



**Bayer CropScience Limited**  
CIN: L24210MH1958PLC011173

Regd. Office: Bayer House, Central Avenue, Hiranandani Estate, Thane – West – 400 607

**DECLARATION OF RESULTS OF VOTING CONDUCTED BY POSTAL BALLOT IN TERMS OF NOTICE DATED JUNE 06, 2017**

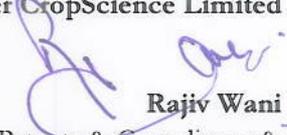
Pursuant to Section 110 of the Companies Act, 2013 (the “Companies Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, approval of the Members was sought as a Special Resolution by way of Postal Ballot under Section 68 of the Companies Act for buyback of not exceeding 10,20,408 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.4,900 per equity share payable in cash for an aggregate amount of Rs. 499,99,99,200. The last date for receipt of Postal Ballot Forms / e-voting was Wednesday, July 19, 2017.

Based on the scrutinizer’s report dated July 21, 2017 of Mr. B. Narasimhan, Practicing Company Secretary, the Scrutinizer appointed to conduct the Postal Ballot process (conducted under the postal ballot as well as e-voting method), the results of which were declared at the Registered Office on Friday, July 21, 2017:

Category	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	24,244,684	24,244,684	100.00	24,244,684	0	100.00	0.00
Public-Institutional holders	6,885,463	5,919,413	85.97	5,919,413	0	100.00	0.00
Public-others	4,223,854	59,928	1.42	55,962	3,966	93.38	6.62
Total	35,354,001	30,224,025	85.49	30,220,059	3,966	99.99	0.01

The Special Resolution as set out in Notice dated June 06, 2017 has therefore been approved by the Members with the requisite majority on Friday, July 21, 2017.

For Bayer CropScience Limited

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

Thane, July 21, 2017