



BAYER CROPSCIENCE LIMITED

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

1. OBJECTIVE:

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.

The Board of Directors of the Company has adopted the Policy for determination of materiality and disclosure of material events/ information ("the Policy") on February 02, 2016 and was further amended by the Board of Directors of the Company on August 06, 2020.

2. DISCLOSURE OF EVENTS OR INFORMATION:

- (a) Events specified in **Annexure A** forming part of this Policy are deemed to be material events and the Company shall make disclosure of such events or information as soon as reasonably possible and not later than twenty-four (24) hours from the occurrence of such event or information

Provided that in case the disclosure is made after twenty-four (24) hours of such occurrence of such event or information, the Company shall, along with such disclosure(s) provide an explanation for the delay.

- (b) The Company shall make disclosure of events as specified in **Annexure B** forming part of this Policy based on application of guidelines for determining Materiality as per clause 3 of the Policy
- (c) The Company shall make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations
- (d) In case where an event occurs or information is available with the Company which has not been indicated in Annexure A or Annexure B, but which may have material effect on it, the Company will make adequate disclosures in regard thereof
- (e) Any other event or information which is considered as being material in the opinion of the Board of Directors of the Company



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.

3. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION:

Events/information shall be considered as material in nature as per Regulation 30(4) of the SEBI Listing Regulations if it meets the following qualitative and quantitative criteria:

➤ Qualitative Criteria:

- (a) 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
- (b) The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly

The qualitative criteria test may always be applied to determine the materiality, even in circumstances where the thresholds as per the quantitative criteria(s) are not met or the quantitative criteria(s) is not applicable.

➤ Quantitative Criteria:

- (a) Where the value involved or the impact of the event exceeds 10 % of the gross turnover or revenue or total income of the Company or
- (b) Where the value involved or the impact of the event exceeds 20% of the net worth of the Company.

The lower of the two thresholds as mentioned above shall be considered as a trigger.

The above thresholds shall be determined on the basis of audited financial statements of the Company's last audited financial year.

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.

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



ANNEXURE A

As prescribed under Para-A of Part A of Schedule III of the SEBI Listing Regulations

Events which shall be disclosed without any application of guidelines for materiality as specified in Regulation 30

- 1) Acquisition(s) (including agreement to acquire), Scheme of Agreement (amalgamation/ merger/ demerger/ restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or nay other restructuring.

Explanation: The word 'acquisition' here means -

- (i) Acquiring control, whether directly or indirectly; or,
 - (ii) Acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that :-
 - (a) the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - (b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.
- 2) Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
 - 3) Revision in Rating(s).
 - 4) Outcome of Meetings of the board of directors:
 - (i) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/ dispatched;
 - (ii) any cancellation of dividend with reasons thereof;
 - (iii) the decision on buyback of securities;
 - (iv) the decision with respect to fund raising proposed to be undertaken
 - (v) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/ dispatched;
 - (vi) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
 - (vii) short particulars of any other alterations of capital, including calls
 - (viii) financial results;
 - (ix) decision on voluntary delisting by the listed entity from stock exchange(s).



- 5) Agreements (viz shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/ treaty(ies)/ contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
- 6) Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
- 7) Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
- 8) In case of resignation of the auditor, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the Company to the stock exchange(s) as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.
- 9) In case of resignation of an independent director of the Company, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the Company:
 - (i) Detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the Company to the stock exchange(s)
 - (ii) The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided
 - (iii) The confirmation as provided by the independent director above shall also be disclosed by the Company to the stock exchanges alongwith the detailed reasons as specified in sub-clause (i) above.
- 10) Appointment or discontinuation of share transfer agent.
- 11) Corporate debt restructuring.
- 12) One time settlement with a bank.
- 13) Reference to BIFR and winding-up petition filed by any party / creditors.
- 14) Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
- 15) Proceedings of Annual and extraordinary general meetings of the listed entity.
- 16) Amendments to memorandum and articles of association of listed entity, in brief.



- 17) Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.
- 18) The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:
- a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
 - b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
 - c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable ;
 - d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
 - e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
 - f) Appointment/ Replacement of the Resolution Professional;
 - g) Prior or post-facto intimation of the meetings of Committee of Creditors;
 - h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
 - i) Number of resolution plans received by Resolution Professional
 - j) Filing of resolution plan with the Tribunal;
 - k) Approval of resolution plan by the Tribunal or rejection, if applicable;
 - l) Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified;
 - m) Any other material information not involving commercial secrets

In case of matters which are an outcome of the meeting of the Board of Directors as mentioned in point 4 of Annexure A events, disclosure to the Stock Exchange(s) has to be made within thirty minutes of the conclusion of the meeting and not later. The relaxation of providing an explanation while making the disclosure after the stipulated time is not available for such events/ information; therefore making it necessary to abide by the time period.



Annexure B

As prescribed under Para -B of Part A of Schedule III of the SEBI Listing Regulations

Events which shall be disclosed after application of guidelines for materiality as specified in Regulation 30

- 1) Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/ division.
- 2) Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/ division (entirety or piecemeal).
- 3) Capacity addition or product launch.
- 4) Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
- 5) Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
- 6) Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
- 7) Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
- 8) Litigation(s) / dispute(s) / regulatory action(s) with impact.
- 9) Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
- 10) Options to purchase securities including any ESOP/ESPS Scheme.
- 11) Giving of guarantees or indemnity or becoming a surety for any third party.
- 12) Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
- 13) Any other information/event viz. major development that is likely to affect business or bring any change of accounting policy that may have a significant impact on the accounts, etc. of the Company and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the



holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities
