

Godrej Seeds & Genetics Limited

Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway, Vikhroli (East),
Mumbai – 400 079, 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/3/2025-26]**

Notice is hereby given that an Extraordinary General Meeting of the Members of Godrej Seeds & Genetics Limited will be held on Wednesday, February 18, 2026, at 5:30 p.m. (IST) at the Registered Office of the Company to transact the following business at a shorter notice:

SPECIAL BUSINESS:

APPROVAL OF MAKING INVESTMENT(S) IN SECURITIES OF SUCH BODY CORPORATES AS MAY BE IDENTIFIED BY THE MANAGEMENT COMMITTEE, PURSUANT TO SECTION 186 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE LAWS

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

“RESOLVED THAT pursuant to the provisions of Sections 177, 179, 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, as may be applicable, and/or any other approvals, as may be required, and 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 accorded to invest / purchase and acquire the securities of such body corporates by way of subscription / purchase or otherwise for an amount not exceeding ₹650 Crore (Rupees Six Hundred and Fifty Crore Only), on such terms and conditions as may be finalized and deemed appropriate by the Company, notwithstanding that the aggregate of the investments to be made in terms of the sanctioned 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 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 the consent of the Members be and is hereby accorded to authorize the Management Committee of the Board of Directors, to identify the prospective investee company(ies) for making the investment(s) in their securities by way of purchase / acquisition or otherwise and to finalize the terms and conditions of such investment(s), as may be deemed appropriate and in the best interest of the Company.

RESOLVED FURTHER THAT the aforesaid approval accorded by the Members is for purchase of securities which may be made/executed/done by the Company from any person or entity or body corporate, including purchases from its related parties and/or any other party or entity, being in the ordinary course of business and on an arm’s length basis, on such terms and conditions as may be determined to be in the best interest of the Company.



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RESOLVED FURTHER THAT the Management Committee be and is hereby authorized to do all acts, deeds, matters and things, including negotiation, execution of documents, appointment of advisors, procuring valuation reports and making necessary filings or submissions with statutory authorities, as may be required to give full effect to this resolution, including but not limited to:

- a) Take from time to time all decisions and steps necessary for making such investment including deciding on whether or not to invest and varying it through divestment by sale, transfer or otherwise either partly or in full, as may be thought fit.
- b) decide and finalize the number of securities to be purchased / the amount of investment.
- c) decide the timing when the securities should be purchased.
- d) Take all decisions or steps such as signing share transfer and other deeds, forms and other documents as may be required in connection with the investment, if required.
- e) authorize suitable persons, as may be thought fit, to sign share transfer and other deeds, forms and other documents as may be required, to enable such investment.
- f) make necessary intimations to Stock Exchange(s) and/or SEBI / the statutory authorities, comply with all statutory regulations, etc. as applicable.
- g) settle all doubts / questions / difficulties incidental to any of the aforesaid activities and to complete all formalities in connection with the foregoing.
- h) Take all decisions and do all acts and deeds in case of divestment of aforesaid securities.

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.”

**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: February 17, 2026

Registered Office:

Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway, Vikhroli (East), Mumbai - 400079
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NOTES:



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1. 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 business as set out in this Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Company’s Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
3. Corporate Members under Section 113 of the Companies Act, 2013 intending to send their authorized representatives to attend the Extra Ordinary 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 to aditi.sonar@godrejinds.com.
4. A proxy so appointed shall not have any right to speak at the meeting. A person can act as a proxy on behalf of not more than 50 (fifty) members holding in the aggregate, not more than 10% (ten percent) of the total share capital of the Company. Members holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.

A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited Companies, Societies, etc., must be supported by an appropriate resolution / authority, as applicable.

During the period beginning 24 (Twenty-Four) hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 (Three) days’ of notice in writing is given to the Company.

5. The Company’s Registrar to an Issue 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.
6. In compliance with the applicable MCA Circulars, the Notice of EGM is being sent in electronic mode to Members whose e-mail address(es) are registered with the Company or the Depository Participant(s) and no physical copies will be dispatched to the Members. The Members are requested and encouraged to register / update their email addresses, with their Depository Participants.



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7. The draft of the documents referred to in the Notice of EGM are made available for inspection by the Members.
8. 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 **February 13, 2026**, only shall be entitled to vote at the EGM.
9. A Route Map giving directions to reach the venue of the EGM is given at the end of this Notice.
10. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. on **February 18, 2026**, subject to receipt of the requisite number of votes in favour of the Resolutions.
11. Manner of Voting during the EGM shall be through show of hands, unless a poll is demanded.
12. As approved by the Board of Directors of the Company, this EGM is being scheduled at shorter notice. Members are requested to grant their consent. The same can be submitted to Ms. Aditi Sonar, Company Secretary & Compliance Officer on aditi.sonar@godrejinds.com or submit the same at the Registered Office of the Company before the date of the Meeting.



