



November 14, 2018

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

SECURITY ID : BAYERCROP  
SECURITY CODE : 506285

**Sub: Outcome of the Board Meeting held on Wednesday, November 14, 2018 – Approval of the Scheme of Amalgamation of Monsanto India Limited with Bayer CropScience Limited.**

Dear Sir /Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly take note that the Board of Directors ("the Board") of Bayer CropScience Limited, at its Meeting held today i.e. on November 14, 2018, *inter alia*, has approved the following Agenda item:

**AMALGAMATION OF MONSANTO INDIA LIMITED WITH BAYER CROPSCIENCE LIMITED**

The Board, *inter alia*, considered and approved the amalgamation of Monsanto India Limited ("MIL") with Bayer CropScience Limited ("BCSL") in consideration for equity shares of BCSL. The proposed amalgamation would be carried out vide a Scheme of Amalgamation of Monsanto India Limited with Bayer CropScience Limited and their respective Shareholders ("the Scheme") under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013.

In consideration for the amalgamation of MIL with BCSL, in terms of the Scheme and based on the Valuation Report issued jointly by S. R. Batliboi & Co. LLP and Bansi S. Mehta & Co., Independent Chartered Accountants and fairness opinion provided by ICICI Securities Limited, a Category-I Merchant Banker, BCSL will issue and allot 2 (Two) equity shares of INR 10/- (Rupees Ten only) each credited as fully paid-up of BCSL for every 3 (Three) equity shares of INR 10/- (Rupees Ten only) held in MIL and whose names are recorded in the register of members on the Record Date. BCSL holds 1,350,000 equity shares in MIL (7.82% of the paid up capital of MIL), and on the Scheme becoming effective, the equity shares held by BCSL in MIL shall stand cancelled.

Bayer CropScience Ltd.  
CIN: L24210MH1958PLC011173

Registered and 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.bayer.in  
www.cropscience.bayer.com



The equity shares of BCSL to be issued to the Shareholders of MIL pursuant to the Scheme shall be listed on the BSE Limited and permitted to trade in the National Stock Exchange of India Limited (collectively referred to as "Stock Exchanges") (subject to trading permission being granted by the Stock Exchanges). The Scheme would be subject to approval of the Stock Exchanges, Securities and Exchange Board of India ("SEBI"), Shareholders/ Creditors of each of the companies, National Company Law Tribunal Bench at Mumbai ("Tribunal") and various Statutory Approvals, as may be directed to be obtained by the Tribunal. The Scheme would also require approval from majority of the Public Shareholders as per SEBI Circular Ref. No. CFD/DIL3/CIR/2017/21 dated 10<sup>th</sup> March, 2017.

The details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Ref. Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 are given in **Annexure A** to this letter.

You are requested to take the above on records.

Thanking You,

Yours faithfully,

*For* **Bayer CropScience Limited**

A handwritten signature in blue ink, appearing to be "Rajiv Wani", written over a circular stamp.

**Rajiv Wani**

Head - Law, Patents & Compliance  
& Company Secretary



## Annexure A

### Scheme of Amalgamation

Sr. No.	Details to be provided	Information
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	<p><b>i. Transferor Company:</b></p> <p>Monsanto India Limited ("MIL")</p> <p><b>ii. Transferee Company:</b></p> <p>Bayer CropScience Limited ("BCSL")</p> <p><b>iii.</b> BCSL holds 1,350,000 number of equity shares of face value INR 10/- each of MIL representing 7.82% of the paid-up share capital of MIL.</p> <p><b>iv.</b> As per the Unaudited Financial Results for the Half Year ended on September 30, 2018, Revenue from Operations is as follows:</p> <p>BCSL: INR 19,359 Million (standalone) MIL: INR 3,890 Million (standalone)</p> <p><b>v.</b> Appointed Date: April 01, 2019</p>
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at 'arm's length'.	<p>Yes, the transaction would fall within related party transactions as BCSL is an indirect subsidiary of Bayer AG, Germany. The transaction is being done at 'arm's length'.</p> <p><i>(Please refer to Point 5 of the Annexure herein)</i></p>
3.	Area of business of the entity(ies).	<p>BCSL is primarily involved in the business of manufacturing, selling, marketing of pesticides and pest control products, distribution of seeds and the provision of services in the field of agriculture.</p> <p>MIL is engaged in the business of production and sale of agricultural inputs, namely, chemicals and hybrid seeds.</p>





4.	Rationale for amalgamation / merger.	<ul style="list-style-type: none"><li>• Combined business under “BAYER” brand with complementary agriculture offerings and geographical footprint leading to stronger market presence, to be best suitable for long term growth market like India;</li><li>• Access to globally combined Research and Development technology platform for faster and more efficient development of innovative solutions for farmers;</li><li>• Merger shall result in consolidation of the respective operations served by one platform thereby leveraging the capability of the merged entity;</li><li>• To operate businesses that complement each other, the combination to result in stronger consolidated revenue and profitability, with diversification in product portfolio thereby reducing business risks for mutual benefit of the shareholders of the Companies;</li><li>• Ensuring a streamlined group structure by reducing the number of legal entities in the group structure in India, and thereby eliminating administrative duplications and consequently reducing the administrative costs of maintaining separate companies; and</li><li>• Pooling of assets, proprietary information, personnel, financial, managerial and technical resources of the companies, thereby contributing to the future growth of the merged entity.</li></ul>
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5.	In case of cash consideration – amount or otherwise share exchange ratio.	<p>The consideration is in the form of issue of equity shares. The share exchange ratio based on the Valuation Report issued jointly by independent Chartered Accountants, S. R. Batliboi &amp; Co. LLP and Bansil S. Mehta &amp; Co. which is confirmed by the fairness opinion issued by ICICI Securities Limited, a Category-I Merchant Banker, the consideration is as follows:</p> <p><i>“2 (Two) equity shares of INR 10/- (Rupees Ten only) each credited as fully paid-up of BCSL for every 3 (Three) equity shares of INR 10/- (Rupees Ten only) held in MIL.”</i></p>
6.	Brief details of change in shareholding pattern (if any) of listed entity.	<p>Pursuant to issue and allotment of shares of BCSL to the Shareholders of MIL, the Promoter Holding in BCSL will increase from 68.69% to 71.4%. The overall public shareholding in BCSL will reduce from 31.31% to 28.6%.</p>

*b*