



August 22, 2018

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Company Code: 506285
Script ID: BAYERCROP

Dear Sir,

Sub.: Disclosure of voting results of the 60th Annual General Meeting of Bayer CropScience Limited held on August 21, 2018 along with the Scrutinizers Report.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find below the voting results (Annexure A) of the 60th Annual General Meeting of Bayer CropScience Limited along with the Scrutinizer's Report attached (Annexure B).

Kindly take the same on record.

Yours faithfully,
for Bayer CropScience Limited


Rajiv Wani
Head - Law, Patents & Compliance
& Company Secretary

Bayer CropScience Ltd.
CIN: L24210MH1958PLC011173

Registered and Corporate Office:
Bayer House
Central Avenue
Hiranandani Estate
Thane (West) - 400 607
Maharashtra, India

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www.bayer.in
www.cropscience.bayer.com

**Voting Results of the 60th Annual General Meeting of
Bayer CropScience Limited**

1. **Date of the AGM:** August 21, 2018
2. **Total number of shareholders on record date:** 44,807
3. **No. of shareholders present in the meeting either in person or through proxy:**
Promoters and Promoter Group: 4
Public: 98
4. **No. of shareholders attended the meeting through Video Conferencing:**
Promoters and Promoter Group: Not Applicable
Public: Not Applicable
5. **Details of the Agenda:**
The mode of voting for all the resolutions was:
 1. Remote e-voting conducted between August 17, 2018 to August 20, 2018;
 2. Electronic tab based poll conducted at the Annual General Meeting.

Given below is the resolution wise combined result of Remote e-voting and electronic tab based poll conducted at the Annual General Meeting:





Resolution No.	1
Resolution Title	To receive, consider, approve and adopt the audited Statement of Profit and Loss for the financial year ended March 31, 2018 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
Resolution required	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No

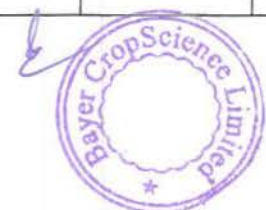
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23,584,448	23,584,448	100.00	23,584,448	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		23,584,448	100.00	23,584,448	0	100.00	0.00
Public - Institutional holders	E-Voting	6,584,263	5,502,988	83.58	5,502,988	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		5,502,988	83.58	5,502,988	0	100.00	0.00
Public- Others	E-Voting	4,164,882	882,373	21.19	882,333	40	100.00	0.00
	Poll		2644	0.06	2644	0	100.00	0.00
	Total		885,017	21.25	884,977	40	100.00	0.00
Total	E-Voting	34,333,593	29,969,809	87.29	29,969,769	40	100.00	0.00
	Poll		2644	0.01	2644	0	100.00	0.00
	Total		29,972,453	87.30	29,972,413	40	100.00	0.00





Resolution No.	2
Resolution Title	To declare dividend on Equity Shares for the financial year ended March 31, 2018
Resolution required	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No

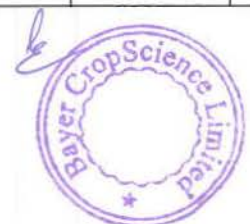
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23,584,448	23,584,448	100.00	23,584,448	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		23,584,448	100.00	23,584,448	0	100.00	0.00
Public - Institutional holders	E-Voting	6,584,263	5,502,988	83.58	5,502,988	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		5,502,988	83.58	5,502,988	0	100.00	0.00
Public- Others	E-Voting	4,164,882	882,505	21.19	882,490	15	100.00	0.00
	Poll		2608	0.06	2608	0	100.00	0.00
	Total		885,113	21.25	885,098	15	100.00	0.00
Total	E-Voting	34,333,593	29,969,941	87.29	29,969,926	15	100.00	0.00
	Poll		2608	0.01	2608	0	100.00	0.00
	Total		29,972,549	87.30	29,972,534	15	100.00	0.00





Resolution No.	3
Resolution Title	Appointment of a Director in place of Dr. (Ms.) Miriam Colling-Hendelkens (DIN: 07839649), who retires by rotation and being eligible, offers herself for re-appointment.
Resolution required	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	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	E-Voting	23,584,448	23,584,448	100.00	23,584,448	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		23,584,448	100.00	23,584,448	0	100.00	0.00
Public - Institutional holders	E-Voting	6,584,263	5,502,988	83.58	5,467,393	35595	99.35	0.65
	Poll		0	0.00	0	0	0.00	0.00
	Total		5,502,988	83.58	5,467,393	35,595	99.35	0.65
Public-Others	E-Voting	4,164,882	882,373	21.19	882,247	126	99.99	0.01
	Poll		2,608	0.06	2,608	0	100.00	0.00
	Total		884,981	21.25	884,855	126	99.99	0.01
Total	E-Voting	34,333,593	29,969,809	87.29	29,934,088	35,721	99.88	0.12
	Poll		2,608	0.01	2,608	0	100.00	0.00
	Total		29,972,417	87.30	29,936,696	35,721	99.88	0.12





