



July 20, 2015

The General Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001

Company Code : 506285  
Script ID : BAYERCROP

Dear Sir,

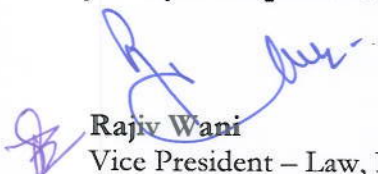
**Sub: Voting Result of Postal Ballot (includes e-voting) pursuant to Clause 35A of the Listing Agreement**

The proposed Special Resolution under Section 68 of the Companies Act, 2013 (the “Companies Act”) for buyback of not exceeding 12,65,000 equity shares of the Company, from all the equity shareholders on a proportionate basis through the “Tender Offer” route as prescribed under the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended from time to time at a price of Rs. 4000 per equity share payable in cash for an aggregate amount of Rs.506,00,00,000 as set out in the Notice of Postal Ballot dated June 12, 2015 pursuant to Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 has been approved by the members of the Company with the requisite majority.

Please find enclosed the voting results of the Postal Ballot in the format prescribed under Clause 35A of the Listing Agreement as Annexure I and the copy of the Scrutinizer’s report as Annexure II.

Thanking you,

Yours faithfully,  
for Bayer CropScience Limited

  
Rajiv Wani

Vice President – Law, Patents and Compliance  
& Company Secretary

Encl.: As above

Bayer CropScience Ltd.  
CIN: L24210MH1958PLC011173

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

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## ANNEXURE I

**DETAILS OF VOTING RESULTS**

Date of Notice of Postal Ballot	June 12, 2015
Record date for reckoning voting rights	June 05, 2015
Total number of shareholders on Record date	21,113
Details of the Agenda	Special Resolution under Section 68 of the Companies Act, 2013 for buyback of a maximum of 12,65,000 equity shares of the Company (representing 3.45% of the total number of equity shares) from all the equity shareholders on a proportionate basis through the "Tender Offer" route as prescribed under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 at a price of Rs.4000 per equity share aggregating Rs.506,00,00,000.
Resolution Required	Special
Mode of Voting	Postal Ballot Forms & e-Voting

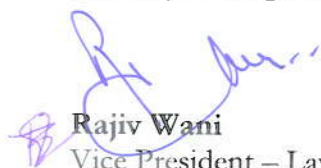
Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/ (1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]* 100	% of votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	2,52,50,907	2,52,50,907	100.00	2,52,50,907	0	100.00	0.00
Public- Institutional holders	70,90,401	61,39,378	86.59	61,39,378	0	100.00	0.00
Public- others	42,77,693	99,377	2.32	91,364	8,013	91.94	8.06
<b>Total</b>	<b>3,66,19,001</b>	<b>3,14,89,662</b>	<b>85.99</b>	<b>3,14,81,649</b>	<b>8,013</b>	<b>99.975</b>	<b>0.025</b>

Percentage of votes cast in favour : 99.975 %

Percentage of votes cast against : 0.025 %

Therefore, the Special Resolution as set out in Notice dated June 12, 2015 has been approved by the shareholders with requisite majority on Monday, July 20, 2015.

For Bayer CropScience Limited



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