

Godrej Seeds & Genetics Limited

Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Mumbai, Maharashtra, India.

Tel.: 022-25188010 / 8020 / 8030

Fax: (91-22) 25188485

CIN: U01403MH2011PLC218351

Website: www.godrejseedsandgenetics.com

Email: investor.gsgl@godrejinds.com

Notice of the Extra Ordinary General Meeting to the Members
[Meeting No. EGM/1/2025-26]

Notice is hereby given that an Extraordinary General Meeting of the Members of Godrej Seeds & Genetics Limited will be held on Tuesday, August 12, 2025, at 11:30 a.m. (IST) to transact the following business at a shorter notice at Registered Office of the Company:

SPECIAL BUSINESSES:

1. APPROVAL FOR APPOINTMENT OF MS. NAMRATA LODHA AS AN “INDEPENDENT DIRECTOR” (NON-EXECUTIVE) OF THE COMPANY FOR A TERM OF 5 (FIVE) YEARS.

To consider and if thought fit, to pass, the following as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory amendment(s) / modification(s) / re-enactment(s) thereof for time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory amendment(s) / modification(s) / re-enactment(s) thereof for time being in force), and based on the recommendations and approvals of Nomination and Remuneration Committee of the Board of Directors and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the appointment of Ms. Namrata Lodha (DIN: 00532648), who has submitted a declaration confirming that she meets the criteria of independence as provided under the Act and who is eligible for appointment, be and is hereby appointed as an “Independent Director” (Non-Executive) of the Company, not liable to retire by rotation, for the a term of 5 (Five) years commencing from August 8, 2025, up to August 8, 2030.”

RESOLVED FURTHER THAT a true copy of the foregoing resolution certified to be true by any of the Directors or the Chief Financial Officer or the Company Secretary be furnished to the concerned authority(ies)/person(s) and they be requested to act accordingly.”

2. APPROVAL FOR RAISING FUNDS BY WAY OF ISSUANCE OF UNSECURED NON-CONVERTIBLE DEBENTURES (NCDS) / BONDS / OTHER INSTRUMENTS AGGREGATING TO ₹6,000 CRORE (RUPEES SIX THOUSAND CRORE) AND TO DELEGATE THE POWERS TO THE MANAGEMENT COMMITTEE IN THIS REGARD.

To consider and if thought fit, to pass, the following as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and subject to all applicable laws and Regulations, including but not limited to the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Master / Operational Circulars



Godrej Seeds & Genetics Limited

Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Mumbai, Maharashtra, India.

