

A-70



868

November 14, 2018

To,
The General Manager,
Listing Department,
BSE Limited, P. J. Tower,
Dalal Street, Mumbai – 400 001.

Subject: Compliance Report as per Annexure I of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017.

SECURITY ID : BAYERCROP
SECURITY CODE : 506285

It is hereby certified that the draft scheme of ~~arrangement~~ /amalgamation of 'Monsanto India Limited' ("the Transferor Company") with 'Bayer CropScience Limited' ("the Transferee Company") and their respective Shareholders does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

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

Sl.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of this circular		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting

Yours Faithfully,
For **Bayer CropScience Limited**

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

Richard van der Merwe
Vice Chairman & Managing Director
and Chief Executive Officer
(DIN: 06768305)



Certified that the transactions / accounting treatment provided in the draft Scheme of ~~Arrangement~~ / Amalgamation involving 'Monsanto India Limited' ("the Transferor Company") with 'Bayer CropScience Limited' ("the Transferee Company") are in compliance with all the Accounting Standards applicable to a listed entity.

A handwritten signature in black ink, appearing to be "U. Stefer".

Ulrich Stefer
Executive Director
& Chief Financial Officer
(DIN: 07447177)

A handwritten signature in black ink, appearing to be "R. van der Merwe".

Richard van der Merwe
Vice Chairman & Managing Director
and Chief Executive Officer
(DIN: 06768305)