



August 28, 2014

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

Dear Sir,

Sub.: Disclosure of the voting results of the Annual General Meeting of the Company held on August 28, 2014

Pursuant to Clause 35A of the Listing Agreement, please find below disclosure of the voting results of the Annual General Meeting (AGM) of the Company held on Thursday, August 28, 2014:

- 1. Date of the AGM:** August 28, 2014
- 2. Total number of shareholders on record date:** 18806
- 3. No. of shareholders present in the meeting either in person or through proxy:**
Promoters and Promoter Group: 4
Public: 121
- 4. No. of shareholders attended the meeting through Video Conferencing:**
Promoters and Promoter Group: Not Applicable
Public: Not Applicable

Bayer CropScience Limited
CIN:L24210MH1958PLC011173

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.bayercropscience.com
www.bayer.in

Registered Office :
Olympia, First Floor
Central Avenue
Hiranandani Gardens
Powai, Mumbai - 400 076
Maharashtra, India



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5. Details of the Agenda:

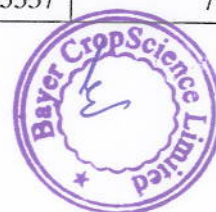
The mode of voting for all the resolutions was:

1. Physical Ballot by Post from August 3, 2014 to August 21, 2014;
2. E-voting conducted between August 20, 2014 to August 22, 2014;
3. Poll conducted at the Meeting

Given below is the resolutionwise combined result of Physical Ballot by Post, E-voting and Poll:

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, 2014 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	25250907	25250907	100	25250907	0	100	0
Public - Institutional holders	7223043	4468917	61.87	4468917	0	100	0
Public-Others	4145051	13540	0.33	13533	7	99.95	0.5
Total	36619001	29733364	81.2	29733357	7	100	0

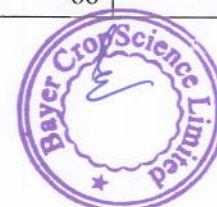




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Resolution 2 - As an Ordinary Resolution: To declare dividend on Equity Shares for the financial year ended March 31, 2014

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	25250907	25250907	100	25250907	0	100	0
Public - Institutional holders	7223043	4799736	66.45	4799736	0	100	0
Public-Others	4145051	13437	0.32	13371	66	99.51	0.49
Total	36619001	30064080	82.1	30064014	66	100	0

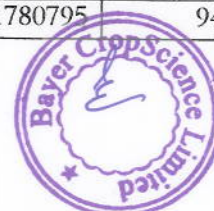




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Resolution 3 - As an Ordinary Resolution: To appoint a Director in place of Mr. Peter Mueller, who retires by rotation and being eligible, offers himself for re-appointment

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	25250907	25250907	100	25250907	0	100	0
Public - Institutional holders	7223043	4799736	66.45	3018948	1780788	62.9	37.1
Public-Others	4145051	13430	0.32	13423	7	99.95	0.05
Total	36619001	30064073	82.1	28283278	1780795	94.08	5.92





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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	25250907	25250907	100	25250907	0	100	0
Public - Institutional holders	7223043	4782924	66.22	4407138	375786	92.14	7.86
Public-Others	4145051	13439	0.32	13431	8	99.94	0.06
Total	36619001	30047270	82.05	29671476	375794	98.75	1.25

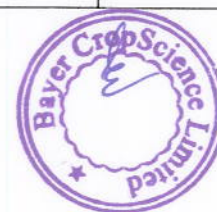




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Resolution 5 - As an Ordinary Resolution: Appointment of Mr. Richard van der Merwe (DIN: 06768305) as Managing Director of the Company and approval of his remuneration

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	25250907	25250907	100	25250907	0	100	0
Public - Institutional holders	7223043	4799736	66.45	4799736	0	100	0
Public-Others	4145051	13374	0.32	13374	0	100	0
Total	36619001	30064017	82.1	30064017	0	100	0





