



POLICY – WHISTLE BLOWER POLICY

DOCUMENT DETAILS

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AMENDMENT HISTORY

VERSION	DATE	COMMENT	BY	APPROVED
1.1	31 st October, 2007	Change in the members of the Audit Committee	Pradnesh Kamat	Shirin Balsara V
1.2	1 st July, 2008	Change in the Chief Compliance Officer	Pradnesh Kamat	Shirin Balsara V
1.3	1 st April, 2010	Addition of the Company change in the members of the Committee	Pradnesh Kamat	Shirin Balsara V
1.4	6 th December, 2010	Addition of the company	Pradnesh Kamat	Shirin Balsara V
1.5	1 st May, 2011	Addition of the company	Pradnesh Kamat	Shirin Balsara V
2	1 st August, 2019	Change in the scope of the Policy and other significant changes	Hemal Bhavsar	Rajiv Wani

APPLICABLE TO

Bayer CropScience Limited
Bayer Vapi Private Limited
Bayer BioScience Private Limited
Bayer Zydus Pharma Private Limited
Bayer Pharmaceuticals Private Limited
Bayer Prayas Association
Any other legal entity which is/ becomes a part of the Bayer group of companies in India

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INTRODUCTION:

The Bayer Group of Companies in India is committed to developing an open and transparent culture where it is safe for the various stakeholders of the companies to raise their concerns about any illegal, unacceptable and unethical practices, including misconduct. The Whistle Blower Policy (“the Policy”) aims at providing a framework to promote such a culture wherein genuine concerns or grievances can be reported without fear of punishment, retaliation or unfair treatment.

Additionally, as a listed entity, as per the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Bayer CropScience Limited is required to have a vigil/ whistle blower mechanism enabling the various stakeholders including directors to freely communicate their concerns about illegal or unethical practices. The vigil mechanism provides for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provides direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

SCOPE OF THE POLICY:

Who can report?

- Partners – Employees, Customers, Suppliers, Associations, Universities/ schools, Directors
- Financial markets and participants – Investors, Banks, Rating agencies
- Social interest groups – General public, NGOs, Local communities, Competitors
- Regulators – Law makers, authorities
- Any other person having an association with the company

What can be reported?

The Policy covers actual or suspected events and activities which have a major impact on the operations and performance of the business of the company. Given below is a list on non-exhaustive areas where a concern or grievance can be reported:-

- Criminal offences (corporate fraud, corruption, bribery or theft)
- Unethical business conduct and serious irregularities, regulatory or financial
- Conflict of business interests
- Misuse of Company assets
- Misuse of authority
- Willful suppression of facts
- Funds being used in any unauthorised manner
- Mis-statement in the Company's financial records which include time sheets, sales records and expense reports and distorting the true nature of the transaction.
- Falsification of transactions/documents
- Miscarriage of justice or any injustice which has been or is likely to be done.
- Health or safety of any individual/employee is likely to be endangered.
- Discrimination occurring to any member of the staff such as favouritism, communal bias, sexual harassment etc.
- Breach, leak or misuse of confidential information and intellectual property
- Privacy breach
- Insider trading
- Social media misuse
- Breach of the Code of Conduct
- Any other form of improper action or conduct.

The Policy should not be used as a route to report or raise any false, malicious or unfounded allegation against any person under a personal vendetta.

In a nutshell, Whistle Blowing is an act whereby any person in the scope of this Policy comes to a decision to express a concern over which he/ she has genuine doubt and which is raised in good faith.

AIM OF THE WHISTLE BLOWER POLICY:

The Policy aims at:

- Encouraging the persons in scope to feel confident in raising serious concerns.
- Providing ways to raise concerns and get feedback on the concerns raised.
- Ensuring that the whistle blower get a response to his/ her concern.
- Reassuring that if the concerns are raised in good faith, the whistle blower will be protected from victimisation.
- Initiating action, where necessary, to set right the concern raised.
- Ensuring that the Policy is not abused.

GUIDING PRINCIPLES AND ASSURANCE:

Any person who is in the scope of this Policy and raises in good faith a concern on the type of incidences as described above, including but not limited to compensation or terms and conditions of employment, will be protected from threat of retribution, victimisation, discharge or discrimination, including unjustified transfer.

HOW TO REPORT A CONCERN?

