

**CLAUSE 35 OF EQUITY LISTING AGREEMENT**

(I) (a) Statement showing Shareholding Pattern

Name of the Company:

**BAYER CROPSOURCE LIMITED**

As on :

**30th September, 2015**

Partly paid-up shares:-	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
Held by Promoter / Promoters Group			
Held by public			
<b>Total</b>			
Outstanding convertible securities:-	No. of outstanding securities	As a % of total No. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
Held by Promoter / Promoters Group			
Held by public			
<b>Total</b>			
Warrants:-	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of warrants
Held by Promoter / Promoters Group			
Held by public			
<b>Total</b>			
<b>Total paid-up capital of the company assuming full</b>			

Category code	Category of Shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialised form	Total Shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a percentage (IX)= (VIII)/(IV)*10
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(A)	<b>Promoter and Promoter Group</b>							
(1)	<b>Indian</b>							
(a)	Individuals / Hindu Undivided Family	0	0	0	0.00	0.00	0	0.00
(b)	Central Government / State Governments(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	1	8198564	8198564	22.39	22.39	0	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
	<b>Sub-Total (A) (1)</b>	<b>1</b>	<b>8198564</b>	<b>8198564</b>	<b>22.39</b>	<b>22.39</b>	<b>0</b>	<b>0.00</b>
(2)	<b>Foreign</b>							
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
(b)	Bodies Corporate	3	17052343	17052343	46.57	46.57	0	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(e)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
	<b>Sub-Total (A) (2)</b>	<b>3</b>	<b>17052343</b>	<b>17052343</b>	<b>46.57</b>	<b>46.57</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	<b>4</b>	<b>25250907</b>	<b>25250907</b>	<b>68.96</b>	<b>68.96</b>	<b>0</b>	<b>0.00</b>
(B)	<b>Public Shareholding</b>							
(1)	<b>Institutions</b>							
(a)	Mutual Funds / UTI	56	3261210	3260920	8.91	8.91	NA	NA
(b)	Financial Institutions / Banks	20	12405	8907	0.03	0.03		
(c)	Central Government / State Governments(s)	0	0	0	0.00	0.00		
(d)	Venture Capital Funds	0	0	0	0.00	0.00		
(e)	Insurance Companies	9	724510	724160	1.98	1.98		
(f)	Foreign Institutional Investors	69	1753947	1753031	4.79	4.79		
(g)	FPI's- Corp	31	1403505	1403505	3.83	3.83		
(h)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(i)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(j)	Any Other (specify)	0	0	0	0.00	0.00		
	<b>Sub-Total (B) (1)</b>	<b>185</b>	<b>7155577</b>	<b>7150523</b>	<b>19.54</b>	<b>19.54</b>		
(2)	<b>Non-Institutions</b>							
(a)	Bodies Corporate	593	1308583	1304455	3.57	3.57	NA	NA
(b)	Individuals -							
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh	20,148	2457159	2031687	6.71	6.71		
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	6	444806	417646	1.21	1.21		
(c)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(d)	Any Other							
i	Director	1	53	0	0.00	0.00		
ii	Foreign Company	0	0	0	0.00	0.00		
iii	Trusts	3	1916	1850	0.01	0.01		
	<b>Sub-total (B) (2)</b>	<b>20751</b>	<b>4212517</b>	<b>3755638</b>	<b>11.50</b>	<b>11.50</b>		
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>20936</b>	<b>11368094</b>	<b>10906161</b>	<b>31.04</b>	<b>31.04</b>		
	<b>TOTAL (A)+(B)</b>	<b>20940</b>	<b>36619001</b>	<b>36157068</b>	<b>100.00</b>	<b>100.00</b>		
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0.00	0.00	NA	NA
(1)	<b>Promoter and Promoter Group</b>							
(2)	<b>Public</b>							
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>20940</b>	<b>36619001</b>	<b>36157068</b>	<b>100.00</b>	<b>100.00</b>		



**(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"**

Name of the Company : Bayer CropScience Limited  
Scrip Code : 506285  
As on : 30th September, 2015

Sr. No.	Name of the shareholder	Details of Shares held		Encumbered shares (*)			Details of Shares held		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number	As a % of grand total (A)+(B)+(C)	No.	As a percentage	As a % of grand total (A) + (B) + (C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	(XII)
(I)	(II)	(III)	(IV)	(V)	(VI) = (V) / (III)* 100	(VII)	(VIII)	(IX)	(X)	(XI)	
1	Bayer CropScience AG	6,084,591	16.62		NIL		-	-	-	-	16.62
2	Bayer AG	3,844,995	10.50		NIL		-	-	-	-	10.50
3	Bayer SAS	7,122,757	19.45		NIL		-	-	-	-	19.45
4	Bayer Vapi Private Limited	8,198,564	22.39		NIL		-	-	-	-	22.39
	<b>TOTAL</b>	<b>25,250,907</b>	<b>68.96</b>		<b>NIL</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>68.96</b>