Tel.: 022-25188010 / 8020 / 8030

Fax: (91-22) 25188485

CIN: U01403MH2011PLC218351

Website: www.godrejseedsandgenetics.com

Email: investor.gsgl@godrejinds.com

issued by the Securities and Exchange Board of India [including any statutory modification(s) / amendment(s) / re-enactment(s) thereof, for the time being in force] and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and such other laws, rules, regulations, guidelines, notifications, circulars as applicable, and subject to such approvals, consents, permissions and/ or sanctions of the any other appropriate authorities as may be applicable and as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as the “Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution] to borrow or raise funds by issuance of Unsecured Non-Convertible Debentures (NCDs) / Bonds / Other Instruments, whether Listed and/or Unlisted (“Instruments”), on private placement basis, in one or more tranches, such that the total amount does not exceed ₹6,000 Crore (Rupees Six Thousand Crore Only), during a period of 1(One) year from the date of passing of this Special Resolution by the Members, with such ranking and seniority and on such terms and conditions as may be decided by the Board to such person(s), including one or more company(ies), body corporate(s), statutory corporation(s), commercial bank(s), systematically important non-banking financial company(ies), lending agency(ies), financial institution(s), insurance company(ies), mutual fund(s), pension/ provident fund(s), individual(s) and such other person(s) eligible to invest in such Instruments [hereinafter collectively referred to as “Investors”], provided that such investors shall cumulatively not exceed 200 (Two Hundred) in number in any financial year, for such amount(s) as the Board may in its absolute discretion at any time hereafter determine, and that the said borrowing shall be within the overall borrowing limits of the Company as may be approved by the Members from time-to-time.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to the Board to determine, in its absolute discretion, the terms, conditions and quantum of each issue of the Instruments, including the consideration and utilization of proceeds, class of investors to whom such Instruments are to be allotted, number of Instruments to be issued in each tranche, issue price, redemption period, rate of interest, appointment / engagement of Lead Managers, Underwriters, Advisors, Debenture Trustees, Registrar, Depositories, Professionals, Bankers, Consultants, Advocates and other agencies entering into arrangements with the Company for managing the issue, and to finalise /pay their fees / charges / remuneration / expenses relating thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be required, desirable and permissible in connection with the aforesaid resolution including determination of the terms thereof, executing and finalizing the forms, disclosure and placement documents, General Information Document(s), Key Information Document(s), offer letter, timing of the issue, execution of any documents for and on behalf of the Company and to represent the Company before any governmental or regulatory authority(ies), also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and further authorised to make requisite filing with concerned regulatory / government authority(ies) / depository(ies), and/or any other regulatory authority(ies) to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to settle any question, difficulty or doubt that may arise in regard to the offer / issue, allotment, utilisation of the proceeds and redemption of the Instruments, without being required to seek any further consent or approval of the Members or otherwise, to the end and intent that its Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.



Godrej Seeds & Genetics Limited

Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Mumbai, Maharashtra, India.

Tel.: 022-25188010 / 8020 / 8030

Fax: (91-22) 25188485

CIN: U01403MH2011PLC218351

Website: www.godrejseedsandgenetics.com

Email: investor.gsgl@godrejinds.com

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to the Management Committee / any Director(s) / Officer(s) / Authorized Signatory(ies) of the Company to do all such acts, deeds, matters and things as may be required, desirable and permissible to give effect to this Resolution.

RESOLVED FURTHER THAT all action(s) taken by the Board, any Director(s) / Management Committee / Officer(s) / Authorized Signatory(ies) of the Company in connection with any matter(s) referred to or contemplated in any of the foregoing Resolution be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT a copy of the foregoing resolution certified to be true by any Director of the Company or the Chief Financial Officer or the Company Secretary be furnished to the concerned authority(ies) / person(s) and they be requested to act accordingly.”

3. APPROVAL FOR INCREASE IN BORROWING POWERS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013.

To consider and, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in supersession of the Special Resolution passed by the Members on March 7, 2025, and pursuant to the provisions of Section 180(1)(c) and such other applicable provisions of the Companies Act, 2013 and the Companies (Meeting of the Board and its Powers) Rules, 2014 and such other Rules framed thereunder (“the Act”) [including any statutory modification(s) / amendment(s) / re-enactment(s) thereof, for the time being in force], the provisions contained in the Articles of Association of the Company and upon recommendation and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to borrow from time to time all such sums of money as they may deem requisite for the purpose of the business (including but not limited to, for financing any capital or revenue requirements, new business ventures or prospects) of the Company, notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company, free reserves and securities premium, provided, however, the total amount so borrowed (other than temporary loans from the Company’s Bankers) and outstanding at any point of time shall not exceed a sum of ₹12,000 Crore (Rupees Twelve Thousand Crore Only) plus the paid-up capital, free reserves and securities of the Company.

RESOLVED FURTHER THAT subject to the provisions of the Act, the Rules made thereunder and other applicable laws (if any), the borrowings stated above may be secured or unsecured, and shall include, but shall not be limited to, borrowings from any person(s) (whether natural or artificial), by way of Loans, Inter Corporate Deposits (ICDs), Facilities from Banks, Commercial Papers (CPs), Public Deposits, External Commercial Borrowings (ECBs), Debentures (whether convertible or nonconvertible), Bonds or any other instruments permitted to be issued by the Company under any law for the time being in force.

