



Godrej Seeds & Genetics Limited

CIN: U01403MH2011PLC218351

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CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF GODREJ SEEDS & GENETICS LIMITED

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CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

A. GOVERNING PROVISIONS

This Code of Conduct (“**Code**”) is formulated in line with the requirements of Regulations 17(5)(a), 26, 62D, 62O and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time (“**SEBI Listing Regulations**”) read with Schedule IV of the Companies Act, 2013, and the Rules framed thereunder (“**the Act**”) for the Directors and the Senior Management Personnel of Godrej Seeds and Genetics Limited (“**the Company**”).

The Board of Directors of the Company at its Meeting held on January 19, 2026, has approved and adopted the Code.

This Code applies to all the Directors and Senior Management Personnel of Godrej Seeds & Genetics Limited.

B. CODE OF CONDUCT

The Board of Directors and Senior Management Personnel of the Company shall observe, abide and affirm with the following guidelines for good conduct:

- 1) Demonstrating the highest standards of integrity, business ethics, and corporate governance.
- 2) Seeking to comply with all the corporate policies of the Company and act in accordance with the Articles of Association of the Company.
- 3) Performing their roles with competence, diligence, in good faith and in the best interests of the Company.
- 4) Providing expertise / experience in their areas of specialization and share learnings at board meetings with best interests of the Company and its Stakeholders in mind. They should guide the Company's Management in the 'right' direction based on their experience and judgement.
- 5) Giving careful and independent consideration of the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the Management. They should call for additional information, where necessary, about making such judgements.
- 6) Refrain from engaging in any business, relationship or any activity which detrimentally conflicts with the interest of the Company or bring discredit to it. Any situation that creates a conflict of interest between personal interest and the Company and its Stakeholders' interests must be avoided at all costs.
- 7) Refrain from disclosing any confidential / privileged information of the Company and should direct any media queries or approaches to the appropriate spokesperson within the Company.

B. DUTIES OF INDEPENDENT DIRECTORS

The Independent Directors shall:

- a) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company.
- b) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company.
- c) strive to attend all meetings of the Board of Directors and of the Board Committees of which he / she is a member.
- d) participate constructively and actively in the committees of the Board in which they are Chairpersons or Members.

- e) strive to attend the General Meetings of the Company.
- f) where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board Meeting.
- g) keep themselves well informed about the Company and the external environment in which it operates.
- h) not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board.
- i) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company.
- j) ascertain and ensure that the Company has an adequate and functional Vigil Mechanism / Whistle Blower Policy and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.
- k) report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.
- l) acting within their authority, assist in protecting the legitimate interests of the Company, Shareholders and its Employees.
- m) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

C. ANNUAL AFFIRMATION WITH COMPLIANCE OF THIS CODE OF CONDUCT

All Members of the Board of Directors and Senior Management Personnel shall affirm compliance with this Code of Conduct on an annual basis.

Amendment:

Any change in this Code of Conduct shall be approved by the Board of Directors. The Board of Directors shall have the right to withdraw and / or amend any part of this Code of Conduct or the entire Code of Conduct, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. Any subsequent amendment / modification in the Listing Regulations and / or any other laws in this regard shall automatically apply to this Code of Conduct.

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