



May 24, 2024

The General Manager,
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

COMPANY CODE : **BAYERCROP**
SCRIP CODE : **506285**

Bayer CropScience Ltd.
CIN: L24210MH1958PLC011173

Dear Sir/Madam,

Subject: Secretarial Compliance Report for the year ended March 31, 2024

Registered and Corporate Office:
Bayer House
Central Avenue
Hiranandani Estate
Thane (West) – 400 607
Maharashtra, India

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, the Secretarial Compliance Report of the Company, issued by M/s. BNP & Associates, Company Secretaries for the year ended March 31, 2024.

Tel : +91 22 2531 1234
Fax : +91 22 2545 5063
www.bayer.in
www.cropscience.bayer.com

This is for your information and records.

Thanking you.

Yours faithfully,

for **Bayer CropScience Limited**

NIKUNJKUMAR
JAYSUKHLAL
SAVALIYA
Digitally signed by
NIKUNJKUMAR JAYSUKHLAL
SAVALIYA
Date: 2024.05.24 17:53:56
+05'30'

Nikunj Kumar Savaliya

Company Secretary & Compliance Officer
(Membership No. FCS 7048)

Encl.: As above

Secretarial Compliance Report of Bayer CropScience Limited
For The Financial Year Ended March 31, 2024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Bayer CropScience Limited**, (hereinafter referred as "the Company" or "the Listed Entity"), having its registered office at Bayer House, Central Avenue, Hiranandani Estate, Thane West - 400607, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the Financial Year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, BNP & Associates, have examined:

- a) all the relevant documents and records made available to us through virtual data room and the explanations provided by the Company for the purposes of our audit.
- b) the filings/ submissions made by the listed entity to the stock exchange(s),
- c) website of the listed entity,
- d) any other documents/ filings, as may be relevant, which have been relied upon to make this Report,

The foregoing information for the Financial Year ended March 31, 2024 ("Review Period") in respect of the compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

and the circulars/ guidelines issued thereunder;



(a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below: -

Sr. No. (a)	Compliance Requirement (Regulations/ circulars/ guidelines/ including specific clause) (b)	Regulation / Circular No. (c)	Deviations (d)	Action Taken by (e)	Type of Action (f)
None					

Details of Violation (g)	Fine Amount (h)	Observations/Remarks of the Practicing Company Secretary (i)	Management response (j)	Remarks (k)
None				

(b) The Listed Entity has taken the following action to comply with the observations made in previous reports:

Sr. No. (a)	Observations/Remarks of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the Secretarial compliance report for the year ended	Compliance Requirements	Details of violation/deviations and actions taken / penalty imposed, if any	Remedial actions if any taken by the Company	Comments of the PCS on the actions taken by the Company
None						

We hereby report that, during the review period the compliance status of the listed entity with the following requirements confirm the following-

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards ("SS") issued by the Institute of Company Secretaries India ("ICSI").</p>	Yes	The Listed Entity has generally complied with the requirements of SS-1 and SS-2 respectively in respect of meetings of the Board and its Committees and General



			meetings of Members as notified by the Central Govt under Section 118 (10) of the Companies Act, 2013.
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the due approval of Board of Directors of the listed entity All the policies are in conformity with SEBI Regulations and has been reviewed and timely updated as per the regulations/circulars/guidelines 	Yes	Complied
3.	<p><u>Maintenance and disclosure on Website:</u></p> <ul style="list-style-type: none"> The Listed Entity is maintaining a functioning website Timely dissemination of the documents/information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	Complied
4.	<p><u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013</p>	Yes	The Listed Entity has provided the required confirmation on the same and reliance has been placed on the same.
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA	The Listed Entity does not have any subsidiary(ies)
6.	<p><u>Preservation of Documents:</u> The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	Complied
7.	<p><u>Performance Evaluation:</u> The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	Complied
8.	<p><u>Related Party Transactions:</u></p>	Yes	Complied



	<p>(a) The Listed Entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>		
9.	<p><u>Disclosure of events or information:</u> The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	<p>Complied</p> <p>Except for one event where Company has received Compounding order from Inspector of Legal Metrology ILM, Washim Division Maharashtra on December 11, 2023 and the same was intimated to Stock Exchange on May 21, 2024.</p>
10.	<p><u>Prohibition of Insider Trading</u> The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	Complied
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the Listed Entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</p> <p>The actions taken against the Listed Entity/ its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	NA	No actions were taken by SEBI or by the Stock Exchanges during the Review Period including under the Standard Operating Procedures issued by SEBI through various circulars.
12.	<p><u>Resignation of Statutory auditors from the Listed Entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the Listed Entity or any of its material subsidiaries during the Financial Year, the Listed</p>	NA	NA



	Entity and / or_its material subsidiaries have complied with paragraph 6.1 and 6.2 of section V – D of chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations by Listed entities.		
13.	<u>Additional non-compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc. except as reported above	NA	No non-compliance has been observed during the Review Period.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Listed Entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Listed Entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the Listed Entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the Listed Entity.

**For BNP & Associates
Company Secretaries**
[Firm Regn. No. P2014MH037400]
[PR No.: - 637/2019]



**Avinash Bagul
Partner**

FCS No.: -F5578

COP No.: - 19862

UDIN: - F005578F000439792

Place: Mumbai

Date: - May 24, 2024