RESOLVED FURTHER THAT the Management Committee of the Board of Directors and / or Mr. Himanshu Jani, Chief Financial Officer, Mr. Clement Pinto, Ms. Anupama Kamble, Authorized Representatives of the Company be and are hereby severally authorized to settle and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid borrowings, to delegate all or any of the above powers to any Committee



Godrej Seeds & Genetics Limited

Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Mumbai, Maharashtra, India.

Tel.: 022-25188010 / 8020 / 8030

Fax: (91-22) 25188485

CIN: U01403MH2011PLC218351

Website: www.godrejseedsandgenetics.com

Email: investor.gsgl@godrejinds.com

of Directors, if any or any Director(s) / Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT a true copy of the foregoing resolution certified to be true by any of the Directors or the Chief Financial Officer or the Company Secretary be furnished to the concerned authority(ies)/person(s) and they be requested to act accordingly.”

4. APPROVAL FOR AMENDMENT TO THE ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY.

To consider and, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) / amendment(s) / re-enactment(s) thereof for the time being in force), and upon recommendation and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to amend the Articles of Association of the Company to include the below mentioned clause:

“104. NOMINEE DIRECTOR

Notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement. Whenever the company enters into any contract with any government, bank, financial institution or any other person (the appointer) for borrowing any money or for providing any guarantee or security or for underwriting or for subscription to securities of the Company, the board shall have power, subject to the provisions of the Act, to agree that such appointer shall have the right to appoint a director(s). A person so appointed shall be hereinafter referred to as “Nominee Director(s)” on the Board of the Company and his tenure shall be governed by the terms of such provision of law or agreement or as may be decided by the appointer as the case may be and subject to the provisions of the Act such terms may include the right conferred there under to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place(s). The Board of Directors of the Company shall have no power to remove from office the Nominee Director(s). Such Nominee Director(s) shall not be required to hold any qualification share in the Company. Subject to the provisions of the Act and the resolution passed in the general meeting, such Nominee Director(s) shall not be liable to retirement by rotation. Subject as aforesaid, the Nominee Director(s) shall be entitled to the same rights and privileges and be subject to the same obligation as any other Director of the Company. The Nominee Director(s) appointed under this Article shall be entitled to receive all notices of and attend all general meetings, board meetings and the meetings of the committee of which the Nominee Director(s) is/are member(s), as also the minutes of such meetings. The Company shall pay to the Nominee Director(s) sitting fees and expenses to which the other directors of the Company are entitled, but if any other fees commission, monies or remuneration in any form is payable to the Directors of the Company, the same will be governed by the provisions of the law appointing him as aforesaid or the terms of the agreement or as may be decided by the appointer.”

RESOLVED FURTHER THAT the Directors of the Company and / or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms,



Godrej Seeds & Genetics Limited

Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Mumbai, Maharashtra, India.

Tel.: 022-25188010 / 8020 / 8030

Fax: (91-22) 25188485

CIN: U01403MH2011PLC218351

Website: www.godrejseedsandgenetics.com

Email: investor.gsgl@godrejinds.com

files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution.

RESOLVED FURTHER THAT a copy of the foregoing resolution certified to be true by any Director of the Company or the Chief Financial Officer or the Company Secretary be furnished to the concerned authority(ies) / person(s) and they be requested to act accordingly.”

5. APPROVAL FOR FURTHER INVESTMENT IN GODREJ VENTURES AND INVESTMENT ADVISERS PRIVATE LIMITED FOR A SUM OF ₹4,000 CRORE (RUPEES FOUR THOUSAND CRORE ONLY)

