

**CLAUSE 35 OF EQUITY LISTING AGREEMENT**

(I) (a) Statement showing Shareholding Pattern

Name of the Company:		BAYER CROPS SCIENCE LIMITED	
As on:		30th September, 2014	
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	58	3463946	3463656	9.46	9.46	NA	NA
(b)	Financial Institutions / Banks	22	16101	11503	0.04	0.04	1468	9.12
(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	823591	823241	2.25	2.25		
(f)	Foreign Institutional Investors	56	2925544	2924628	7.99	7.99		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(i)	Any Other (specify)	0	0	0	0.00	0.00		
	<b>Sub-Total (B) (1)</b>	<b>145</b>	<b>7229182</b>	<b>7223028</b>	<b>19.74</b>	<b>19.74</b>		
(2)	<b>Non-Institutions</b>							
(a)	Bodies Corporate	649	1222326	1218198	3.34	3.34	NA	NA
(b)	Individuals							
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh	18,986	2519387	2073052	6.87	6.87		
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	8	394633	367473	1.08	1.08		
(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	4	2513	2447	0.01	0.01		
	<b>Sub-Total (B) (2)</b>	<b>19648</b>	<b>4138912</b>	<b>3661170</b>	<b>11.30</b>	<b>11.30</b>		
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>19793</b>	<b>11368094</b>	<b>10884198</b>	<b>31.04</b>	<b>31.04</b>	<b>NA</b>	<b>NA</b>
	<b>TOTAL (A)+(B)</b>	<b>19797</b>	<b>36619001</b>	<b>36135105</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>19797</b>	<b>36619001</b>	<b>36135105</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, 2014

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		
		(I)	(II)	(III)	(IV)	(V)	(VI) = (V) / (III)* 100	(VII)	(VIII)	(IX)		(X)	(XI)
1.	Bayer CropScience AG	6084591	16.62										16.62
2.	Bayer AG	3844995	10.50										10.50
3.	Bayer SAS	7122757	19.45										19.45
4.	Bayer Vapri Private Limited	8198564	22.39										22.39
<b>TOTAL</b>		<b>25250907</b>	<b>68.96</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.	BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD.	593,615	1.62	-	-	-	-	1.62
2.	HDFC TRUSTEE COMPANY LTD - A/C HDFC MID - CAPOPORTUNITIES FUND	685,382	1.87	-	-	-	-	1.87
3.	Indian Syntans Investments (P) Ltd	492,848	1.35	-	-	-	-	1.35
4.	Meenakshi Narayanan Investments (P) Ltd	411,539	1.12	-	-	-	-	1.12
5.	OPPENHEIMER INTERNATIONAL SMALL COMPANY FUND	486,158	1.33	-	-	-	-	1.33
6.	PINEBRIDGE INVESTMENTS ASIA LIMITED A/C PINEBRIDGE INVESTMENTS GF MAURITIUS LTD.	484,096	1.32	-	-	-	-	1.32
7.	WASATCH EMERGING MARKETS SMALL CAP FUND	485,071	1.32	-	-	-	-	1.32
<b>TOTAL</b>		<b>3638709</b>	<b>9.94</b>					<b>9.94</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>								



(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
1	N.A.			
2				
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 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 percentage 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)	Central Government / State Governments(s)	0			0	0.00	0.00
(c)	Bodies Corporate	8198564			8198564	22.39	22.39
(d)	Financial Institutions / Banks	0			0	0.00	0.00
(e)	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	3463946			3463946	9.46	9.46
(b)	Financial Institutions / Banks	16101			16101	0.04	0.04
(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	823591			823591	2.25	2.25
(f)	Foreign Institutional Investors	2925544			2925544	7.99	7.99
(g)	Foreign Venture Capital Investors	0			0	0.00	0.00
(h)	Qualified Foreign Investor	0			0	0.00	0.00
(i)	Any Other (specify)	0			0	0.00	0.00
	<b>Sub-Total (B) (1)</b>	<b>7229182</b>	<b>0</b>	<b>0</b>	<b>7229182</b>	<b>19.74</b>	<b>19.74</b>
<b>(2)</b>	<b>Non-Institutions</b>						
(a)	Bodies Corporate	1222326			1222326	3.34	3.34
(b)	Individuals -						
i	Individual shareholders holding nominal share capital upto Rs.-1 lakh	2,519,387			2519387	6.87	6.87
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	394,633			394633	1.08	1.08
(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	2513			2513	0.01	0.01
	<b>Sub-total (B) (2)</b>	<b>4138912</b>	<b>0</b>	<b>0</b>	<b>4138912</b>	<b>11.30</b>	<b>11.30</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>
<b>(C)</b>	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>

