



May 28, 2025

The General Manager,  
Department of Corporate Services,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

**COMPANY CODE : BAYERCROP**  
**SCRIP CODE : 506285**

Dear Sir / Madam,

**Sub.: Secretarial Compliance Report for the year ended March 31, 2025**

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, the Secretarial Compliance Report of the Company, issued by M/s. BNP & Associates., Practicing Company Secretaries for the year ended March 31, 2025.

This is for your information and record.

Thanking You.

Yours faithfully,  
*for* **Bayer CropScience Limited**

**Bharati Shetty**  
Company Secretary and Compliance Officer  
(Membership No.: ACS 24199)

Encl.: As above

Bayer CropScience Ltd.  
CIN: L24210MH1958PLC011173

Registered and Corporate Office:  
Bayer House  
Central Avenue  
Hiranandani Estate  
Thane (West) – 400 607  
Maharashtra, India

Tel : +91 22 2531 1234  
Fax : +91 22 2545 5063  
[www.bayer.in](http://www.bayer.in)  
[www.cropscience.bayer.com](http://www.cropscience.bayer.com)

**RESTRICTED**

## Secretarial Compliance Report of Bayer CropScience Limited For The Financial Year Ended March 31, 2025

I/We have examined:

- (a) all the documents and records made available to us and explanation provided by Bayer CropScience Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchange(s),
- (c) website of the listed entity,
- (d) any other documents/ filings, as may be relevant, which have been relied upon to make this Report,

for the Financial Year ended 2024-25 (“Review Period”) in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (f) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - NA
- (g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - NA
- (h) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - NA
- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - NA

and the circulars/ guidelines issued thereunder; and based on the above examination, we hereby report that, during the review period:

- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below: -



Sr. No. (a)	Compliance Requirement (Regulations/ circulars/ guidelines/ including specific clause) (b)	Regulation / Circular No. (c)	Deviations (d)	Action Taken by (e)	Type of Action (f)
1.	The promoter of every target company shall declare on a yearly basis that he, along with persons acting in concert, has not made any encumbrance, directly or indirectly, other than those already disclosed during the Financial Year. The declaration required under such sub-regulation shall be made within seven working days from the end of each Financial Year to every stock exchange where the shares of the target company are listed and the audit committee of the target company.	Regulation 31(4) and 31(5) of SEBI (SAST) Regulations, 2011	The Listed entity has re-filed the declaration as required under Regulation 31(4) on April 17, 2024.	-	-

Details of Violation (g)	Fine Amount (h)	Observations/Remarks of the Practicing Company Secretary (i)	Management response (j)	Remarks (k)
The listed entity experienced a delay in reporting the declaration under Regulation 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to BSE. While the said declaration was duly shared with the Audit Committee and also emailed to BSE on April 5, 2024, but due to a technical error, the submission to BSE	-	The listed entity submitted the required declaration, however due to technical glitch the email was undelivered to BSE and hence the email was re-shared with the Stock Exchange on April 17, 2024..	-	-



<p>was not successfully delivered. Upon becoming aware of the delivery failure, the Company promptly re-sent the declaration to BSE on April 17, 2024. The submission was successfully received and taken on record by the exchange.</p>				
--	--	--	--	--

(b) The Listed Entity has taken the following action to comply with the observations made in previous reports:

Sr. No. (a)	Observations/ Remarks of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the Secretarial compliance report for the year ended 31 <sup>st</sup> March, 2025	Compliance Requirements	Details of violation/deviations and actions taken / penalty imposed, if any on the listed entity	Remedial actions if any taken by the Company	Comments of the PCS on the actions taken by the listed entity
None						

I. I/We hereby report that, during the review period the compliance status of the listed entity with the following requirements -

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	None
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the due approval of Board of Directors of the listed entities.</li> </ul>	Yes	None



	<ul style="list-style-type: none"><li>All the policies are in conformity with SEBI Regulations and has been reviewed and timely updated as per the regulations/circulars/guidelines.</li></ul>		
3.	<p><u>Maintenance and disclosure on Website:</u></p> <ul style="list-style-type: none"><li>The Listed Entity is maintaining a functioning website.</li><li>Timely dissemination of the documents/information under a separate section on the website.</li><li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li></ul>	Yes	None
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	None
5.	<p><u>Details related to subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	NA	The listed entity does not have any subsidiary(ies)
6.	<p><u>Preservation of Documents:</u></p> <p>The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	None
7.	<p><u>Performance Evaluation:</u></p> <p>The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	None
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The Listed Entity has obtained prior approval of Audit Committee for all Related party transactions;</p>	Yes	None



	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee.		
9.	<u>Disclosure of events or information:</u> The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading</u> The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	None
12.	<u>Resignation of Statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the Financial Year, the listed entity and / or its material subsidiaries have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by Listed entities.	Not Applicable	There has been no resignation by the Statutory Auditors of the listed entity. Also, the listed entity does not have any material subsidiary.
13.	<u>Additional non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	None

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46(2)(za) of the LODR Regulations – Not Applicable.



## Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For BNP & Associates  
Company Secretaries  
[Firm Regn. No. P2014MH037400]  
[PR No.: - 6316/2024]**



A handwritten signature in blue ink, appearing to read "Avinash Bagul", with a long horizontal line extending to the right.

**Avinash Bagul  
Partner  
FCS No.: 5578  
COP No.: 19862  
UDIN:- F005578G000395616**

**Place: Mumbai  
Date: May 21, 2025**