



December 10, 2018

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

Dear Sir / Madam,

SECURITY ID : BAYERCROP
SECURITY CODE : 506285

Sub.: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015 for the proposed Scheme of Amalgamation of Monsanto India Limited (the “Transferor Company”) with Bayer CropScience Limited (the “Transferee Company”) / “Applicant Company”) and their respective Shareholders, under Sections 230 to 232 of the Companies Act, 2013.

In connection with the above application, we hereby confirm that:

- a. The proposed Scheme of Amalgamation to be presented to the National Company Law Tribunal Bench at Mumbai (the “Tribunal”) does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulations) Act, 1956, the Depositories Act, 1996, the Companies Act, 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the requirements of BSE Limited.
- b. In the explanatory statement to be forwarded by the Applicant Company to the Shareholders under Section 230 of the Companies Act, 2013, it shall disclose:
 - i. The pre and post amalgamation (expected) capital structure and shareholding pattern;
 - ii. The ‘Fairness Opinion’ obtained from an Independent Merchant Banker on valuation of ~~assets~~ / shares done by the Valuers for the Transferor and Transferee Company; and
 - iii. ~~The information about the unlisted companies involved in the scheme of amalgamation as per the format provided in part D of schedule VII of the ICDR Regulations; the complaint report; and~~
 - iv. Complaint Report as per Annexure III
 - v. The observation letter issued by the Stock Exchange.

Bayer CropScience Ltd.
CIN: L24210MH1958PLC01117

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- c. The draft Scheme of Amalgamation together with all documents mentioned in para I (A)(2) of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, has been disseminated on the Transferee Company's website as per Website link given hereunder:
<https://www.bayer.in/investors/>
- d. The Transferee Company shall disclose the observation letter of the Stock Exchange on its website within 24 hours of receiving the same.
- e. The Transferee Company shall obtain shareholders' approval by way of special resolution passed through e-voting, after disclosure of all material facts in the explanatory statement to be sent to the shareholders in relation to such resolution. Further, the Transferee Company shall proceed with the draft scheme only if the vote cast by the public shareholders in favour of the proposal are more than the number of votes cast by public shareholders against it.
- f. The documents filed by the Transferee Company with the Stock Exchange are same /similar /identical in all respect, which have been filed by the Applicant Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g. There will be no alteration in the Share Capital of the Transferor Company from the one given in the draft Scheme of Amalgamation.

For Bayer CropScience Limited

Rajiv Wani

Head - Law, Patents & Compliance
& Company Secretary

ACS No. 12157

