

December 31, 2014

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

Scrip Code: 506285
Scrip ID: BAYER

Dear Sir,

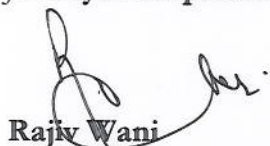
Sub: Voting Result of Postal Ballot (includes e-Voting) pursuant to Clause 35A of the Listing Agreement

The proposed Special Resolution under Section 12 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for shifting of Registered Office of the Company from “Olympia, First Floor, Central Avenue, Hiranandani Gardens, Powai, Mumbai – 400 076” to “Bayer House, Central Avenue, Hiranandani Estate, Thane (West) – 400 607” with effect from January 1, 2015 has been approved by the members of the Company with the requisite majority by Postal Ballot (includes e-Voting) conducted pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 .

Please find enclosed the voting results of the Postal Ballot in the format prescribed under Clause 35A of the Listing Agreement.

Thanking you,

Yours faithfully,
for Bayer CropScience Limited



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



Encl.: As above

Bayer CropScience Limited
CIN:L24210MH1958PLC0111

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.cropscience.bayer.com
www.bayer.in

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

DETAILS OF VOTING RESULTS

Date of Notice of Postal Ballot	November 11, 2014
Total number of shareholders on Record date (November 7, 2014)	19,948
Details of the Agenda	Special Resolution under Section 12 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for shifting of Registered Office of the Company from "Olympia, First Floor, Central Avenue, Hiranandani Gardens, Powai, Mumbai – 400 076" to "Bayer House, Central Avenue, Hiranandani Estate, Thane (West) – 400 607" with effect from January 1, 2015.
Resolution Required	Special Resolution
Mode of Voting	Postal Ballot (includes e-Voting)

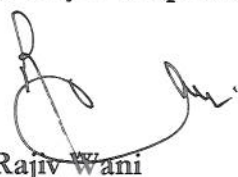
Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/ (1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]* 100	% of votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	25,250,907	25,250,907	100	25,250,907	0	100	0
Public- Institutional holders	7,143,582	5,761,583	80.65	5,761,583	0	100	0
Public- others	4,224,512	61,680	1.46	60,629	1,051	98.3	1.7
Total	36,619,001	31,074,170	84.86	31,073,119	1,051	100	0

Percentage of votes cast in favour : 99.997 %

Percentage of votes cast against : 0.003 %

Therefore, the Special Resolution as set out in Notice dated November 11, 2014 has been approved by the shareholders with requisite majority on Wednesday, December 31, 2014.

for Bayer CropScience Limited



Rajiv Wani

Vice President – Law, Patents & Compliance
& Company Secretary





December 31, 2014

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

Scrip Code: 506285
Scrip ID: BAYER

Dear Sir,

Sub: Scrutinizer's Report – Voting Result of Postal Ballot (includes e-voting) conducted during November 25, 2014 to December 24, 2014) for shifting of Registered Office

Please find enclosed copy of Scrutinizer's Report on voting results of Postal Ballot (includes e-Voting) conducted by the Company for shifting of Registered Office of the Company under Section 12 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 from "Olympia, First Floor, Central Avenue, Hiranandani Gardens, Powai, Mumbai – 400 076" to "Bayer House, Central Avenue, Hiranandani Estate, Thane (West) – 400 607" with effect from January 1, 2015.

Thanking you,

Yours faithfully,
for Bayer CropScience Limited

Rajiv Wani

Vice President – Law, Patents & Compliance
& Company Secretary



Encl.: As above

Bayer CropScience Limited
CIN:L24210MH1958PLC0111

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Powai, Mumbai - 400 076
Maharashtra, India



Scrutinizer's Report

[Pursuant to section 110 of the Companies Act, 2013 and Rule 22 (3) (ix) of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreements]

To,

Mr. Richard van der Merwe
Vice Chairman and Managing Director
Bayer CropScience Limited
Regd. Office: Olympia, First Floor, Central Avenue,
Hiranandani Gardens, Powai, Mumbai - 400 076

1. I, N. L. Bhatia, Practicing Company Secretary of Mumbai have been appointed as the Scrutinizer by the Board of **Bayer CropScience Limited** at its meeting held on November 11, 2014 for scrutinizing the Postal Ballot process (which includes e-voting also) for passing the following resolution as Special resolution:

"RESOLVED THAT pursuant to Section 12 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended from time to time, the Registered Office of the Company be shifted from "Olympia, First Floor, Central Avenue, Hiranandani Gardens, Powai, Mumbai – 400 076" to "Bayer House, Central Avenue, Hiranandani Estate, Thane (West) – 400 607" with effect from January 1, 2015.