To consider and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** further to the Special Resolution passed by the Shareholders on June 3, 2025, pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder including Schedules thereto, and other applicable provisions if any of the Act, including any statutory modifications(s) / amendment(s) / revision(s) thereof or any other law, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications(s) / amendment(s) / revision(s) thereof or any other law, as may be applicable) and/or any other approvals, as may be required, and/or any other approvals, as may be required, upon recommendations and approvals of the Audit Committee of the Board of Directors and the Board of Directors of the Company, the consent of Members of the Company be and is hereby accorded to further acquire the securities of Godrej Ventures and Investment Advisers Private Limited (*formerly known as Godrej Fund Management and Investment Advisers Private Limited*) by way of subscription / purchase or otherwise, up to a sum of ₹4,000 Crore (Rupees Four Thousand Crore Only) (“**the proposed additional investment limit**”) notwithstanding that the aggregate of the investments so far made or to be made in terms of the already sanctioned limits plus proposed limit exceeds the limit of sixty per cent of the Company’s Paid-up Share Capital, Free Reserves and Securities Premium Account or one hundred per cent of the Company’s Free Reserves and Securities Premium Account, whichever is higher, as laid down by the Act.

RESOLVED FURTHER THAT the Management Committee and / or the Board of Directors and / or Mr. Clement Pinto (“**Authorized Signatories**”) be and are hereby severally authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment, including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it / they may, in its / their absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction.

RESOLVED FURTHER THAT the limits indicated hereinabove in case of divestment, transfer or sale of investment, as the case may be, be restored to the sanctioned limits.

RESOLVED FURTHER THAT a true copy of the foregoing resolution certified to be true by any of the Directors or the Chief Financial Officer or the Company Secretary be furnished to the concerned authority(ies)/person(s) and they be requested to act accordingly.”



Godrej Seeds & Genetics Limited

Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Mumbai, Maharashtra, India.

Tel.: 022-25188010 / 8020 / 8030

Fax: (91-22) 25188485

CIN: U01403MH2011PLC218351

Website: www.godrejseedsandgenetics.com

Email: investor.gsgl@godrejinds.com

6. APPROVAL FOR FURTHER INVESTMENT IN GODREJ INDUSTRIES LIMITED OF UP TO ₹750 CRORE (RUPEES SEVEN HUNDRED AND FIFTY CRORE ONLY).

To consider and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT further to the Special Resolution passed by the Shareholders on September 17, 2024, pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder including Schedules thereto, and other applicable provisions if any of the Act, including any statutory modifications(s) / amendment(s) / revision(s) thereof or any other law(s), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications(s) / amendment(s) / revision(s) thereof or any other law, as may be applicable) and/or any other approvals, as may be required, and/or any other approvals, as may be required, upon recommendations and approvals of the Audit Committee of the Board of Directors and the Board of Directors of the Company, the consent of Members of the Company be and is hereby accorded to further acquire the securities of Godrej Industries Limited by way of subscription / purchase or otherwise, up to a sum of ₹750 Crore (Rupees Seven Hundred and Fifty Crore Only) **the proposed additional investment limit**”), notwithstanding that the aggregate of the investments so far made or to be made in terms of the already sanctioned limits plus additional proposed limit exceeds the limit of sixty per cent of the Company’s Paid-up Share Capital, Free Reserves and Securities Premium Account or one hundred per cent of the Company’s Free Reserves and Securities Premium Account, whichever is higher, as laid down by the Act.

RESOLVED FURTHER THAT the Management Committee and / or the Board of Directors and / or Mr. Clement Pinto (“**Authorized Signatories**”) be and are hereby severally authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment, including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it / they may, in its / their absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction.

RESOLVED FURTHER THAT the limits indicated hereinabove in case of divestment, transfer or sale of investment, as the case may be, be restored to the sanctioned limits.

RESOLVED FURTHER THAT a true copy of the foregoing resolution certified to be true by any of the Directors or the Chief Financial Officer or the Company Secretary be furnished to the concerned authority(ies)/person(s) and they be requested to act accordingly.”



