

BAYER CROPSCIENCE LIMITED
RELATED PARTY TRANSACTION POLICY

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1 Introduction:

Bayer CropScience Limited (“BCSL” / “the Company”) has always been committed to good Corporate Governance practice as well as highest ethical & legal conduct in fulfilling its responsibilities.

Considering the requirements for approval of the related party transactions as prescribed under the Companies Act, 2013 as amended from time to time read with the Rules made thereunder (the Act) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 (SEBI Listing Regulations), the Company has formulated the guidelines for identification of the Related Parties as well as transactions with such Related Parties. .

Also, Regulation 23(1) of the SEBI Listing Regulations requires the Company to formulate a policy on materiality of related party transactions and dealing with related party transactions. In view of the above, the Company has framed this Policy on Related Party Transactions (“RPT Policy”).

This RPT policy has been adopted by the Board of Directors of the Company based on the recommendation of the Audit Committee. Amendment to the Policy from time to time shall be considered by the Board of Directors on the recommendation of the Audit Committee.

2 Objectives:

The Board of Directors (the “Board”) of BCSL recognizes that Related Party Transactions (as defined below) can present potential or actual conflicts of interest or the perception thereof. Therefore, the Board has adopted this RPT Policy to set forth the following objectives:

- Manner of dealing with Related Party Transactions as per the provisions of the Act and SEBI Regulations.
- Materiality thresholds for Related Party Transactions
- Related Party Transactions are carried out in the ordinary course of business and are at arm’s length.
- No RPT’s may be entered into by the Company, except in accordance with the provisions of this RPT Policy.

3 Definition:

- a) **“Act”** means Companies Act, 2013 including any amendements thereof and Rules framed thereunder including any modification(s), amendment(s), clarification(s), circulars, re-enactments thereof.
- b) **“Arm’s Length Transactions”** means a transaction between two Related Parties that is conducted as if they were unrelated so that there is no conflict of interest.
- c) **“Audit Committee”** means a duly constituted committee of Board of Directors of the Company.
- d) **“Board of Directors” or “Board”** means Board of Directors of the Company.
- e) **“Key Managerial Personnel (KMP)”** in relation to a company, means –
(1) the Chief Executive Officer or the managing director or the manager;
(2) the Company Secretary;
(3) the Whole-time Director;
(4) the Chief Financial Officer; and
(5) such other officer as may be prescribed.
- f) **“Material Related Party Transaction”** means any transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements.
- g) **“Ordinary Course of Business”** The transaction / activity can be treated as being in the ‘ordinary course of business’ (not exhaustive and cumulative – either or):
- Covered in the main object / objects incidental to main object in Memorandum of Association
 - Transactions are necessary and normal
 - Transactions are reasonable in the context of business
 - Transaction are customary and happen with a certain frequency
 - Transactions that are infrequent but important to the central mission / objective of the business
 - Transaction part of standard industry practice
- h) **“Related Party”** means Related Party as defined Section 2(76) of the Act read with Regulation 2(1)(zb) of the SEBI Listing Regulation..
- i) **“Relative”** means Relative as defined in Section 2(77) of the Act.

- j) **“Related Party Transaction or RPT”** means any transaction involving transfer of resources, services or obligations between a company and a related party, regardless of whether a price is charged.
- k) **“Regulation 23”** means the Regulation No. 23 of the SEBI Listing Regulation.
- l) **“SEBI Listing Regulations”** means the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

Any other term(s) not defined herein shall have the same meaning as defined in the Companies Act, 2013 and SEBI Listing Regulations or any other applicable law or regulation..

4 Manner of dealing with Related Party Transaction(s):

4.1. Identification of Related Parties

The Company has formulated guidelines for identification and updating the list of Related Parties as prescribed under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.. All fellow subsidiaries of Bayer AG shall be considered as Related Party of the Company.

4.2. Identification of Related Party Transactions

The Company has formulated the procedure for identification of RPT's in accordance with Section 188 of the Act and Regulation 2(1)(zc) of the SEBI Listing Regulation. The Company has devised a process for determining whether the transaction is in Ordinary Course of business and at arm's length basis and for this purpose, the Company may seek external professional opinion, if necessary.

4.3. Procedure for approval of Related Party Transactions

All RPT's require prior approval of Audit Committee. The Audit Committee may grant omnibus approval for RPT's proposed to be entered into by the Company subject to following conditions:

- (a) The Audit Committee shall lay down the criteria for granting the omnibus approval in line with RPT Policy of the Company and such approval shall be applicable in respect of repetitive transactions.
- (b) The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interests of the Company.
- (c) Such omnibus approval shall specify (i) the name/s of the related party (ii) Threshold limit of the transaction for one financial year that may be entered with the Related Party and (iii) such other conditions as the Audit Committee may deem fit.

Provided that where the need for Related Party Transaction cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs.10 Million per transaction.

- (d) The omnibus approval of the Audit Committee shall be valid for a period of one year or till the time the Audit Committee approves the new threshold limits whichever is later.
- (e) The Audit Committee shall review at least on quarterly basis the details of RPT's entered into by the Company pursuant to each of the omnibus approval given.

4.4. Prior approval of Board of Directors under the Companies Act, 2013

All transactions with Related Parties as defined under the Companies Act, 2013 which are either not in the Ordinary Course of business or are not at Arm's Length shall require prior approval of Board of Directors. Information in such form and manner as prescribed in the Act and / or SEBI Listing Regulations would be provided to the Board.

In the above context where any Director is interested in any contract or arrangement with a Related Party such Director shall not be present during the discussion and vote on the subject matter of the Resolution relating to such contract or arrangement.

4.5. Approval of shareholders

Transaction with Related Parties covered within the scope of Section 188 of the Act, which are either not in the ordinary course of business or not on 'arm's length basis and exceeds the threshold under section 188 of the Act shall require prior approval of the shareholders through ordinary resolution. No member of the Company shall vote on such resolution, to approve the contract or arrangement which may be entered by the Company, if such member is a Related Party..

In case of Material Related Party Transactions, the Audit Committee shall approve the upper limit of the transactions that may be entered with a related party and recommend the same for the shareholders approval.

4.6 Materiality Thresholds

Regulations 23 of the SEBI Listing Regulations requires a Company to provide materiality thresholds for transactions beyond which approval of the shareholders through resolution will be required and the related parties shall abstain from voting on such resolution whether such entity is a related party to the particular transaction or not. The Company has fixed its materiality threshold at 10% of the annual consolidated turnover of the Company as per last audited financial statements of the Company for the purpose of Regulation 23(4) of the SEBI Listing Regulation.

4.7 Related party Transactions not approved under this Policy

In the event the Company becomes aware of a Related Party Transaction that has not been approved or ratified under this RPT Policy, the transaction shall be placed as promptly as practicable before the Audit Committee or Board of Directors or the Shareholders as the case may be required in accordance with this RPT Policy for review and ratification.

The Audit Committee or the Board of Directors or the shareholders shall consider all relevant facts and circumstances of such transaction and shall evaluate all options available to the Company, including but not limited to ratification, revision or termination of such transaction and the Company shall take such actions as Audit Committee deems appropriate under the circumstances.

5. Disclosure

This Policy shall be uploaded on the website of the Company: www.bayer.in and the web link there to shall be provided in the Annual Report of the Company.

Appropriate disclosure as required under the Act and SEBI Listing Regulation will be made in the Annual Return, Board Report and to BSE Ltd.

6. 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.

This RPT Policy was adopted by the Board on July 24, 2014 and was amended with effect from February 02, 2018.