RESOLVED FURTHER THAT Mr. Richard van der Merwe, Vice Chairman and Managing Director, Dr. Thomas Hoffmann, Whole-time Director and Mr. Rajiv Wani, Vice President – Law, Patents & Compliance and Company Secretary be and are hereby severally authorized to file the necessary e-form(s) with the Registrar of Companies, Maharashtra, Mumbai, being the notice for change in situation of the Registered Office of the Company from Mumbai to Thane and to take all such actions and do all such things as may be deemed prudent in this regard from time to time.”

2. I have given my consent to act as Scrutinizer vide letter dated November 6, 2014. At the meeting of the Board of Bayer CropScience Limited, Mr. Richard van der Merwe, Vice Chairman and Managing Director, Dr. Thomas Hoffmann, Whole-time Director and Mr. Rajiv Wani, Vice President – Law, Patents & Compliance and Company Secretary were made responsible for the entire postal ballot process and were jointly and severally authorized to do all things and to take all incidental and necessary steps for the postal ballot process.
3. The Company has extended the facility of e-voting to the shareholders who have registered their e-mail address with the Company, by tying up with the National Securities Depository Limited's (NSDL) e-voting facility.
4. The votes cast by the shareholders through the e-voting facility were scrutinized by verifying it using the scrutinizer's login on the NSDL e-voting Website.
5. The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
6. The postal ballot forms were duly opened in the presence of my representatives and scrutinized and the share holdings were matched / confirmed with the register of members of the Company/ list of beneficiaries as on November 7, 2014.



Particulars of all the postal ballot forms received from the members have been entered in the register.

8. All postal ballot forms received up to 5.00 pm and e-voting cast up to 6.00 pm on December 24, 2014, the last date and time fixed by the Company for receipt of votes were considered for my scrutiny.
9. Envelopes containing postal ballot forms received thereafter were not considered.
10. I have not found any defaced or mutilated ballot paper.
11. With reference to the above I submit my report as under:

The Company's issued, subscribed and paid up equity capital is Rs. 36,61,90,010/-comprising 3,66,19,001 Equity shares of Rs. 10/- each. As on the Record date November 7, 2014 there were 19,948 members.

On November 24, 2014, the Company completed dispatch of Notice dated November 11, 2014 containing the proposed Resolution along with the Explanatory Statement:

- a) to 8,765 members by emailing the same to their email address registered against their account and
- b) to 11,183 members by posting the same by Speed Post / Registered Post along with the Postal Ballot Form and self-addressed postage prepaid envelope.

Out of total 19,948 members, 180 members cast their votes by e-voting and 434 members by Postal Ballot Forms. Of the 434 Postal Ballot Forms, 41 Postal Ballot Forms comprising of 4,249 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Postal Ballot not signed or e) relevant authorisation not attached in case of voting by body corporate.

11.1 The combined result of Postal Ballot through e-voting and physical postal ballot forms is as under:



Particulars	Number of			Number of Votes contained in			Percentage
	Postal Ballot Forms	e-Voting	Total	Postal Ballot Forms	e-Voting	Total	
Assent	379	180	559	25577463	5495656	31073119	99.997
Dissent	14	0	14	1051	0	1051	0.003
Total	393	180	573	25578514	5495656	31074170	100

11.2 In view of the aboveresults, I hereby certify that the Special Resolution has been passed with requisite majority.

12. I have today handed over the Postal Ballot forms and other relevant papers / register and records for safe custody of Mr. Rajiv Wani, Vice President – Law, Patents & Compliance and Company Secretary who is authorized by the Board to supervise the Postal Ballot process.

You may accordingly declare the result of voting by Postal Ballot.

Place: Mumbai

Date: December 31, 2014



N. L. Bhatia

N. L. Bhatia
Scrutinizer
FCS