



September 16, 2015

The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001

Company Code: 506285
Script ID: BAYERCROP

Dear Sir,

Sub: Scrutinizer's Report - Voting Results of the 57th Annual General Meeting held on September 15, 2015.

Please find attached a copy of the Scrutinizer's Report on voting results of the 57th Annual General Meeting of the Company held on September 15, 2015.

This is for your kind information and records.

Thanking you,

Yours faithfully
for Bayer CropScience Limited

A handwritten signature in blue ink, appearing to read "Rajiv Wani".

Rajiv Wani
Vice President – Law, Patents and Compliance
& Company Secretary



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



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 Clause 35B of the Listing Agreements]

To,

Dr. Vijay Mallya

Chairman

Bayer CropScience Limited

Bayer House, Central Avenue,

Hiranandani Estate, Thane West,

Thane - 400607

Dear Sir,

1. I, N. L. Bhatia, Practicing Company Secretary, have been appointed as scrutinizer, by the Board of Directors of Bayer CropScience Limited for the purpose of scrutinizing the remote e-voting, voting by post through Ballot Form and physical ballot process at the Annual General Meeting and ascertaining the requisite majority on remote e-voting, voting by post through Ballot Form and physical ballot process carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Clause 35B of the Listing Agreement with the Stock Exchanges on the resolutions contained in the notice of the 57th Annual General Meeting (AGM) of the Members of the Company, held on September 15, 2015 at "Yashwantrao Chavan Pratishthan Auditorium", Y. B. Chavan Centre, Near Mantralaya, Gen. J. Bhonsale Marg, Mumbai- 400 021.



2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of the 57th AGM of the members of the Company. My responsibility

as a Scrutinizer for the remote e-voting, voting by post through Ballot Form and physical ballot process at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company, Ballot Forms received through post and provided by TSR Darashaw Limited, R&T Agent and voting through Ballot Paper carried out at the Meeting.


3. Further to 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 and also it's Service Provider to facilitate their shareholders to cast their vote through remote e-voting.
- 3.2 The notices sent (both through email and physical form) contained 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.
- 3.3 Addendum to the notice of AGM was issued on September 10, 2015 informing the members about passing of material related party transaction in resolution number 9 & 10 by way of ordinary resolution instead of special resolution as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated September 2, 2015.
- 3.4 The Company has dispatched the Ballot Form on August 14, 2015, along with prepaid postage business reply envelope to its members, whose name appeared on the Register of Members / List of Beneficiaries as on July 31, 2015.
- 3.5 The particulars of all Ballot Forms received from the members have been entered into register separately maintained for the purpose.
- 3.6 The Ballot Forms were duly opened in my presence and scrutinized and the shareholding was confirmed with the Register of Members of the Company / list of beneficiaries as on September 8, 2015. All Ballot Forms received up September 10, 2015 (5:00 p.m.), the last date and time fixed



by the Company for receipt of the forms were considered for my scrutiny.

- 3.7 Envelopes containing ballot forms received after 5:00 p.m. on September 10, 2015 were not considered for my scrutiny.
- 3.8 The Chairman of the 57th AGM, held on September 15, 2015 had announced that members who have not exercised their votes either through remote e-voting or voting by post through Ballot Form may, if they wish to, exercise their votes through ballot at the AGM.
- 3.9 The Company had arranged for Ballot Papers which were duly distributed to the members and proxies present at the AGM on September 15, 2015; in case of joint shareholders, the Ballot Paper was given to the first named holder or in his / her absence, to the joint holder attending the meeting as appearing in the chronological order in the folio;
- 3.10 We have kept a record of the Ballot Papers received in response to the voting done at the AGM, by initialing it.
- 3.11 We have ensured that the ballot boxes were duly locked and sealed in the presence of the members and proxies.
- 3.12 The remote e-voting commenced from September 11, 2015 (9:00 a.m.) and ended on September 14, 2015 (5:00 p.m.).
- 3.13 The votes cast were unblocked after the AGM in the presence of 2 witnesses, Ms. Kinjal Kotak and Mr. Shiv Patel, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.





- 3.14 My combined report on the results of voting through remote e-voting, Ballot Form and Ballot Paper at the AGM is as under;



Item No. 1- As an Ordinary Resolution: -

To receive, consider, approve and adopt:

The audited Statement of Profit and Loss for the financial year ended March 31, 2015 and the Balance Sheet as at that date together with the report of Board of Directors and Auditors thereon.

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favor	Against	
32277629	32275459	32275452	7	99.99%	0.01%	2170

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

To declare final Dividend on Equity Shares for the financial year ended March 31, 2015.

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favor	Against	
32361914	32359562	32359562	0	100.00%	0.00%	2352



Item No. 3:- As an Ordinary Resolution: -

To appoint a Director in place of Mr. Kaikobad B. Mistry, (DIN-02253294) who retires by rotation and being eligible, offers himself for re-appointment.

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favor	Against	
32361914	32359562	29505691	2853871	91.18%	8.82%	2352

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

To Appoint auditors and fix their remuneration.

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favor	Against	
32361914	32359562	31979973	379589	98.83%	1.17%	2352



Item No. 5:- As an Ordinary Resolution: -

Appointment of Dr. Regine Juergens (DIN-07076269) as a Director of the Company:

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favor	Against	
32361914	32359242	32359032	210	99.99%	0.01%	2672

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

Commission to Non-Executive Independent Directors:

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favor	Against	
32361814	32359509	32094260	265249	99.18%	0.82%	2305



Item No. 7:- As an Ordinary Resolution: -**Payment of remuneration to Cost Auditor:**

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favor	Against	
32361564	32359159	32358829	330	99.99%	0.01%	2405

Item No. 8:- As an Ordinary Resolution: -**Variation in terms and conditions of appointment of Dr. Thomas Hoffmann
(DIN: 06485949):**

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favor	Against	
32361914	32359509	32358655	854	99.99%	0.01%	2405



Item No. 9:- As an Ordinary Resolution: -

Approval of transaction with Bayer CropScience Aktiengesellschaft, Germany:

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favor	Against	
32361664	7108452	6843631	264821	96.27%	3.73%	25253212

Item No. 10:- As an Ordinary Resolution: -

Approval of transaction with Bayer BioScience Private Limited:

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favor	Against	
32361914	7108702	6843631	265071	96.27%	3.73%	25253212



4. All the above resolutions are passed by requisite majority.
5. A Register and all other papers and relevant records containing details of equity shareholders, who voted "IN FAVOUR", or "AGAINST" and those whose votes were declared invalid for each resolution under remote e-voting, Ballot Form received through post and voting done at the AGM through Ballot Paper shall remain in our safe custody until the Chairman approves and signs the Minutes of the aforesaid AGM and the same would thereafter be handed over to Mr. Rajiv Wani, Company Secretary for safe keeping.
6. You may accordingly declare the result of voting by e-voting, Ballot Form received through post and Ballot Paper at the Annual General Meeting.

Thanking you,



Yours faithfully,

N. L. Bhatia

N. L. Bhatia, FCS-1176
Practicing Company Secretary
Scrutinizer for Remote E-voting, voting through
Ballot Form and voting at AGM Venue

Countersigned by

Dr. Vijay Mallya

Dr. Vijay Mallya
Chairman

Place: Mumbai

Date: September 15, 2015