj Patel, Chairman, chaired the proceedings of the meeting and requisite quorum being present called the meeting to order.

Mr. Rajiv Wani, Company Secretary informed that the remote e- voting was made available to the shareholders from September 08, 2016 till September 11, 2016. He further informed that the shareholders who have note casted their vote through remote e-voting are provided with electronic tab based voting at the AGM venue. Mr. N. L. Bhatia, Practicing Company Secretary has been appointed as the Scrutinizer to ensure that the voting process is conducted in a fair and transparent manner.

The following items of business as set out in the Notice of the Meeting were then put for the Shareholders Approval:

Ordinary Business:

(i)   Receive, consider, approve and adopt the audited Statement of Profit and Loss for the financial year ended March 31, 2016 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.

(ii) Declare dividend on Equity Shares for the financial year ended March 31, 2016

(iii) Appointment of a Director in place of Mr. Peter Mueller (DIN :03582162), who retires by rotation and being eligible, offers himself for re-appointment.

(iv) Appointment of auditors and fix their remuneration

Special Business:

(v)   Appointment of Mr. Ulrich Stefer as the Wholetime Director (DIN: 07447177) & Chief Financial officer of the Company.

(vi) Appointment of Mr. Pankaj Patel (DIN: 00131852) as the Non-Executive Independent Director of the Company.

(vii) Ratification of Remuneration to Cost Auditor.

(viii) Approval of transaction with Bayer BioScience Private Limited.

(ix) Adoption of new Articles of Association of the Company

The Chairman then invited the members to make comments, offer suggestions or seek clarifications. The Chairman responded to the queries raised by the members at the meeting.

He further informed the members that the combined result of remote e-voting and tablet based electronic voting done at this AGM will be displayed on the website of the Company and the website of BSE Limited on or before Wednesday, September 14, 2016.

The Chairman thanked the members for attending and participating in the AGM.

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

The Scrutinizers Report was received on September 12, 2016 and as set out therein all the resolutions set out in the Notice of the AGM were passed with requisite majority.

Yours faithfully
for **Bayer CropScience Limited**

Rajiv Wani
Vice President - Law, Patents & Compliance
& Company Secretary