Resolution No.	4
Resolution Title	Ratification of Remuneration to Cost Auditor.
Resolution required	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	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	E-Voting	23,584,448	23,584,448	100.00	23,584,448	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		23,584,448	23,584,448	100.00	23,584,448	0	100.00
Public - Institutional holders	E-Voting	6,584,263	5,502,988	83.58	5,502,988	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		6,584,263	5,502,988	83.58	5,502,988	0	100.00
Public- Others	E-Voting	4,164,882	882,303	21.18	882,169	134	99.98	0.02
	Poll		2,608	0.06	2,608	0	100.00	0.00
	Total		4,164,882	884,911	21.25	884,777	134	99.98
Total	E-Voting	34,333,593	29,969,739	87.29	29,969,605	134	100.00	0.00
	Poll		2,608	0.01	2,608	0	100.00	0.00
	Total		34,333,593	29,972,347	87.30	29,972,213	134	100.00





As per the consolidated results of the Remote e-voting and electronic tab based voting conducted at the 60th Annual General Meeting on Item nos. 1 to 4 of the Notice of the Meeting, all the resolutions are passed by requisite majority.

Thanking you,

Yours faithfully,
for **Bayer CropScience Limited**



Rajiv Wani

Head - Law, Patents & Compliance
& Company Secretary



N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

Tel. : 91-022-2510 0718
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brupadhyay@hotmail.co
Website : www.nlba.in

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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015]

Mr. Pankaj Patel
Chairman
Bayer CropScience Limited
Bayer House, Central Avenue,
Hiranandani Estate,
Thane (West)-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 and E-voting undertaken at the venue of the 60th Annual General Meeting and ascertaining the requisite majority 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 on the resolutions contained in the notice of the 60th Annual General Meeting ("AGM") of the Members of the Company, held on August 21, 2018 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 60th AGM of the members of the Company. My responsibility as a Scrutinizer for the remote E-voting and E-voting undertaken at the AGM venue 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.
3. Further to the 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 its Service Provider to facilitate its 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 As prescribed in the said Rules, the Company has also published an advertisement in the Financial Express (English) and Loksatta (Marathi) newspapers on July 30, 2018 and it carried the required information as specified in the said Rules.
- 3.4 Voting rights of Members have been reckoned in proportion to their shares of the paid-up equity share capital of the Company as on Tuesday August, 14, 2018.
- 3.5 The remote E-voting commenced from Friday, August 17, 2018 (IST 9:00 a.m.) and ends on Monday, August 20, 2018 (IST 5:00 p.m.).
- 3.6 The Chairman, at the commencement of the AGM, announced that the Members present at the AGM who have not cast their vote by remote E-voting, can exercise their voting rights electronically, which was made available throughout the AGM at the venue.
- 3.7 Thereafter, on completion of the voting at the venue of the AGM, the E-voting summary of the votes cast at the AGM venue was generated from the electronic voting system provided by the NSDL.
- 3.8 Subsequently, the votes cast through remote E-voting and E-voting at the venue were unblocked in the presence of 2 witnesses, Mr. Bhavik Pandya and Mr. Vinit Bhanushali who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Bhavik

[Signature]

- 3.9 The e- voting data was scrutinized by me for verification of votes cast "in favour" and "against" of the Resolutions
- 3.10 My combined report on the results of voting through remote E-voting, and E-voting at the AGM venue 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, 2018 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 Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Abstained Votes
				Favor	Against	
29972453	29972453	29972413	40	99.99	0.01	-

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

To declare Dividend on Equity Shares for the financial year ended March 31, 2018.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Abstained Votes
				Favor	Against	
29972549	29972549	29972534	15	99.99	0.01	-

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

To appoint a Director in place of Dr. (Ms.)Miriam Colling-Hendelkens, (DIN-07839649) who retires by rotation and being eligible, offers herself for re-appointment.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Abstained Votes
				Favor	Against	
29972417	29972417	29936696	35721	99.88	0.12	-

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

To Ratify Remuneration of M/s. Dave & Company Cost Accountants (FRN: 000611), Cost Auditor of the Company.

No of Shares held	No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Abstained Votes
				Favor	Against	
29972347	29972347	29972213	134	99.99	0.01	-



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 and electronic voting done at the AGM 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 remote E-voting and E- voting at the Venue of the Annual General Meeting.

Thanking you,

Place: Mumbai

Date: August 21, 2018



Yours faithfully,

N.L. Bhatia

N.L.Bhatia
Practicing Company Secretary
Scrutinizer
FCS:-1176
C.P NO. 422

Countersigned

Pankaj Patel

Mr. Pankaj Patel
Chairman