



BAYER CROPSCIENCE LIMITED

Registered Office: Olympia, First Floor, Central Avenue, Hiranandani Gardens, Powai, Mumbai - 400 076

Corporate Office: Kolshet Road, Thane - 400 607

Bayer CropScience (Tel: (+91) (022) 25311234, Fax: (+91) (022) 25455063, Email: investor.relations@bayer.com)

POST BUYBACK PUBLIC ANNOUNCEMENT

FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF BAYER CROPSCIENCE LIMITED

This public announcement (the "Post Buyback Public Announcement") is being made in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and subsequent amendments thereof (the "Buyback Regulations"). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated September 18, 2013 (the "Public Announcement"), and the Letter of Offer dated October 23, 2013 (the "Letter of Offer"). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

- 1.1. Bayer CropScience Limited (the "Company") had announced the Buyback of not exceeding 28,79,746 fully paid-up equity shares of face value of ₹ 10 each ("Equity Shares") from all the existing shareholders / beneficial owners of Equity Shares as on the record date (i.e. October 8, 2013), on a proportionate basis, through the "Tender Offer" route at a price of ₹ 1,580 per Equity Share payable in cash for an aggregate amount of ₹ 454,99,98,680 ("Buyback Offer Size"). The Buyback Offer Size is 23.6% of the fully paid-up Equity Share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2013.
- 1.2. The Buyback Offer opened on Wednesday, November 6, 2013 and closed on Wednesday, November 20, 2013.

2. DETAILS OF BUYBACK

- 2.1. The total number of Equity Shares bought back under the Buyback Offer is 28,79,746 Equity Shares at a price of ₹ 1,580 per Equity Share.
- 2.2. The total amount utilized in the Buyback of Equity Shares is ₹ 454,99,98,680 (Rupees Four Hundred Fifty Four Crores Ninety Nine Lacs Ninety Eight Thousand Six Hundred and Eighty only).
- 2.3. The details of valid applications received in the Buyback Offer are as follows:

Category of Shareholders	No. of Equity Shares reserved in Buyback	No. of Valid Applications	Total Equity Shares tendered	% Response
Reserved category for Small Shareholders	4,31,962	174	8,238	1.91%
General category of other Shareholders	24,47,784	40	2,81,38,514	1149.55%
Total	28,79,746	214	2,81,46,752	977.40%

Note: All Equity Shares validly tendered by Small Shareholders i.e. 8,238 Equity Shares, have been accepted in full. As regards Equity Shares tendered by Shareholders in the General Category, the Additional Equity Shares tendered by them over and above their Buyback Entitlement, have been accepted on a proportionate basis. Accordingly, out of 2,81,38,514 Equity Shares validly tendered by the Shareholders in General Category, 28,71,508 Equity Shares have been accepted for the Buyback Offer.

- 2.4. All valid applications were considered for the purpose of Acceptance in accordance with the Buyback Regulations and Paragraph 19 of the Letter of Offer. The communication of acceptance / rejection has been dispatched by the Registrar to the Buyback Offer by November 28, 2013.
- 2.5. The payment of consideration to all the Shareholders / beneficial owners in respect of 28,79,746 Equity Shares accepted in the Buyback Offer has been effected through Direct Credit / NEFT / RTGS / NACH / NECS / dispatched by way of Demand Drafts, as applicable, by November 28, 2013.
- 2.6. For Equity Shares held in dematerialized form, the instructions to credit back balance Equity Shares, after Acceptance of Equity Shares and Equity Shares tendered with invalid application, to the depository accounts of the respective Shareholders were issued on November 25, 2013. For Equity Shares held in physical form, the share certificates for the balance Equity Shares, after Acceptance of Equity Shares and share certificates tendered with invalid applications, were dispatched by November 28, 2013.
- 2.7. The extinguishment of 28,79,746 Equity Shares accepted pursuant to the Buyback Offer comprising of (a) 28,74,110 Equity Shares in dematerialized form and (b) 5,636 Equity Shares in physical form, has been completed on November 29, 2013.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- 3.1. The capital structure of the Company, pre and post Buyback Offer is as under:

(Face Value of ₹ 10 each)

Particulars	Pre Buyback		Post Buyback	
	No. of Equity Shares	Amount (₹ Lacs)	No. of Equity Shares	Amount (₹ Lacs)
Authorised Equity Capital	4,63,00,000	4,630.00	4,63,00,000	4,630.00
Issued Subscribed and Paid-up Equity Capital	3,94,98,747	3,949.87	3,66,19,001	3,661.90

- 3.2. The details of the Shareholders / beneficial owners from whom Equity Shares exceeding 1% of the total Equity Shares accepted for Buyback Offer are as mentioned below:

Sr. No.	Name of the Shareholder	Number of Equity Shares accepted under the Buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total post Buyback Equity Shares
i.	Bayer SAS	7,99,909	27.78%	2.18%
ii.	Bayer CropScience AG	7,22,263	25.08%	1.97%
iii.	Bayer AG	6,43,402	22.34%	1.76%
iv.	Bayer Vapi Private Limited	6,04,065	20.98%	1.65%
v.	Bayer Material Science Pvt. Limited	66,116	2.30%	0.18%
vi.	Pinebridge Investments Asia Limited A/C Pinebridge Investments GF Mauritius Ltd.	34,682	1.20%	0.09%

- 3.3. The shareholding pattern of the Company pre-Buyback, taken as on October 8, 2013 (the Record Date), as well as the post Buyback shareholding, is as under:

Particulars	Pre Buyback		Post Buyback	
	No. of Equity Shares	% of the existing equity share capital	No. of Equity Shares	% of post buyback equity share capital
Promoter and Promoter Group				
Promoters and persons acting in concert, (collectively "the Promoters")	2,80,86,662	71.11%	2,52,50,907	68.96%
Sub Total (A)	2,80,86,662	71.11%	2,52,50,907	68.96%
Public Shareholding				
Foreign Investors (including Non Resident Indians, FII's and Foreign Mutual Funds)	29,00,097	7.34%	1,13,68,094	31.04%
Financial Institutions / Banks & Mutual Funds promoted by Banks/Institutions & Insurance Cos	43,25,390	10.95%		
Others (Public, Public Bodies Corporate etc.)	41,86,598	10.60%		
Sub Total (B)	1,14,12,085	28.89%	1,13,68,094	31.04%
Total (A + B)	3,94,98,747	100.00%	3,66,19,001	100.00%

4. MANAGER TO THE BUYBACK OFFER



Ambit Corporate Finance Private Limited,
Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013
Contact Person: Praveen Kumar Sangal / Kashyap Choksi
Tel. No.: (+91) 22 3982 1819, Extn.: 911 / 915, Fax No.: (+91) 22 3982 3020,
Email: bayerbuyback@ambitpte.com; Website: www.ambitholdings.com

5. DIRECTORS RESPONSIBILITY

The Board of Directors of the Company accepts full and final responsibility for the information contained in this Post Buyback Public Announcement.

For and on behalf of the Board of Directors of
Bayer CropScience Limited

Sd/-
Stephan Gerlich
Vice Chairman & Managing Director

Sd/-
Dr. Thomas Hoffmann
Wholtime Director

Sd/-
Rajiv Wani
Vice President - Law, Patents & Compliance & Company Secretary

Date : November 30, 2013
Place : Mumbai

PRESSMAN

Size : 12(w) x 39(h)