



BAYER CROPSCIENCE LIMITED

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

RESTRICTED

Familiarisation Programme for Independent Directors

1. Preamble, Purpose and Objective of the Programme:

In accordance with the requirements of Regulation 25(7) of the SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015 and Schedule IV of the Companies Act, 2013:

- a) The Company shall familiarise the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company through various programmes.
- b) The details of such familiarisation programmes shall be disclosed on the Company's website and a weblink shall be given in the Annual Report.

This programme aims to provide insights into the Company to enable the Independent Directors to understand the Company's business in detail that would facilitate their active participation in the Board matters and in managing the Company.

2. Familiarisation Framework for Independent Directors:

➤ Ongoing Process:

The Company has over the years, been familiarizing the Independent Directors on its Board, on a quarterly basis, with detailed presentation on the Company and its operations and business plans, the nature of its industry in which the Company operates.

Such programmes and presentation provide an opportunity to the Independent Directors to interact with the Senior Management and Executive Directors of the Company and also helps them to understand the strategy, business model, finance, risk management, internal controls in a better manner

➤ Visits to Key Locations:

The Management regularly organizes visit to key locations of the Company including field locations & dealerships sites, Research & Development operations, plant visits which helps the Independent Directors as well as the Board to have an opportunity to interact with the farmers, customers, dealers and employees at the said locations and to understand in detail about the key operations of the Company.

➤ Regulatory Updates:

The Independent Directors and the Board members are regularly updated about the important regulatory changes along with its impact on the Company and its operations along with the changes in the internal processes of the Company with respect to Internal Control, Risk Management, Accounting policies, Global policy updates etc.

➤ **Induction of Independent Directors:**

Each Independent Director is also by way of an appointment letter is explained about his roles, duties and responsibilities towards the Company and also the Code of Conduct is shared with the Independent Directors that imposes certain obligations on them to abide by the said Code of Conduct.

Newly appointed Independent Directors are also familiarized with the different functions of the Company and meeting is set-up with the department heads who take them through the key processes of the Company including the HR practices, Business models, Risk Management, Accounting processes etc.

At each Board meeting, presentations are made by the Functional and Business heads which gives insight on the factors affecting the business, competitive landscape, current and prospective business scenarios vis-à-vis operations of the Company. This also includes presentation on business performance, market share, financial parameters, working capital management, major litigation, compliances, regulatory scenario, investments held by the Company.

3. Disclosure policy:

This Policy on familiarization programme shall be reviewed periodically by the Board of the Company and uploaded on the Company's website for public information.

The Policy was reviewed by the Board on February 11, 2021.
