

Date: 14th November 2018

To,

The Board of Directors,
Bayer CropScience Limited
Bayer House, Central Avenue,
Hiranandani Estate, Thane (West),
Mumbai- 400076

Certified True Copy
For Bayer CropScience Limited


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

Sub: Fairness opinion on the Fair Share Exchange Ratio for the proposed merger of Monsanto India Limited ("MIL") into Bayer Cropscience Limited ("BCSL")

This opinion is issued pursuant to the terms of our engagement with BCSL under which BCSL has requested ICICI Securities ("I-Sec") to provide a fairness opinion on the fair share exchange ratio for the merger of MIL into BCSL.

BACKGROUND, PURPOSE AND USE OF THIS REPORT

We understand that the management of BCSL and MIL (Referred to as the "Companies") propose to merge MIL into BCSL, pursuant to a Scheme of Amalgamation ("Proposed Scheme"). We understand that, In consideration of the said merger, equity shares of BCSL will be issued to the equity shareholders of MIL.

For the aforesaid purpose, the management has appointed Bansi S. Mehta & Co. & S.R. Batliboi & Co. LLP (referred as "Valuers") to prepare a report on the Fair Share Exchange Ratio for distribution of Equity shares of BCSL to the equity shareholders of MIL, to be placed before the Board of Directors of the Companies, as per the requirement of SEBI Circular CFD/DIL3/CIR/2017/21 dated 10th March 2017 read with SEBI Circular CFD/DIL3/CIR/2017/105 dated 21st September 2017 and SEBI Circular CFD/DIL3/CIR/2018/2 dated 3rd January 2018.

In this connection I-Sec, being a Category I merchant banker registered with SEBI, has been requested by BCSL to render our professional services by way of a fairness opinion on the Fair Share Exchange Ratio to the Board of Directors of BCSL as to whether the Fair Share Exchange Ratio, as recommended by the Valuers, in their report dated 13th November 2018, is fair and reasonable.

Member of National Stock Exchange of India Ltd. & Bombay Stock Exchange Ltd.
Capital Market : NSE Regn. No. IN1 230773037, BSE Regn. No. IN1 011200054
Futures & Options : NSE Regn. No. F1-230773037, BSE Regn. No. IN1 010773035
Derivatives : NSE Regn. No. DF-230773037
DN No.: I87129481-006/ICIS0241

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This report is intended only for the sole use and information of BCSL, and only in connection with the Proposed Scheme including for the purpose of obtaining judicial and regulatory approvals for the Proposed Scheme. We are not responsible in any way to any other person / party for any decision of such person or party based on this report. Any person / party intending to provide finance / invest in the shares / business of any of the Companies or their subsidiaries/joint ventures/associates shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. It is hereby notified that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the Proposed Scheme as aforesaid can be done only with our prior permission in writing. We acknowledge that this report will be shared to the extent as may be required, with the relevant National Company Law Tribunal, Stock Exchanges, Shareholders of BCSL, advisors of the Companies in relation to the Proposed Scheme, as well as with the statutory authorities.

As per Valuers' recommendation, under the Proposed Scheme, the holders of outstanding equity shares of MIL will receive 2 (Two) fully paid up equity shares of BCSL with the face value of Rs. 10 (Ten) each for every 3 (Three) fully paid up equity shares of MIL with the face value of Rs. 10 (Ten) each ("Fair Share Exchange Ratio").

