

September 16, 2015

The General Manager,  
Corporate Relationship Department,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001.

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

Dear Sir,

**Sub.: Disclosure of the voting results of the 57<sup>th</sup> Annual General Meeting of the Company held on September 15, 2015**

Pursuant to Clause 35A of the Listing Agreement, please find below disclosure of the voting results of the 57<sup>th</sup> Annual General Meeting (AGM) of the Company:

1. **Date of the AGM:** September 15, 2015
2. **Total number of shareholders on record date:** 20,874
3. **No. of shareholders present in the meeting either in person or through proxy:** 93  
**Promoters and Promoter Group:** 4  
**Public:** 89
4. **No. of shareholders attended the meeting through Video Conferencing:**  
**Promoters and Promoter Group:** Not Applicable  
**Public:** Not Applicable

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



..2..

**5. Details of the Agenda:**

The mode of voting for all the resolutions was:

1. Physical Ballot by Post;
2. E-voting conducted between September 11, 2015 to September 14, 2015;
3. Voting conducted at the Annual General Meeting through ballot paper

Given below is the resolution wise combined result of Physical Ballot by Post, E-voting and voting conducted at the Annual General Meeting through ballot paper:

**Resolution 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 Reports of the Board of Directors and the Auditors thereon**

Promoter/ Public	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	25,250,907	25,250,907	100	25,250,907	0	100	0
Public – Institutional holders	7,138,432	5,961,834	83.52	5,961,834	0	100	0
Public- Others	4,229,662	1,062,718	25.13	1,062,711	7	100	0
<b>Total</b>	<b>36,619,001</b>	<b>32,275,459</b>	<b>88.14</b>	<b>32,275,452</b>	<b>7</b>	<b>100</b>	<b>0</b>



..3..

**Resolution 2 - As an Ordinary Resolution: To declare final dividend on Equity Shares for the financial year ended March 31, 2015**

Promoter/ Public	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	25,250,907	25,250,907	100	25,250,907	0	100	0
Public – Institutional holders	7,138,432	6,046,119	84.7	6,046,119	0	100	0
Public- Others	4,229,662	1,062,536	25.12	1,062,536	0	100	0
<b>Total</b>	<b>36,619,001</b>	<b>32,359,562</b>	<b>88.37</b>	<b>32,359,562</b>	<b>0</b>	<b>100</b>	<b>0</b>



..4..

**Resolution 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**

Promoter/ Public	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	25,250,907	25,250,907	100	25,250,907	0	100	0
Public – Institutional holders	7,138,432	6,046,119	84.7	3,192,258	2,853,861	52.8	47.2
Public- Others	4,229,662	1,062,536	25.12	1,062,526	10	100	0
<b>Total</b>	<b>36,619,001</b>	<b>32,359,562</b>	<b>88.37</b>	<b>29,505,691</b>	<b>2,853,871</b>	<b>91.18</b>	<b>8.82</b>






..5..

**Resolution 4 - As an Ordinary Resolution: To appoint auditors and fix their remuneration**

Promoter/ Public	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	25,250,907	25,250,907	100	25,250,907	0	100	0
Public – Institutional holders	7,138,432	6,046,119	84.7	5,666,646	379,473	93.72	6.28
Public- Others	4,229,662	1,062,536	25.12	1,062,420	116	99.99	0.01
Total	36,619,001	32,359,562	88.37	31,979,973	379,589	98.83	1.17



✓

..6..

**Resolution 5 - As an Ordinary Resolution: Appointment of Dr. Regine Juergens (DIN: 07076269) as a Director of the Company**

Promoter/ Public	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	25,250,907	25,250,907	100	25,250,907	0	100	0
Public - Institutional holders	7,138,432	6,046,119	84.7	6,046,010	109	100	0
Public- Others	4,229,662	1,062,216	25.11	1,062,115	101	99.99	0.01
<b>Total</b>	<b>36,619,001</b>	<b>32,359,242</b>	<b>88.37</b>	<b>32,359,032</b>	<b>210</b>	<b>100</b>	<b>0</b>




..7..

**Resolution 6 - As an Ordinary Resolution: Commission to Non-Executive Independent Directors**

Promoter/ Public	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	25,250,907	25,250,907	100	25,250,907	0	100	0
Public – Institutional holders	7,138,432	6,046,119	84.7	5,781,779	2,64,340	95.63	4.37
Public- Others	4,229,662	1,062,483	25.12	1,061,574	909	99.91	0.09
<b>Total</b>	<b>36,619,001</b>	<b>32,359,509</b>	<b>88.37</b>	<b>32,094,260</b>	<b>2,65,249</b>	<b>99.18</b>	<b>0.82</b>



..8..

**Resolution 7 – As an Ordinary Resolution: Ratification of payment of remuneration to Cost Auditors**

Promoter/ Public	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	25,250,907	25,250,907	100	25,250,907	0	100	0
Public – Institutional holders	7,138,432	6,046,119	84.7	6,046,119	0	100	0
Public- Others	4,229,662	1,062,133	25.11	1,061,803	330	99.97	0.03
<b>Total</b>	<b>36,619,001</b>	<b>32,359,159</b>	<b>88.37</b>	<b>32,358,829</b>	<b>330</b>	<b>100</b>	<b>0</b>






..9..

**Resolution 8 - As an Ordinary Resolution: Variation in terms and conditions of appointment of Dr. Thomas Hoffmann (DIN: 06485949)**

Promoter/ Public	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	25,250,907	25,250,907	100	25,250,907	0	100	0
Public – Institutional holders	7,138,432	6,046,119	84.7	6,046,119	0	100	0
Public- Others	4,229,662	1,062,483	25.12	1,061,629	854	99.92	0.08
<b>Total</b>	<b>36,619,001</b>	<b>32,359,509</b>	<b>88.37</b>	<b>32,358,655</b>	<b>854</b>	<b>100</b>	<b>0</b>




..10..

**Resolution 9 - As an Ordinary Resolution: Approval of transaction with Bayer CropScience Aktiengesellschaft, Germany**

Promoter/ Public	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	25,250,907	0	0	0	0	0	0
Public – Institutional holders	7,138,432	6,046,119	84.7	5,781,779	264,340	95.63	4.37
Public- Others	4,229,662	1,062,333	25.12	1,061,852	481	99.95	0.05
<b>Total</b>	<b>36,619,001</b>	<b>7,108,452</b>	<b>19.41</b>	<b>6,843,631</b>	<b>264,821</b>	<b>96.27</b>	<b>3.73</b>




**Resolution 10 - As an Ordinary Resolution: Approval of transaction with Bayer BioScience Private Limited**

Promoter/ Public	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	25,250,907	0	0	0	0	0	0
Public – Institutional holders	7,138,432	6,046,119	84.7	5,781,779	264,340	95.63	4.37
Public- Others	4,229,662	1,062,583	25.12	1,061,852	731	99.93	0.07
<b>Total</b>	<b>36,619,001</b>	<b>7,108,702</b>	<b>19.41</b>	<b>6,843,631</b>	<b>265,071</b>	<b>96.27</b>	<b>3.73</b>

As per the consolidated results of Physical Ballot by Post, E-voting and voting at the Annual General Meeting on Item nos. 1 to 10 of the Notice of the AGM, all the resolutions are passed by requisite majority.

Thanking you,

Yours faithfully,  
for **Bayer CropScience Limited**

  
**Rajiv Wani**

Vice President – Law, Patents and Compliance  
& Company Secretary

