



BAYER CROPSCIENCE LIMITED

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Hiranandani Estate, Thane - 400 607, Maharashtra

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Bayer CropScience

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 July 22, 2015 (the "Public Announcement"), and the Letter of Offer dated September 14, 2015 (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 12,65,000 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. August 4, 2015), on a proportionate basis, through the "Tender Offer" route at a price of ₹ 4,000 per equity share payable in cash, for an aggregate amount of ₹ 506,00,00,000 ("Buyback Offer Size"). The Buyback Offer Size is 24.9% 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, 2015. The number of Equity Shares bought back constitutes 3.58% of the post Buyback, equity share capital of the Company.
- 1.2. The Company adopted Tender Offer route for the purpose of Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015.
- 1.3. The Buyback Offer opened on Tuesday, September 29, 2015 and closed on Tuesday, October 13, 2015.

2. DETAILS OF BUYBACK

- 2.1. 12,65,000 (Twelve Lakhs Sixty Five Thousand) Equity Shares were bought back under the Buyback, at a price of ₹ 4,000 per Equity Share.
- 2.2. The total amount utilized in the Buyback is ₹ 506,00,00,000 (Rupees Five Hundred and Six Crores only).
- 2.3. There were 1,500 valid bids for 2,19,05,030 valid Equity Shares in response to the Buyback Offer, which is approximately 17.32 times the maximum number of shares proposed to be bought back. The details of valid bids received in the Buyback Offer are as follows:

Category of Shareholders	No. of Equity Shares reserved in Buyback	No. of Valid bids	Total Valid Equity Shares tendered	% Response
Reserved category for Small Shareholders	189,750	1,076	29,754	15.68%
General category of other Shareholders	10,75,250	424	2,18,75,276	2034.44%
Total	12,65,000	1,500	2,19,05,030	1731.62%

Note: All equity shares validly tendered by Small Shareholders i.e. 29,754 Equity Shares, have been accepted in full. Unsubscribed portion of 1,59,996 Equity Shares in Reserved category for Small Shareholders was added to the Equity Shares available for the General category of other Shareholders. In view of the excess response in the General category of other Shareholders, the additional Equity Shares (i.e. Equity Shares tendered over and above the Buyback Entitlement), have been accepted on a proportionate basis. Accordingly, out of 2,18,75,276 Equity Shares validly tendered by the Shareholders in this category, 12,35,246 Equity Shares (i.e. 10,75,250 + 1,59,996) have been accepted under the Buyback.

- 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 to respective Shareholders, on October 20, 2015.
- 2.5. The settlement of all valid bids was completed by the Clearing Corporations of BSE Limited on October 20, 2015. The funds in respect of accepted Equity Shares were paid out to the respective Seller Members / custodians.
- 2.6. Demat Equity Shares accepted under the Buyback Offer were transferred to the Company's demat escrow account on October 20, 2015. The unaccepted demat Equity Shares were returned to respective Seller Members / custodians by the Clearing Corporations of BSE Limited on October 20, 2015. For Equity Shares tendered in physical form, the share certificates in respect of unaccepted equity shares (if any), have been dispatched by registered post to the respective Shareholders, on October 20, 2015.
- 2.7. The extinguishment of 12,65,000 Equity Shares accepted under the Buyback, comprising of (a) 12,64,605 Equity Shares in dematerialized form and (b) 395 Equity Shares in physical form, is currently under process and shall be completed on or before October 27, 2015.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

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

(Equity Shares have a 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	3,66,19,001	3,661.90	3,53,54,001	3,535.40

- 3.2. Details of the Shareholders / beneficial owners from whom Equity Shares exceeding 1% (of the total equity shares bought back) have been accepted under the Buyback 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	3,12,358	24.69%	0.88%
ii.	Bayer CropScience AG	2,66,832	21.09%	0.75%
iii.	Bayer Vapi Private Ltd.	2,58,418	20.43%	0.73%
iv.	Bayer AG	1,68,615	13.33%	0.48%
v.	Pinebridge Investments GF Mauritius Ltd.	28,553	2.26%	0.08%
vi.	HDFC Trustee Company Ltd. - A/C HDFC Mid - Cap Opportunities Fund	23,387	1.85%	0.07%
vii.	Bajaj Allianz Life Insurance Company Ltd.	15,638	1.24%	0.04%
viii.	Birla Sun Life Trustee Company Private Limited A/C - Birla Sun Life MNC Fund	15,003	1.19%	0.04%
ix.	Indian Syntans Investments (P) Ltd.	14,885	1.18%	0.04%
x.	GKFF Ventures	12,750	1.01%	0.04%

- 3.3. The shareholding pattern of the Company pre-Buyback (as on August 4, 2015, the Record Date) and post Buyback, 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")	2,52,50,907	68.96%	2,42,44,684	68.58%
Sub Total (A)	2,52,50,907	68.96%	2,42,44,684	68.58%
Public Shareholding				
Foreign Investors (including Non Resident Indians, FIIs and Foreign Mutual Funds)	34,67,236	9.47%	1,11,09,317	31.42%
Financial Institutions / Banks & Mutual Funds promoted by Banks / Institutions & Insurance Cos	40,27,938	11.00%		
Others (Public, Public Bodies Corporate etc.)	38,72,920	10.57%		
Sub Total (B)	1,13,68,094	31.04%	1,11,09,317	31.42%
Total (A + B)	3,66,19,001	100.00%	3,53,54,001	100.00%

Subject to extinguishment of 12,65,000 Equity Shares.

4. MANAGER TO THE BUYBACK OFFER

AMBIT CORPORATE FINANCE PRIVATE LIMITED

Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013

Contact Person: Mr. Praveen Kumar Sangal

Tel. No.: (+91) 22 3982 1819, Fax No.: (+91) 22 3982 3020

Email: bayerbuyback@ambitpte.com

Website: www.ambit.co



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Acumen at work

5. DIRECTORS RESPONSIBILITY

As per Regulation 19(1)(a) of the Buyback Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buyback Public Announcement or any other information advertisement, circular, brochure, publicity material which may be issued and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of

Bayer CropScience Limited

Sd/-

Richard van der Merwe
Vice Chairman &
Managing Director & CEO

Sd/-

Dr. Thomas Hoffmann
Executive Director & CFO

Sd/-

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

Date : October 21, 2015

Place : Thane

PRESSMAN

Size: 12(w) x 45(h)