Internal channels:

Employees are encouraged to raise a concern with someone in the organization, as they may be in the best position to promptly and fully address your concern. Employees can raise the concerns or grievances initially through the management channels by whatever route the employee may choose to raise his or her concern or grievance. Bayer provides different communication channels to report possible or actual compliance violations. You may contact any of the following:

- Manager/supervisor, department head.
- Law, Patents and Compliance Department
- Compliance Officer
- Internal Audit
- Human Resources (for employment only matters)

The identity of the employee will be kept confidential if asked to do so and will be disclosed only if it becomes necessary for investigation purposes or in certain circumstances where it is legally required to be so disclosed. Employees can also raise their concerns anonymously. The concerns should be raised in writing. The employee raising the concern is expected to give the background and history of his concern and the reason why he/she is particularly concerned about the circumstances. Factual data should be provided to the extent possible.

Bayer Compliance Hotline:

If the person is not comfortable in raising the concern internally or does not know who to contact, or would like to remain anonymous or believes that the management cannot or will not effectively address the concerns, the employee as well as other parties in scope can make a report to the Bayer Compliance Hotline. A completely independent service provider with experienced and impartial staff runs the Bayer Compliance Hotline. The contact details of the Bayer Compliance Hotline for India are given below-

Telephone: 000 800 440 1286

E-Mail: bayercompliance@expolink.co.uk

Web reporting: <http://www.expolink.co.uk/bayercompliance>

More information about the Bayer Compliance Hotline can be found on <https://new.bayernet.cnb/en/bayer/compliance/compliance-hotline>

Audit Committee – only for BCSL:

In appropriate and exceptional cases, the employee can approach the Chairperson of the Audit Committee of Bayer CropScience Limited (“BCSL”) directly to report any such concern (details of Audit Committee for BCSL can be found on <https://www.bayer.in/investors/corporate-governance-/board-composition-of-bayer-cropscience-limited/>) or forward a sealed envelope marked “For Audit Committee – Whistle Blower Policy” to the Head – Law, Patents & Compliance & Company Secretary, who will then forward the sealed envelope to the Audit Committee. However, employment related grievances which are of a personal nature may be redirected by the Audit Committee to the

Head - Human Resources to look into the grievance and report his/her findings/action taken to address such concerns to the Audit Committee.

The Audit Committee will take effective steps to respond to any concern that has been reported and will inform the concerned employee of the outcome. In cases where a detailed investigation needs to be conducted, the Audit Committee may direct such investigation to be conducted, if necessary, by an independent external agency. In some cases, there may be an overriding legal obligation to investigate certain types of issues, especially those related to environment and safety and corporate financial fraud/irregularities. The Investigating Authority will give every chance to the concerned employee to present his/her case. The concern raised may be handled and treated by the Audit Committee in any of the following ways:

- By adopting procedures, especially with regard to dealing with certain types of complaints relating to accounting and internal controls.
- Through other relevant procedures/processes that are already in place.
- Internal investigation.
- Referring to external regulatory or law enforcement officials.
- Referring to external auditors or other investigators or firms, subject to the findings of an independent internal enquiry or,
- A combination of the above.

INVESTIGATING METHODOLOGY:

The investigation methodology will be as per the global Bayer Corporate Policy 2029 on [Management of Compliance Incidents](#), which is accessible to all employees on the BayerNet and available with the Law, Patents & Compliance team.

SAFEGUARDS FOR THE EMPLOYEES

Bayer will ensure that no action is taken against an employee who makes allegation/raises a concern in good faith, reasonably believing it to be true. It will also be ensured that there is no harassment or victimisation against the employee who has raised a concern in good faith. In case retaliation by a fellow employee including his immediate superior is brought to the

attention of the Audit Committee, it will direct an investigation against such employee or superior and ensure that appropriate disciplinary action, as necessary is taken.

DELIBERATE FALSE REPORTING:

If any person in scope raises any concern in good faith that he/she believes to be true, but which upon investigation proves to be unfounded, no action will be taken against such a person. If, however, the investigation reveals that an employee has made a deliberately false allegation with the intention of discrediting a fellow employee, he/she will be investigated to determine whether disciplinary action should be taken against him/her. Such disciplinary action could (among other things) also result in termination of employment.

If the disclosure by the employee reveals that the employee himself is involved in the malpractice, the company will, when deciding on measures to be taken, make due account of the employee's contribution to the disclosure, in particular if the disclosure has contributed to mitigating damages to the company.

RETENTION OF DOCUMENTS:

All complaints received in writing or documented along with the results of investigation and supporting information will be kept for a period of twelve years upon the final closure of the matter.

AMENDMENT OF THE POLICY:

The Management reserves the right to amend or modify this Policy completely or in part, at any time without assigning any reason whatsoever. Best efforts have been made to capture the applicability, process and implications in the Policy, there may be occasions when certain matters are not addressed or are ambiguous. In such cases, while the Company reserves the right to establish further rules and procedures, you are also requested to understand and observe the spirit and the intent behind this Policy and contribute in furtherance of our objective of conducting business with high values, principles and beliefs.