Godrej Seeds & Genetics Limited

Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Mumbai, Maharashtra, India.
Tel.: 022-25188010 / 8020 / 8030
Fax: (91-22) 25188485
CIN: U01403MH2011PLC218351
Website: www.godrejseedsandgenetics.com
Email: investor.gsgl@godrejinds.com

**By Order of the Board of Directors of
Godrej Seeds and Genetics Limited**

**Sd/-
Aditi Sonar
Company Secretary &
Compliance Officer
ACS 73078**

Place: Mumbai
Date: August 8, 2025

Registered Office:
Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway, Vikhroli (East), Mumbai - 400079
CIN: U01403MH2011PLC218351

NOTES:

1. Corporate Members under Section 113 of the Companies Act, 2013 intending to send their authorized representatives to attend the Extraordinary General Meeting (EGM) are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") and Secretarial Standard – 2 on General Meetings (SS-2) issued by The Institute of Company Secretaries of India for special businesses as set out in this Notice is annexed hereto.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Company's Registrar and Share Transfer Agents for its Share Registry Work are Kfin Technologies Limited having their office at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana, Tel. No.: 67162222, Fax: 23001153, Email id: venu.sp@kfintech.com.
5. The draft of the documents referred to in the Notice of EGM are made available for inspection by the Members.
6. All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Company / Depositories as on the cut-off date, i.e. on **August 8, 2025**, only shall be entitled to vote at the EGM.
7. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. on August 12, 2025, subject to receipt of the requisite number of votes in favor of the Resolutions.



Godrej Seeds & Genetics Limited

Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Mumbai, Maharashtra, India.

Tel.: 022-25188010 / 8020 / 8030

Fax: (91-22) 25188485

CIN: U01403MH2011PLC218351

Website: www.godrejseedsandgenetics.com

Email: investor.gsgl@godrejinds.com

8. A route map giving directions to reach the venue of the EGM is given at the end of the Notice.
9. Manner of Voting during the EGM shall be through show of hands, unless a poll is demanded.



Godrej Seeds & Genetics Limited

Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Mumbai, Maharashtra, India.

Tel.: 022-25188010 / 8020 / 8030

Fax: (91-22) 25188485

CIN: U01403MH2011PLC218351

Website: www.godrejseedsandgenetics.com

Email: investor.gsgl@godrejinds.com

EXPLANATORY STATEMENT

(Pursuant to the provisions of Sections 102(1) of the Companies Act, 2013)

The following explanatory statements, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special businesses mentioned in the accompanying Notice for convening the EGM of the Company.

Item No. 1**APPROVAL FOR APPOINTMENT OF MS. NAMRATA LODHA AS AN “INDEPENDENT DIRECTOR” (NON-EXECUTIVE) OF THE COMPANY FOR A TERM OF 5 (FIVE) YEARS.**

The Nomination and Remuneration Committee and the Board of Directors of the Company have, vide resolution passed at their respective Meetings on August 8, 2025, recommended and approved, the appointment of Ms. Namrata Lodha as an “Additional Director (Non-Executive, Independent)” of the Company in terms of applicable provisions of Sections 149, 150, 152 and 161, Schedule IV and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), to hold office for the a term commencing from August 8, 2025 to August 8, 2030, not liable to retire by rotation, subject to the approval of the Members.

The Company has received the consent from Ms. Namrata Lodha and also her declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 (b) of the SEBI Listing Regulations.

She has also confirmed that she is not debarred from holding office of Director by virtue of any SEBI order or any such authority.

A copy of draft letter of appointment of Independent Director setting out the terms and conditions would be available electronically for inspection by the Members on the website of the Company.

A brief profile of Ms. Namrata Lodha along with detailed disclosure in terms of Secretarial Standard - 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is given elsewhere in this Notice.

Ms. Namrata Lodha is independent of the Management of the Company and in the opinion of the Board of Directors of the Company, she fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for appointment as an Independent Director of the Company.

Other than Ms. Namrata Lodha, none of the other Directors of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.



Godrej Seeds & Genetics Limited

Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Mumbai, Maharashtra, India.