SOURCES OF INFORMATION

In arriving at our opinion set forth below, we have relied on:

- (a) Audited profit and loss statement and balance sheet of BCSL for the year ended 31st March 2018 and 2017;
- (b) Audited profit and loss statement and balance sheet of MIL for the year ended 31st March 2018 and 2017;
- (c) Un-Audited profit and loss statement and balance sheet of BCSL for the year ended 30th September 2018;
- (d) Un-Audited profit and loss statement and balance sheet of MIL for the year ended 30th September 2018;
- (e) Equity share trading data of BCSL and MIL from NSE and BSE
- (f) Valuation data from Bloomberg
- (g) Draft Scheme of Amalgamation;
- (h) Discussions (including oral) with management of Companies regarding the Proposed Scheme, current operations, past financials, etc.
- (i) Discussions (including oral) and information as provided by the Valuers for purpose of this engagement
- (j) Other relevant information and documents for the purpose of this engagement

SCOPE LIMITATIONS

Our report is subject to the scope limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.



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Our work does not constitute an audit, due diligence or certification of the historical financial statements in relation to the Companies including the working results of the Companies or its businesses referred to in this report. Accordingly, we are unable to and do not express an opinion on the accuracy of any financial information referred to in this report.

Our analysis and results are specific to the purpose of the exercise of giving our fairness opinion on the Fair Share Exchange Ratio for the Proposed Scheme. It may not be valid for any other purpose or if provided on behalf of any other entity.

Our analysis and results are also specific to the date of this report and based on information as at 12th November, 2018. An exercise of this nature involves consideration of various factors. This report is issued on the understanding that the Companies have drawn our attention to all the matters, which they are aware of concerning the financial position of the Companies, their businesses, and any other matter, which may have an impact on our opinion, on the Fair Share Exchange Ratio for the Proposed Scheme, including any significant changes that have taken place or are likely to take place in the financial position of the Companies or their businesses subsequent to the proposed Appointed Date for the Proposed Scheme. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

In the course of the present exercise, we were provided with both written and verbal information, including financial data. The terms of our engagement were such that we were entitled to rely upon the information provided by the Companies without detailed inquiry. Also, we have been given to understand by the management of the respective Companies that it has not omitted any relevant and material factors. Accordingly, we do not express any opinion or offer any form of assurance regarding its accuracy and completeness. We assume no responsibility whatsoever for any errors in the above information furnished by the Companies and their impact on the present exercise.

We express no opinion whatever and make no recommendation at all to BCSL and MIL underlying its decision to effect the Proposed Scheme or as to how the holders of equity shares or secured or unsecured creditors of the Companies should vote at their respective meetings held in connection with the Proposed Scheme. We do not express and should not be deemed to have expressed any views on any other term of the Proposed Scheme. We also express no opinion and accordingly accept no responsibility or as to the prices at which the equity shares of BCSL and MIL will trade following the announcement of the Proposed Scheme or as to the financial performance of the Companies following the consummation of the Proposed Scheme.

No investigation of the Companies' claim to title of assets has been made for the purpose of this exercise and the Companies' claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility whatsoever is assumed for matters of a legal nature. Our report is not and should not be construed as our opining or certifying the compliance of the Proposed Scheme with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising from such Proposed Scheme.



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We have not conducted or provided an analysis or due diligence or appraisal of the assets and liabilities of the Companies and have wholly relied on information provided by the Companies and/or Valuers in that regard.

In the ordinary course of business, ICICI Securities Limited and its affiliates is engaged in securities trading, securities brokerage and investment activities, as well as providing investment banking and investment advisory services. In the ordinary course of its trading, brokerage and financing activities, any member of ICICI Securities Limited may at any time hold long or short positions, and may trade or otherwise effect transactions, for its own account or the accounts of customers, in debt or equity securities or senior loans of any company that may be involved in the Proposed Scheme.


RATIONALE & CONCLUSION

In the circumstances, having regard to all relevant factors and on the basis of information and explanations given to us, we are of the opinion on the date hereof, that the proposed Fair Share Exchange Ratio as recommended by Valuers, which forms the basis for the Proposed Scheme is fair and reasonable.

Yours faithfully,
For ICICI Securities Limited,



Name: Sumit Bagri
Designation: Vice President

Name: Raghavan Subramanian
Designation: Vice President

Place: Mumbai
Date: 14th November 2018

