

CLAUSE 35 OF EQUITY LISTING AGREEMENT

(I) (a) Statement showing Shareholding Pattern

Name of the Company:		BAYER CROPSOURCE LIMITED							
As on :		31st December, 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									
Total									
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									
Total									
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									
Total									
Total paid-up capital of the company assuming full									
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) * 100	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	
(A)	Promoter and Promoter Group								
(1)	Indian								
(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	
	Sub-Total (A) (1)	1	8198564	8198564	22.39	22.39	0	0.00	
(2)	Foreign								
(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	
	Sub-Total (A) (2)	3	17052343	17052343	46.57	46.57	0	0.00	
	Total Shareholding of Promoter and Promoter Group (A) = (A) (1) + (A) (2)	4	25250907	25250907	68.96	68.96	0	0.00	
(B)	Public Shareholding								
(1)	Institutions						NA	NA	
(a)	Mutual Funds / UTI	57	3274971	3274681	8.94	8.94	NA	NA	
(b)	Financial Institutions / Banks	21	12656	8258	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	809150	808800	2.21	2.21			
(f)	Foreign Institutional Investors	62	3018741	3017825	8.24	8.24			
(g)	FPI's- Corp	4	6949	6949	0.02	0.02			
(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			
	Sub-Total (B) (1)	153	7122467	7116513	19.44	19.44			
(2)	Non-Institutions						NA	NA	
(a)	Bodies Corporate	617	1272404	1268076	3.47	3.47			
(b)	Individuals -								
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh	19,177	2503596	2063279	6.85	6.85			
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	8	468208	441048	1.28	1.28			
(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	1366	1300	0.00	0.00			
	Sub-total (B) (2)	19806	4245627	3773703	11.60	11.60			
	Total Public Shareholding (B) = (B) (1) + (B) (2)	19959	11368094	10890216	31.04	31.04			
	TOTAL (A) + (B)	19963	36619001	36141123	100.00	100.00			
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0.00	0.00	NA	NA	
(1)	Promoter and Promoter Group								
(2)	Public								
	GRAND TOTAL (A) + (B) + (C)	19963	36619001	36141123	100.00	100.00			

(1)(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 : 31st December, 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)
1	Bayer CropScience AG	6084591	16.62			NIL		-	-	-	-	16.62
2	Bayer AG	3844995	10.50			NIL		-	-	-	-	10.50
3	Bayer SAS	7122757	19.45			NIL		-	-	-	-	19.45
4	Bayer Vapi Private Limited	8198564	22.39			NIL		-	-	-	-	22.39
TOTAL		25250907	68.96			NIL		-	-	-	-	68.96

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

(1)(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 (1) (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.	542,671	1.48	-	-	-	-	1.48
2	HDFC TRUSTEE COMPANY LTD - A/C HDFC MID - CAPOPPORTUNITIES FUND	684,432	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.	512,785	1.40					1.40
7	WASATCH EMERGING MARKETS SMALL CAP FUND	478,296	1.31					1.31
TOTAL		3608729	9.85	-	-	-	-	9.85

(1)(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 (1) (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	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.-----			-	-	-	-	
TOTAL				-	-	-	-	

(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 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)
(A)	Shareholding of Promoter and Promoter Group						
(1)	Indian						
(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
	Sub-Total (A) (1)	8198564	0	0	8198564	22.39	22.39
(2)	Foreign						
(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
	Sub-Total (A) (2)	17052343	0	0	17052343	46.57	46.57
	Total Shareholding of Promoter and Promoter Group (A) = (A) (1) + (A) (2)	25250907	0	0	25250907	68.96	68.96
(B)	Public Shareholding						
(1)	Institutions						
(a)	Mutual Funds / UTI	3274971			3274971	8.94	8.94
(b)	Financial Institutions / Banks	12656			12656	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	809150			809150	2.21	2.21
(f)	Foreign Institutional Investors	3018741			3018741	8.24	8.24
(g)	FPI's - Corp	6949			6949	0.02	0.02
(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
	Sub-Total (B) (1)	7122467	0	0	7122467	19.44	19.44
(2)	Non-Institutions						
(a)	Bodies Corporate	1272404			1272404	3.47	3.47
(b)	Individuals -						
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh	2,503,596			2503596	6.85	6.85
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	468,208			468208	1.28	1.28
(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	1366			1366	0.00	0.00
	Sub-total (B) (2)	4245627	0	0	4245627	11.60	11.60
	Total Public Shareholding (B) = (B) (1) + (B) (2)	11368094	0	0	11368094	31.04	31.04
	TOTAL (A) + (B)	36619001	0	0	36619001	100.00	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0			0	0.00	0.00
	GRAND TOTAL (A) + (B) + (C)	36619001	0	0	36619001	100.00	100.00