Tel.: 022-25188010 / 8020 / 8030

Fax: (91-22) 25188485

CIN: U01403MH2011PLC218351

Website: www.godrejseedsandgenetics.com

Email: investor.gsgl@godrejinds.com

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the **SPECIAL RESOLUTION** set out at **Item No. 1** for approval of the Members.

Item No. 2

APPROVAL FOR RAISING FUNDS BY WAY OF ISSUANCE OF UNSECURED NON-CONVERTIBLE DEBENTURES (NCDs) / BONDS / OTHER INSTRUMENTS AGGREGATING TO ₹6,000 CRORE (RUPEES SIX THOUSAND CRORE) AND TO DELEGATE THE POWERS TO THE MANAGEMENT COMMITTEE IN THIS REGARD.

The Board of Directors had at its Meeting held on August 8, 2025, approved and recommended for approval of the Members to raise or borrow funds by way of issuance of Unsecured Non-Convertible Debentures (NCDs) / Bonds / Other Instruments, listed and / or unlisted, on private placement basis for an amount not exceeding ₹6,000 Crore (Rupees Six Thousand Crore Only) during 1 (One) year from the date of passing of the Special Resolution set out at Item No. 2 at an interest rate that will be determined by the prevailing money market conditions at the time of the borrowing. The issue of these securities like NCDs / Bonds / Other Instruments work as a cost-effective source of borrowings. Your Company for general corporate purposes, proposes to borrow or raise funds by issue of NCDs/ Bonds / Other Instruments on a private placement basis.

In terms of the requirements of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (“the Rules”) as amended from time to time, a company that offers to make an invitation to subscribe to NCDs / Bonds / Other Instruments on a private placement basis, will be required to seek prior approval of its Members by way of a Special Resolution. The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Companies Act, 2013 read with the Rules framed thereunder, to enable the Company to offer or invite subscriptions for unsecured NCDs / Bonds / Other Instruments, listed and / or unlisted, on a private placement basis, in one or more tranches, for an amount not exceeding ₹6,000 Crore (Rupees Six Thousand Crore Only), during the period of 1(One) year from the date of passing of the Resolution within the overall borrowing limits of the Company, as approved by the Members from time to time. It is sought to also grant authority to the Board of Directors to determine the terms and conditions of the issue, including the issue price of the NCDs / Bonds / Other Instruments.

None of the Directors of the Company or their relatives are interested or concerned financially or otherwise in this Resolution except to the extent of their respective shareholding in the Company, if any.

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the **SPECIAL RESOLUTION** set out at **Item No. 2** for approval of the Members.



Godrej Seeds & Genetics Limited

Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Mumbai, Maharashtra, India.

Tel.: 022-25188010 / 8020 / 8030

Fax: (91-22) 25188485

CIN: U01403MH2011PLC218351

Website: www.godrejseedsandgenetics.com

Email: investor.gsgl@godrejinds.com

Item No. 3**APPROVAL FOR INCREASE IN BORROWING POWERS OF THE COMPANY UNDER SECTION 180 (1)(C) OF THE COMPANIES ACT, 2013**

The Members vide Special Resolution passed on March 7, 2025, had approved the borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013 up to ₹9,000 Crore (Rupees Nine Thousand Crore Only), over and above the paid-up capital and free reserves (apart from temporary loans obtained or to be obtained from the Company's bankers in ordinary course of business) of the Company.

Considering the business requirements of the Company, it is now proposed to enhance the borrowing limits from ₹9,000 Crore (Rupees Nine Thousand Crore Only) to ₹ 12,000 Crore (Rupees Twelve Thousand Crore Only) over and above the paid-up capital, free reserves and securities premium of the Company, in terms of provisions of Section 180(1)(c) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned financially or otherwise in this Resolution except to the extent of their respective shareholding in the Company, if any.

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the **SPECIAL RESOLUTION** set out at **Item No. 3** for approval of the Members.

Item No. 4**APPROVAL FOR AMENDMENT TO THE ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY.**

The Board of Directors had at its Meeting held on August 8, 2025, approved and recommended for approval of the Members to amend AOA to insert the clause providing for appointment of Nominee Director as per provisions of applicable laws.

Pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013, the consent of the Shareholders of the Company by way of a Special Resolution will be required for alteration of AOA of the Company.

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the **SPECIAL RESOLUTION** set out at **Item No. 4** for approval of the Members.



Godrej Seeds & Genetics Limited

Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Mumbai, Maharashtra, India.

Tel.: 022-25188010 / 8020 / 8030

Fax: (91-22) 25188485

CIN: U01403MH2011PLC218351

Website: www.godrejseedsandgenetics.com

Email: investor.gsgl@godrejinds.com

Item No. 5**APPROVAL FOR FURTHER INVESTMENT IN GODREJ VENTURES AND INVESTMENT ADVISERS PRIVATE LIMITED FOR A SUM OF ₹4,000 CRORE (RUPEES FOUR THOUSAND CRORE ONLY)**

In terms of the provisions of Section 186 of the Companies Act, 2013 (“the Act”), the Company is required to seek prior approval from the Members through a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher. The Company intends to make further investment of up to ₹4,000 Crore (Rupees Four Thousand Crore Only) in Godrej Ventures and Investment Advisers Private Limited [formerly known as Godrej Fund Management and Investment Advisers Private Limited] (“GVIAPL”), subject to approval of the Members of the Company, as it considers it to be a strategic investment.

Accordingly, the approval of the Members is being sought by way of a Special Resolution under Section 186 of the Act read with the Rules framed thereunder and the applicable provisions of such other law(s), if any, (including any statutory modifications(s) / amendment(s) / revision(s) thereof for time being in force) to enable the Company to invest / acquire by way of subscription, purchase or otherwise, the securities of GVIAPL, exceeding the limits set under Section 186 of the Act, up to an additional amount of ₹4,000 Crore (Rupees Four Thousand Crore Only).

The proposed investment in GVIAPL has been approved by the Board of Directors at its Meeting held on August 8, 2025.

Ms. Tanya Dubash and Ms. Nisaba Godrej, Directors of the Company are deemed to be interested in this Resolution. None of the other Directors of the Company or their relatives are interested or concerned financially or otherwise in this Resolution except to the extent of their respective shareholding in the Company, if any.

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the **SPECIAL RESOLUTION** set out at **Item No. 5** for approval of the Members.

Item No. 6**APPROVAL FOR FURTHER INVESTMENT IN GODREJ INDUSTRIES LIMITED OF UP TO ₹750 CRORE (RUPEES SEVEN HUNDRED AND FIFTY CRORE ONLY).**

In terms of the provisions of Section 186 of the Companies Act, 2013 (“the Act”), the Company is required to seek prior approval from the Members through a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher. The Company intends to make further investment of up to ₹750 Crore (Rupees Seven Hundred and Fifty Crore Only) in Godrej Industries Limited (“GIL”), subject to approval of the Members of the Company, as it considers it to be a strategic investment.



Godrej Seeds & Genetics Limited

Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Mumbai, Maharashtra, India.

Tel.: 022-25188010 / 8020 / 8030

Fax: (91-22) 25188485

CIN: U01403MH2011PLC218351

Website: www.godrejseedsandgenetics.com

Email: investor.gsgl@godrejinds.com

Accordingly, the approval of the Members is being sought by way of a Special Resolution under Section 186 of the Act read with the Rules framed thereunder and the applicable provisions of such other law(s), if any, (including any statutory modifications(s) / amendment(s) / revision(s) thereof for time being in force) to enable the Company to invest / acquire by way of subscription, purchase or otherwise, the securities of GIL, exceeding the limits set under Section 186 of the Act, up to an additional amount of ₹750 Crore (Rupees Seven Hundred and Fifty Crore Only).

The proposed investment in GIL has been approved by the Board of Directors at its Meeting held on August 8, 2025.

