



BAYER CROPSCIENCE LIMITED

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

1. 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 objective of this Policy is 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 and to provide an overall governance framework for such determination of materiality.

2. DISCLOSURE OF EVENTS OR INFORMATION:

- A. 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.
- B. The Company shall consider an event/ information as material if it meets any of the following criteria specified in Regulation 30 (4) (i) and shall make disclosure of the events and/or information as specified in Para B of Part A of Schedule III to the Listing Regulations:
- 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 is likely to result in significant stock 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:
 1. two percent (2%) of turnover, as per the last audited consolidated financial statements of the Company;
 2. two percent (2%) 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;
 3. five percent (5%) 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 sub-sections (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the company, the event or information is considered material.



C. The Company shall make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations

3. 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:

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.

4. 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).

5. 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.

6. DISSEMINATION OF POLICY:

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

7. 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_bcs1@bayer.com

8. DATE OF APPROVAL & AMENDMENT, IF ANY:

The Board of Directors of the Company has adopted the Policy on February 02, 2016. The Policy was amended by the Board of Directors of the Company on August 06, 2020 and subsequently on August 7, 2023.