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Resolution 6 - As an Ordinary Resolution: Appointment of Dr. Vijay Mallya (DIN: 00122890) as Independent 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	25250907	25250907	100	25250907	0	100	0
Public - Institutional holders	7223043	4782924	66.22	4304203	478721	89.99	10.01
Public-Others	4145051	13374	0.32	11545	1829	86.32	13.68
Total	36619001	30047205	82.05	29566655	480550	98.4	1.6





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Resolution 7 - As an Ordinary Resolution: Appointment of Mr. Sharad M. Kulkarni (DIN: 00003640) as Independent 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	25250907	25250907	100	25250907	0	100	0
Public - Institutional holders	7223043	4782924	66.22	4366525	416399	91.29	8.71
Public-Others	4145051	13364	0.32	12998	366	97.26	2.74
Total	36619001	30047195	82.05	29630430	416765	98.61	1.39





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Resolution 8 - As an Ordinary Resolution: Appointment of Mr. A.K.R. Nedungadi (DIN: 00103214) as Independent 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	25250907	25250907	100	25250907	0	100	0
Public - Institutional holders	7223043	4782924	66.22	4304203	478721	89.99	10.01
Public-Others	4145051	13364	0.32	4088	9276	30.59	69.41
Total	36619001	30047195	82.05	29559198	487997	98.38	1.62





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Resolution 9 - As an Ordinary Resolution: Appointment of Mr. Vimal Bhandari (DIN: 00001318) as Independent 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	25250907	25250907	100	25250907	0	100	0
Public - Institutional holders	7223043	4799736	66.45	4670099	129637	97.3	2.7
Public-Others	4145051	13364	0.32	13339	25	99.81	0.19
Total	36619001	30064007	82.1	29934345	129662	99.57	0.43



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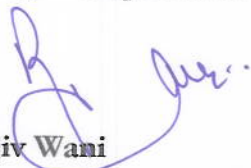
Resolution 10 - As an Ordinary Resolution: Ratification of Cost Auditors' remuneration.

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	25250907	25250907	100	25250907	0	100	0
Public - Institutional holders	7223043	4799736	66.45	4799736	0	100	0
Public-Others	4145051	12987	0.31	12980	7	99.95	0.05
Total	36619001	30063630	82.1	30063623	7	100	0

As per the consolidated results of Physical Ballot by Post, E-voting and Poll 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 & Compliance &
Company Secretary



Scrutinizer's Report

To,

Dr. Vijay Mallya

Chairman

Bayer CropScience Limited

Regd. Office: Olympia, First Floor, Central Avenue,

Hiranandani Gardens, Powai, Mumbai - 400 076

Dear Sir,

1. We, N. L. Bhatia, Practicing Company Secretary and Mr. Prashant Zarapkar – Shareholder were appointed as scrutinizer for the purpose of scrutinizing the physical ballot process and ascertaining the results of the poll carried out at the 56th Annual General Meeting of the Members of the Company, held on 28th August, 2014 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 on the poll carried out at the 56th Annual General Meeting on the resolutions contained in the Notice of 56th Annual General Meeting of the Members of the Company. Our responsibility as scrutinizer for the physical ballot processes is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice of 56th Annual General Meeting of the Members of the Company.



3. At the outset, we report that:
 - a. After the time fixed for the poll by Chairman, one ballot box that was kept for polling, were locked in our presence with due identification marks placed by us;
 - b. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Company/ TSR Darashaw Pvt. Ltd., Registrar & Share Transfer Agent of the Company and the authorisations/ proxies lodged with the Company;
 - c. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately;
4. The report of Mr. N. L. Bhatia, Practicing Company Secretary dated 23rd August, 2014 on Physical Ballot received by post and the e-voting carried out on the resolutions in the Notice of 56th Annual General Meeting of the Members of the Company has been provided to you.
5. Our report on the results of voting on physical ballot at the poll conducted at the 56th Annual General Meeting is as under. For sake of convenience, we have also included therein the results of voting through e-voting and Physical Ballot received by post as per the Scrutinizer's Report dated 23rd August, 2014 and therefore, furnish below the combined report on the results of voting through e-voting, physical ballot received by post and physical ballot at the poll at the 56th Annual General Meeting:



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, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
119	2,97,33,357	99.99

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
1	7	0.01

(iii) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
1	500

(iv) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
14	6,33,277



Item No. 2:- As an Ordinary Resolution: - To declare dividend on Equity Shares for the financial year ended March 31, 2014.