Ms. Tanya Dubash, Ms. Nisaba Godrej, and Mr. Mathew Eipe, Directors of the Company are deemed to be interested in this Resolution. None of the other Directors of the Company or their relatives are interested or concerned financially or otherwise in this Resolution except to the extent of their respective shareholding in the Company, if any.

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the **SPECIAL RESOLUTION** set out at **Item No. 6** for approval of the Members.



Godrej Seeds & Genetics Limited

Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Mumbai, Maharashtra, India.

Tel.: 022-25188010 / 8020 / 8030

Fax: (91-22) 25188485

CIN: U01403MH2011PLC218351

Website: www.godrejseedsandgenetics.com

Email: investor.gsgl@godrejinds.com

**Brief Resume of Director seeking appointment at this Extra-Ordinary General Meeting as per
Secretarial Standards - 2 issued by the Institute of Company Secretaries of India**

Name of Director	Ms. Namrata Lodha
DIN	00532648
Date of Birth	October 3, 1981
Nationality	Indian
Age	43
Date of appointment	August 8, 2025
Qualification	Bachelor of Commerce
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company inter-se	None.
Terms and Conditions of appointment	Ms. Namrata Lodha is being appointed as an Independent Director of the Company for a term of 5 years commencing from August 8, 2025, up to August 8, 2030. Other terms and conditions will be as decided by the Board of Directors and as per Nomination and Remuneration Policy of the Company.
Justification for choosing the appointee for appointment	Given the vast experience and expertise possessed by Ms. Namrata Lodha, the Board of Directors have recommended her appointment as an Independent Director.
Directorships held in other companies (excluding Foreign Companies and Section 8 companies)	None
Chairmanships/ Memberships of Committees in other companies	None
No. of Shares held: a) Self b) For other persons on a beneficial basis	 None None
Number of Board Meetings attended during the year (Financial Year 2024-25)	N.A.



Godrej Seeds & Genetics Limited

Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Mumbai, Maharashtra, India.

Tel.: 022-25188010 / 8020 / 8030

Fax: (91-22) 25188485

CIN: U01403MH2011PLC218351

Website: www.godrejseedsandgenetics.com

Email: investor.gsgl@godrejinds.com

Details of remuneration sought to be paid and the remuneration last drawn	Nil
Variation of the terms of remuneration	Not Applicable

**By Order of the Board of Directors of
Godrej Seeds and Genetics Limited**

**Sd/-
Aditi Sonar
Company Secretary &
Compliance Officer
ACS 73078**

Place: Mumbai
Date: August 8, 2025

Registered Office:
Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway, Vikhroli (East), Mumbai - 400079
CIN: U01403MH2011PLC218351



Godrej Seeds & Genetics LimitedGodrej One, 3rd Floor, Pirojshanagar,

Eastern Express Highway,

Vikhroli (East), Mumbai – 400 079,

Mumbai, Maharashtra, India.

Tel.: 022-25188010 / 8020 / 8030

Fax: (91-22) 25188485

CIN: U01403MH2011PLC218351

Website: www.godrejseedsandgenetics.comEmail: investor.gsgl@godrejinds.com**ATTENDANCE SLIP****Extra Ordinary General Meeting***(to be handed over at the Registration Counter)*

Name of the Member:	
Registered Address of Member:	
Regd. Folio No/ DP Id & Client Id:	
No. of shares held	

I/We hereby record my/our presence at Extra-Ordinary General Meeting [Meeting No. EGM/1/2025-26] of Godrej Seeds & Genetics Limited, held on Tuesday, August 12, 2025, at 11:30 a.m. (IST) at Godrej One, 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079.

.....
First/Sole Holder/Proxy.....
Second Holder/Proxy.....
Third Holder/Proxy

Godrej Seeds & Genetics Limited

Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Mumbai, Maharashtra, India.

Tel.: 022-25188010 / 8020 / 8030

Fax: (91-22) 25188485

CIN: U01403MH2011PLC218351

Website: www.godrejseedsandgenetics.com

Email: investor.gsgl@godrejinds.com

ROAD MAP FOR EGM VENUE

