

**CLAUSE 35 OF EQUITY LISTING AGREEMENT**

(I) (a) Statement showing Shareholding Pattern

<b>Name of the Company:</b>		<b>BAYER CROPSCIENCE LIMITED</b>	
<b>Scrip Code, Name of the scrip, class of security:</b>			
As on :		<b>31st December, 2013</b>	
<b>Partly paid-up shares:-</b>	<b>No. of partly paid-up shares</b>	<b>As a % of total no. of partly paid-up shares</b>	<b>As a % of total no. of shares of the company</b>
Held by Promoter / Promoters Group			
Held by public			
<b>Total</b>			
<b>Outstanding convertible securities:-</b>	<b>No. of outstanding securities</b>	<b>As a % of total No. of outstanding convertible securities</b>	<b>As a % of total no. of shares of the company, assuming full conversion of the convertible securities</b>
Held by Promoter / Promoters Group			
Held by public			
<b>Total</b>			
<b>Warrants:-</b>	<b>No. of warrants</b>	<b>As a % of total no. of warrants</b>	<b>As a % of total no. of shares of the company, assuming full conversion of warrants</b>
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) * 100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
<b>(A)</b>	<b>Promoter and Promoter Group</b>							
<b>(1)</b>	<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	2	5967617	5967617	16.30	16.30	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>2</b>	<b>5967617</b>	<b>5967617</b>	<b>16.30</b>	<b>16.30</b>	<b>0</b>	<b>0.00</b>
<b>(2)</b>	<b>Foreign</b>							
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
(b)	Bodies Corporate	3	19283290	19283290	52.66	52.66	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>19283290</b>	<b>19283290</b>	<b>52.66</b>	<b>52.66</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A) (1) + (A) (2)</b>	<b>5</b>	<b>25250907</b>	<b>25250907</b>	<b>68.96</b>	<b>68.96</b>	<b>0</b>	<b>0.00</b>
<b>(B)</b>	<b>Public Shareholding</b>							
<b>(1)</b>	<b>Institutions</b>						NA	NA
(a)	Mutual Funds / UTI	64	3064116	3063826	8.37	8.37	NA	NA
(b)	Financial Institutions / Banks	23	14980	10382	0.04	0.04		
(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	8	894630	894280	2.44	2.44		
(f)	Foreign Institutional Investors	52	3117623	3116707	8.51	8.51		
(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>147</b>	<b>7091349</b>	<b>7085195</b>	<b>19.36</b>	<b>19.36</b>	<b>0.00</b>	<b>0.00</b>
<b>(2)</b>	<b>Non-Institutions</b>						NA	NA
(a)	Bodies Corporate	548	1246068	1241874	3.40	3.40		
(b)	Individuals -							
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh	18090	2,623,542	2,158,254	7.17	7.17		
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	8	399,433	372,273	1.09	1.09		
(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	5	7649	7583	0.02	0.02		
	<b>Sub-total (B) (2)</b>	<b>18652</b>	<b>4276745</b>	<b>3779984</b>	<b>11.68</b>	<b>11.68</b>		
	<b>Total Public Shareholding (B) = (B) (1) + (B) (2)</b>	<b>18799</b>	<b>11368094</b>	<b>10865179</b>	<b>31.04</b>	<b>31.04</b>	<b>NA</b>	<b>NA</b>
	<b>TOTAL (A) + (B)</b>	<b>18804</b>	<b>36619001</b>	<b>36116086</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
<b>(1)</b>	<b>Promoter and Promoter Group</b>							
<b>(2)</b>	<b>Public</b>							
	<b>GRAND TOTAL (A) + (B) + (C)</b>	<b>18804</b>	<b>36619001</b>	<b>36116086</b>	<b>100.00</b>	<b>100.00</b>		

**(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, 2013

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	6431375	17.56			NIL		-	-	-	-	17.56
2	Bayer AG	5729158	15.65			NIL		-	-	-	-	15.65
3	Bayer SAS	7122757	19.45			NIL		-	-	-	-	19.45
4	Bayer MaterialScience Pvt. Limited	588734	1.61			NIL		-	-	-	-	1.61
5	Bayer Vapi Private Limited	5378883	14.69			NIL		-	-	-	-	14.69
<b>TOTAL</b>		<b>25250907</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

**(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.	656,453	1.79	-	-	-	-	1.79
2	HDFC TRUSTEE COMPANY LTD - A/C HDFC MID - CAPOPPORTUNITIES FUND	410,000	1.12	-	-	-	-	1.12
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	PINEBRIDGE INVESTMENTS ASIA LIMITED A/C PINEBRIDGE INVESTMENTS GF MAURITIUS LTD.	448,628	1.23	-	-	-	-	1.23
6	WASATCH EMERGING MARKETS SMALL CAP FUND	606,020	1.65	-	-	-	-	1.65
<b>TOTAL</b>		<b>3025488</b>	<b>8.26</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>8.26</b>

**(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.			-	-	-	-	
<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 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	5967617			5967617	16.30	16.30
(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>5967617</b>	<b>0</b>	<b>0</b>	<b>5967617</b>	<b>16.30</b>	<b>16.30</b>
<b>(2)</b>	<b>Foreign</b>						
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0			0	0.00	0.00
(b)	Bodies Corporate	19283290			19283290	52.66	52.66
(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>19283290</b>	<b>0</b>	<b>0</b>	<b>19283290</b>	<b>52.66</b>	<b>52.66</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	3064116			3064116	8.37	8.37
(b)	Financial Institutions / Banks	14980			14980	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	894630			894630	2.44	2.44
(f)	Foreign Institutional Investors	3117623			3117623	8.51	8.51
(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>7091349</b>	<b>0</b>	<b>0</b>	<b>7091349</b>	<b>19.36</b>	<b>19.36</b>
<b>(2)</b>	<b>Non-Institutions</b>						
(a)	Bodies Corporate	1246068			1246068	3.40	3.40
(b)	Individuals -						
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh	2,623,542			2623542	7.17	7.17
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	399,433			399433	1.09	1.09
(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	7649			7649	0.02	0.02
	<b>Sub-total (B) (2)</b>	<b>4276745</b>	<b>0</b>	<b>0</b>	<b>4276745</b>	<b>11.68</b>	<b>11.68</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>