

Disclosure under Regulation 10(5)
Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Bayer CropScience Limited
2.	Name of the acquirer(s)	Bayer Vapi Private Limited
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes, the acquirer is a promoter of the TC prior to the transaction
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Bayer MaterialScience Private Limited and/or Bayer CropScience AG and/or Bayer SAS
	b. Proposed date of acquisition	28 th April, 2014, or any date not later than 30 th April, 2014
	c. Number of shares to be acquired from each person mentioned in 4(a) above	5,88,734 shares from Bayer MaterialScience Private Limited and/or Up to 15,00,000 shares from Bayer CropScience AG and/or Up to 5,00,000 shares from Bayer SAS
	d. Total shares to be acquired as % of share capital of TC	Up to 7.07% of share capital of TC



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Company Secretary

	<p>e. Price at which shares are proposed to be acquired</p>	<p>At a price that would not be higher by more than 25% of the price mentioned at point no. 6 of this form.</p>
	<p>f. Rationale, if any, for the proposed transfer</p>	<p>Inter se transfer among qualifying promoters in the promoter group of the TC.</p>
<p>5.</p>	<p>Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer</p>	<p>Sub clause (iii) - a company, its subsidiaries, its holding company, other subsidiaries of such holding company, persons holding not less than fifty per cent of the equity shares of such company, other companies in which such persons hold not less than fifty per cent of the equity shares, and their subsidiaries subject to control over such qualifying persons being exclusively held by the same persons.</p>
<p>6.</p>	<p>If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.</p>	<p>INR 1511.05</p>



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7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable, as the stock is frequently traded.
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Yes, the acquisition price would not be higher by more than 25% of the price computed in point no. 6.
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	Yes, the transferors and transferee have complied with the applicable disclosure requirements.
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	Yes, the acquirer has complied with all the applicable conditions under regulation 10(1)(a) with respect to exemptions.

11. Shareholding details		Before the proposed transaction		After the proposed transaction	
		No. of shares / voting rights	% w.r.t total share capital of TC	No. of shares / voting rights	% w.r.t total share capital of TC
a.	Acquirer(s) and PACs (other than sellers)(*)				
	Bayer Vapi Private [#] Limited	72,63,046	19.84	98,51,780	26.90
	<u>PAC</u> Bayer AG	38,44,995	10.50	38,44,995	10.50

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	b. Seller (s)					
	Bayer Crop Science AG	64,31,375	17.56	49,31,375	13.47	
	Bayer Material Science Private Limited	5,88,734	1.61	NIL	NIL	
	Bayer SAS	71,22,757	19.45	66,22,757	18.09	
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	Promoter Group	252,50,907	68.96	252,50,907	68.96	

Note:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

for Bayer Vapi Private Limited



K. R. Sekhar

P. G. Gujarathi

Authorised Signatories

Name(s): K. R. Sekhar and P. G. Gujarathi

Designation: Directors

Date: 17th April, 2014

Place: Vapi, Gujarat

Bayer Vapi P. Ltd. (the acquirer) acquired 18,84,163 Equity shares from Bayer AG on April 17, 2014 under promoter inter-se transfer of shares under Regulation 10(1)(a)(iii) of Securities and Exchange - (4) Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 on the floor of the Stock Exchange.