(i) Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
119	3,00,64,014	99.99

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
1	66	0.01

(iii) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
3	601

(iv) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
14	6,33,277



Item No. 3:- As an Ordinary Resolution: -To appoint a Director in place of Mr. Peter Mueller, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
100	2,82,83,278	94.08

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
21	17,80,795	5.92

(iii) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
3	610

(iv) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
14	6,33,277



Item No. 4:- As an Ordinary Resolution: -To appoint auditors and fix their remuneration.

(i) Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
108	2,96,71,476	98.75

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
10	3,75,794	1.25

(iii) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
3	601

(iv) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
14	6,33,277



Item No. 5:- As an Ordinary Resolution: -Appointment of Mr. Richard van der Merwe(DIN: 06768305) as Managing Director of the Company and approval of his remuneration.

(i)Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
121	3,00,64,017	100

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
0	0	0

(iii) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
3	666

(iv) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
14	6,33,277



Item No. 6:- As an Ordinary Resolution: -Appointment of Dr. Vijay Mallya(DIN: 00122890) as Independent Director of the Company.

(i)Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
89	2,95,66,655	98.40

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
29	4,80,550	1.60

(iii) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
3	666

(iv) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
14	6,33,277



Item No. 7:- As an Ordinary Resolution: -Appointment of Mr. Sharad M. Kulkarni(DIN: 00003640)as Independent Director of the Company.

(i)Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
104	2,96,30,430	98.61

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
13	4,16,765	1.39

(iii) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
4	676

(iv) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
14	6,33,277



Item No. 8:- As an Ordinary Resolution: - Appointment of Mr. A.K.R. Nedungadi(DIN: 00103214) as Independent Director of the Company.

(i)Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
97	2,95,59,198	98.78

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
20	4,87,997	1.62

(iii) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
3	666

(iv) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
14	6,33,277



Item No. 9:- As an Ordinary Resolution: -Appointment of Mr. Vimal Bhandari(DIN: 00001318) as Independent Director of the Company.

(i) Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
113	2,99,34,345	99.57

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
7	1,29,662	0.43

(iii) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
4	676

(iv) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
14	6,33,277



Item No. 10:- As an Ordinary Resolution: - Ratification of Cost Auditors' remuneration.

(i) Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
116	3,00,63,623	99.99

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
1	7	0.01

(iii) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
7	1,053

(iv) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
14	6,33,277

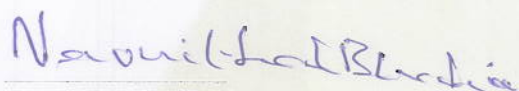
4. A Register containing details of list of equity shareholders, who voted "IN FAVOUR", "AGAINST" and those whose votes were declared invalid for each resolution under-voting is enclosed.



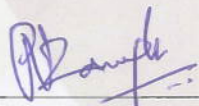
5. We today handedover the ballot forms and other related papers / Registers and records for safe custody to Mr. Rajiv Wani, Company Secretary of the Company who is authorized by the Board to supervise the entire voting process after the Chairman approves and signs the minutes of the meeting.
6. You may accordingly declare the result of voting by e-voting, ballot form received by post and ballot at the Annual General Meeting.
7. The abovementioned resolutions are deemed to be passed as on the date of announcement of results.

Thanking you,

Yours faithfully,

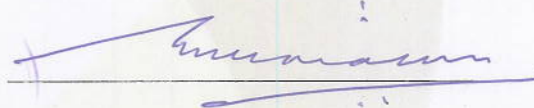


N.L. Bhatia, FCS
Practicing Company Secretary
Scrutinizer



Prashant Zarapkar
Shareholder
Scrutinizer





Dr. Vijay Mallya
Chairman

Place: Mumbai Counter-signed by
Date: August 28, 2014