



BAYER CROPSCIENCE LIMITED
POLICY FOR DETERMINATION OF MATERIALITY AND DISCLOSURE OF
MATERIAL EVENTS / INFORMATION

POLICY FOR DETERMINATION OF MATERIALITY AND DISCLOSURE OF MATERIAL EVENTS / INFORMATION

A. OBJECTIVE:

The Policy for determination of materiality and disclosure of material events / information (“the Policy”) is framed in accordance with the requirements of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Bayer CropScience Limited (“the Company”) is ever committed to function keeping in view the best interests of its various stakeholders with due integrity. The objectives of this Policy are as follows:

- i. **Establishing Materiality Criteria:** To determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in a fair and timely manner in pursuance with the SEBI Listing Regulations in accordance with the criteria specified in Regulation 30 of the SEBI Listing Regulations, along with any circulars and guidelines issued by SEBI in this regard.
- ii. **Ensuring Regulatory Compliance:** To ensure the Company adheres to the disclosure obligations mandated by the SEBI Listing Regulations and related SEBI circulars and guidelines.
- iii. **Timely and Transparent Communication:** To guarantee that the information disclosed by the Company is timely, transparent, and equally accessible to all stakeholders, including shareholders.
- iv. **Enhancing Investor Confidence:** To promote trust in the accuracy, quality, and integrity of the information released by the Company to the public.
- v. **Maintaining Consistency and Preventing Selective Disclosures:** To ensure uniformity in the Company's approach to public disclosures, minimize the risk of selective disclosures, and enhance awareness among stakeholders.
- vi. **Facilitating Stakeholder Engagement:** To create an effective communication channel that enables stakeholders to stay informed about the Company's material developments, ensuring alignment with best practices in corporate governance.
- vii. **Adopting Proactive Disclosure Practices:** To encourage the proactive dissemination of material information that may impact stakeholders' decisions, fostering a culture of transparency and accountability.

B. DEFINITION(S):

1. **“Act”** shall mean Companies Act, 2013 including any amendments thereof and Rules framed thereunder including any modification(s), amendment(s), clarification(s), circulars, re-enactments thereof.
2. **“Board” or “Board of Directors”** shall mean the Board of Directors of the Company.
3. **“Company Secretary & Compliance Officer”** shall mean the Company Secretary & Compliance Officer of the Company.

4. **“Chairman”** shall mean the Chairman of the Board of the Company.
5. **“Mainstream Media”** shall have the same meaning/ coverage as specified in Clause (ra) of Regulation 2(1) of SEBI Listing Regulations read with relevant circular(s), guidance(s) issued thereunder (as amended) and shall specifically include foreign jurisdictions, if any, where the Company has material business operations [i.e. any country where the total income (either directly and/ or through subsidiary company) exceeds ten percent of the consolidated turnover of the Company in the immediately preceding financial year].
6. **Material events/information”** shall mean events/information stated as such under Regulation 30 of the SEBI Listing Regulations read with Part A of Schedule III thereto.
7. **“Policy”** shall mean this policy as amended from time to time.
8. **Promoter” and “Promoter Group”** shall have the same meaning as assigned to them respectively in clauses (oo) and (pp) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
9. **“SEBI Listing Regulations”** means the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.
10. **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.
11. **“Stock Exchanges”** means BSE Limited, where the equity shares of the Company are listed.
12. **“Subsidiary”** means a subsidiary as defined under sub-section (87) of section 2 of the Companies Act, 2013;
13. **“Unpublished Price Sensitive Information” or “UPSI”** has the meaning as referred to in the Company’s Code of Conduct for Prohibition of Insider Trading read with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

Any other term(s) not defined herein shall have the same meaning as defined in the SEBI Act, 1992, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, as amended, and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

C. DISCLOSURE OF EVENTS OR INFORMATION:

1. Events specified in Para A of Part A of Schedule III of the SEBI Listing Regulations are deemed to be material events and the Company shall make disclosure of such events or information as per the timelines mentioned in Clause 3.
2. The Company shall consider an event/ information as material if it meets any of the following criteria and disclose all such events or information pertaining to itself and/or its material subsidiary(ies), which are specified in Para B of Part A of Schedule III of the SEBI Listing Regulations pursuant to this Policy based on application of criteria for materiality:

Criteria for determining materiality of certain events/information:

As per the requirement under the SEBI Listing Regulations, the Board of Directors of the Company, has laid down the following criteria for determination of materiality of an event or information for disclosure to the Stock Exchange(s) where the shares of the Company are listed:

- a. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
 - b. the omission of an event or information, which is likely to result in significant market reaction if the said omission came to light at a later date; or
 - c. the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - i. two percent of turnover, as per the last audited consolidated financial statements of the Company;
 - ii. two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
 - iii. five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company;
 - d. In case where the criteria specified in (a), (b) and c) are not applicable, an event or information may be treated as being material if in the opinion of the Board of Directors, the event or information is considered material.
3. The Company shall make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

D. TIMELINES FOR DISCLOSURE:

The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation as soon as reasonably possible and in any case not later than the following:

- i. thirty minutes (30 mins) from the closure of the meeting of the Board of Directors in which the decision pertaining to the event or information has been taken;
- ii. twelve hours (12 hrs) from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- iii. twenty-four hours (24 hrs) from the occurrence of the event or information, in case the event or information is not emanating from within the Company;
- iv. or such other timelines for specific events as mandated by SEBI from time to time.

Provided that disclosure with respect to events or information for which timelines have been specified in Part A of Schedule III shall be made within such timelines.

All the above disclosures would be hosted on the website of the Company for a minimum period of five years. Annexure A & Annexure B will be read in conjunction with the SEBI Listing Regulations and any proposed changes in the SEBI Listing Regulations in the said regard shall apply mutatis mutandis to the Annexures forming part of this Policy.

E. AUTHORIZATIONS:

As per the SEBI Listing Regulations, the Board of Directors of the Company has authorized the Managing Director & CEO, Chief Financial Officer and the Company Secretary & Compliance Officer to jointly determine the materiality of any event or information and make necessary disclosures to the stock exchange(s).

The abovementioned designations are authorized to take necessary actions in respect of disclosure of events/ information, updating the same on the website of the Company, etc. irrespective of any change in the person holding the position.

This Policy shall assist the employees of the Company in identifying any potential material event or information and report the same to the authorized Key Managerial Personnel for making the necessary disclosures to the stock exchange(s).

F. GUIDANCE ON VERIFICATION OF MARKET RUMORS SUBJECT TO MATERIAL PRICE MOVEMENT

As per Regulation 30(11) of the SEBI Listing Regulations, the Company shall, as may be applicable, upon a material price movement (as defined by the framework issued by stock exchanges, subject to amendments), confirm, deny, or clarify any reported event or information in mainstream media. Such media coverage should not be vague or general but should indicate that rumors of a specific impending event or information are circulating among investors. This response must be provided as soon as reasonably possible and, in any case, within 24 hours of the material price movement trigger. If the Company confirms the event or information, it must also disclose its current status.

The Company's Promoters, Directors, Key Managerial Personnel, or Senior Management Personnel must promptly provide accurate and sufficient responses to queries or clarifications sought by the Company to ensure compliance with Regulation 30(11). The Company will promptly disseminate these responses to the stock exchanges.

G. REVIEW OF POLICY:

This Policy shall be subject to review, if necessary. Any change/amendments in applicable statutes with regard to maintenance and preservation of documents and records shall be deemed to be covered in this Policy without any review. Any change/amendments to this Policy shall be approved by the Managing Director and the Company Secretary & Compliance Officer.

H. DISSEMINATION OF POLICY:

The approved Policy shall be uploaded on the Company's website.

I. PERSONS RESPONSIBLE FOR DETERMINING THE MATERIALITY OF EVENTS/ INFORMATION AND DISCLOSURE THEREOF

Managing Director & CEO, Chief Financial Officer and the Company Secretary are severally authorized by the Board of Directors to:

- i. determine the materiality of an event/ information and disclose any event/ information whether material or otherwise, to the Stock Exchanges at an appropriate time;
- ii. ensure overall compliance of this Policy.

J. CONTACT DETAILS:

Any questions or clarifications about the Policy or disclosures made by the Company should be referred to the Company Secretary & Compliance Officer of the Company at the below mentioned address:

Bayer CropScience Limited
Bayer House, Hiranandani Estate, Thane West – 400 607
Tel No: 2531 1234
Email ID: ir_bcsl@bayer.com

K. AMENDMENT TO LAW

Any subsequent amendment / modification in the SEBI Listing Regulations, Act and all other applicable laws in this regard shall automatically apply to this Policy and be binding on the Company and shall prevail over this Policy, even if not incorporated in the Policy. In any circumstance where the terms of the Policy differ from any applicable law for the time being in force, the provisions of such applicable law shall take precedence over the Policy.

L. DATE OF APPROVAL & AMENDMENT, IF ANY:

The Board of Directors of the Company has adopted the Policy on February 02, 2016. The Policy was reviewed & amended by the Board of Directors of the Company on August 06, 2020, August 07, 2023, and February 11, 2025.