(\*) The term "encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011

**(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares**

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MNC FUND	507,780	1.39	-	-	-	-	1.39
2	HDFC TRUSTEE COMPANY LTD - A/C HDFC MID - CAPOPORTUNITIES FUND	557,000	1.52	-	-	-	-	1.52
3	Indian Syntans Investments (P) Ltd	471,123	1.29	-	-	-	-	1.29
4	Meenakshi Narayanan Investments (P) Ltd	401,539	1.10	-	-	-	-	1.10
5	OPPENHEIMER INTERNATIONAL SMALL COMPANY FUND	410,143	1.12	-	-	-	-	1.12
	<b>TOTAL</b>	<b>2,347,585</b>	<b>6.42</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6.42</b>

**(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company**

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share
				Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	N.A.			-	-	-	-	
	<b>TOTAL</b>			<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	



**(I) (d) Statement showing details of locked-in-shares**

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I)(a) above}	Promoter / Promoter Group / Public
	N.A.			
	TOTAL			

**(II) (a) Statement showing details of Depository Receipts (DRs)**

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) Indicated in statement at para (I)(a) above}
1	N.A.			
2				
	TOTAL			

**(II) (b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by 'Promoter / Promoter Group' are in excess of 1% of the total**

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) Indicated in statement at para (I)(a) above}
1	N.A.			
2				
	TOTAL			



**(III) (a) Statement showing the voting pattern of shareholders, if more than one class of shares / securities is issued by the issuer.**

Category y code	Category of Shareholder	Number of Voting Rights held in each class of securities			Total Voting Rights	Total Voting Rights i.e. (VI)	
		Class X	Class Y	Class Z		As a percentag e of (A+B)	As a percentage of (A+B+C)
(I)	(II)	(III)	(IV)	(V)	(III+IV+V)	(VI)	(VII)
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>						
<b>(1)</b>	<b>Indian</b>						
(a)	Individuals / Hindu Undivided Family	0			0	0.00	0.00
(b)	Bodies Corporate	0			0	0.00	0.00
(c)	Financial Institutions / Banks	8198564			8198564	22.39	22.39
(d)	Any Other (Trust)	0			0	0.00	0.00
	<b>Sub-Total (A) (1)</b>	<b>8198564</b>	<b>0</b>	<b>0</b>	<b>8198564</b>	<b>22.39</b>	<b>22.39</b>
<b>(2)</b>	<b>Foreign</b>						
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0			0	0.00	0.00
(b)	Bodies Corporate	17052343			17052343	46.57	46.57
(c)	Institutions	0			0	0.00	0.00
(d)	Qualified Foreign Investor	0			0	0.00	0.00
(e)	Any Other (specify)	0			0	0.00	0.00
	<b>Sub-Total (A) (2)</b>	<b>17052343</b>	<b>0</b>	<b>0</b>	<b>17052343</b>	<b>46.57</b>	<b>46.57</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	<b>25250907</b>	<b>0</b>	<b>0</b>	<b>25250907</b>	<b>68.96</b>	<b>68.96</b>
<b>(B)</b>	<b>Public Shareholding</b>						
<b>(1)</b>	<b>Institutions</b>						
(a)	Mutual Funds / UTI	3261210			3261210	8.91	8.91
(b)	Financial Institutions / Banks	12405			12405	0.03	0.03
(c)	Central Government / State Governments(s)	0			0	0.00	0.00
(d)	Venture Capital Funds	0			0	0.00	0.00
(e)	Insurance Companies	724510			724510	1.98	1.98
(f)	Foreign Institutional Investors	1753947			1753947	4.79	5.12
(g)	FPI's - Corp	1403505			1403505	3.83	3.25
(h)	Foreign Venture Capital Investors	0			0	0.00	0.00
(i)	Qualified Foreign Investor	0			0	0.00	0.00
(j)	Any Other (specify)	0			0	0.00	0.00
	<b>Sub-Total (B) (1)</b>	<b>7155577</b>	<b>0</b>	<b>0</b>	<b>7155577</b>	<b>19.54</b>	<b>19.54</b>
<b>(2)</b>	<b>Non-Institutions</b>						
(a)	Bodies Corporate	1308583			1308583	3.57	3.57
(b)	Individuals -						
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh	2,457,159			2457159	6.71	6.71
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	444,806			444806	1.21	1.21
(c)	Qualified Foreign Investor	0			0	0.00	0.00
(d)	Any Other (specify)						
i	Director	53			53	0.00	0.00
ii	Foreign Corporate Bodies	0			0	0.00	0.00
iii	Trusts	1916			1916	0.01	0.01
	<b>Sub-total (B) (2)</b>	<b>4212517</b>	<b>0</b>	<b>0</b>	<b>4212517</b>	<b>11.50</b>	<b>11.50</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>11368094</b>	<b>0</b>	<b>0</b>	<b>11368094</b>	<b>31.04</b>	<b>31.04</b>
	<b>TOTAL (A)+(B)</b>	<b>36619001</b>	<b>0</b>	<b>0</b>	<b>36619001</b>	<b>100.00</b>	<b>100.00</b>
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0			0	0.00	0.00
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>36619001</b>	<b>0</b>	<b>0</b>	<b>36619001</b>	<b>100.00</b>	<b>100.00</b>