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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 the Extra Ordinary General Meeting of Godrej Seeds & Genetics Limited held on Wednesday, February 18, 2026 at 5: 30 p.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



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PROXY FORM**Form No. MGT -11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
 (Management and Administration) Rules, 2014]

Folio No./DP ID/ Client Id	
Name of the Member	
Registered Address	
No. of Shares	
Email id	

I/We, being the member (s) of Godrej Seeds & Genetics Limited (“the Company”) holding
 shares, hereby appoint: -

1. Name _____
 Address _____
 Email ID _____ or failing him;
2. Name _____
 Address _____
 Email ID _____ or failing him;
3. Name _____
 Address _____
 Email ID _____;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Wednesday, February 18, 2026 at 5:30 p.m. (IST) at Godrej One, 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:



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Sr. No.	Resolution	Vote		
		For	Against	Abstain
	Special Business:			
1.	APPROVAL OF MAKING INVESTMENT(S) IN SECURITIES OF SUCHBODY CORPORATES) AS MAY BE IDENTIFIED BY THE MANAGEMENT COMMITTEE, PURSUANT TO SECTION 186 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE LAWS			

Signed this _____ day of _____ 2026



Signature of the Shareholder _____

Signature of the Proxy Holder _____

Note:

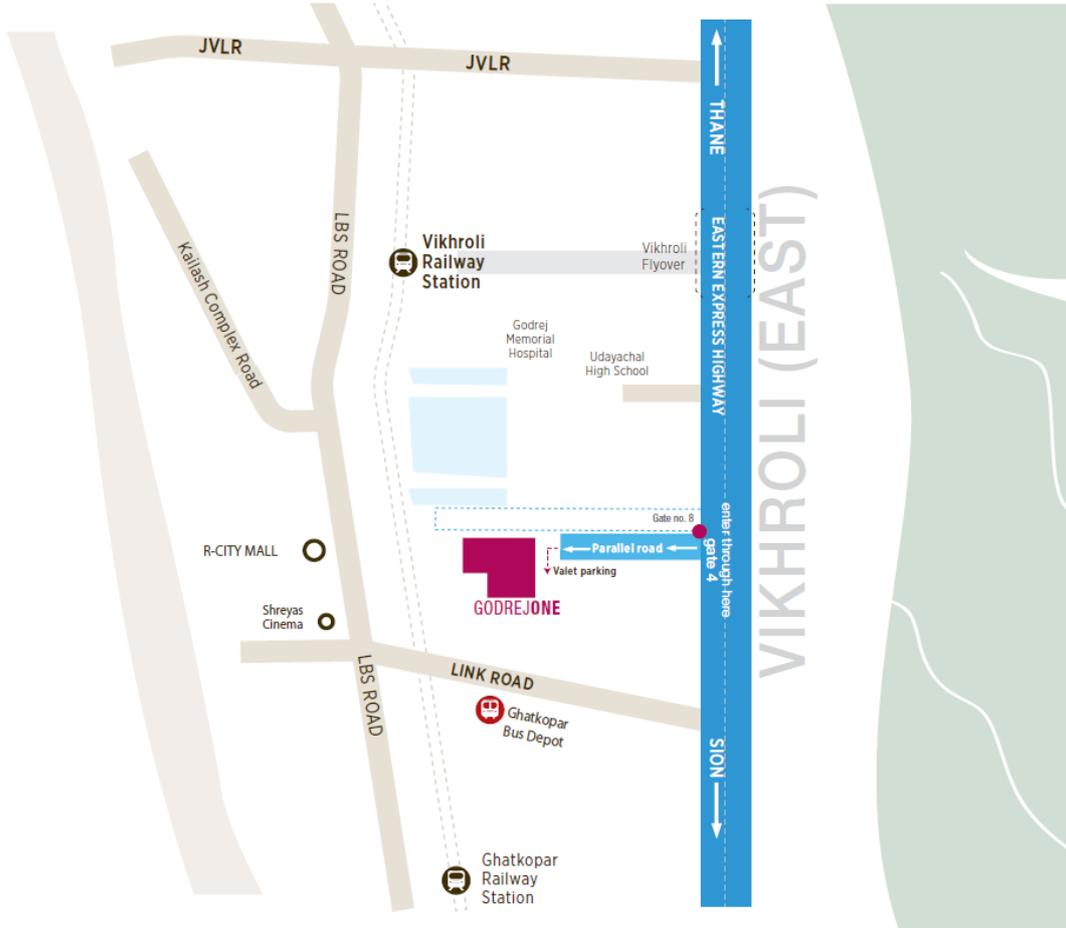
1. This form, in order to be effective, should be duly stamped, signed, completed and deposited at the Registered Office of the Company, not less than 48 (Forty Eight) hours before the meeting.
2. It is optional to indicate your preference. If you leave the For, Against or Abstain column blank against the resolution, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. Members are requested to note that a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.



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ROAD MAP FOR EGM VENUE



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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 business mentioned in the accompanying Notice for convening the EGM of the Company.

Item No. 1

APPROVAL OF MAKING INVESTMENT(S) IN SECURITIES OF SUCH BODY CORPORATES AS MAY BE IDENTIFIED BY THE MANAGEMENT COMMITTEE, PURSUANT TO SECTION 186 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE LAWS.

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 Members are requested to note that, it is proposed to seek an approval for making investment(s) in securities of such body corporates for an amount not exceeding ₹650 Crore (Rupees Six Hundred and Fifty Crore Only), as may be identified from time to time. The Members are informed that granting an enabling approval would provide operational flexibility to evaluate and execute suitable investment opportunities in a timely manner, subject to compliance with applicable provisions of the Companies Act, 2013 and other applicable laws.

It is further informed that the Management Committee and / or Director(s) / Official(s) of the Company would be authorised to identify the investee company(ies) and any person or entity or body corporate from whom such purchase can be made including but not limited to purchases from its related parties and / or any other entities and finalize the terms and conditions for making prospective investment(s) in the ordinary course of business and on an arm’s length basis, on such terms and conditions as may be determined to be in the best interest of the Company in accordance with the approval of the Audit Committee, the Board of Directors and Shareholders of the Company in this regard.

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 way of such company(ies) as may be finalized and deemed appropriate by the Management Committee.



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The aforesaid transaction(s) are / shall be in ordinary course of business and on arm's length basis if entered into within / as per the range as opined by the Registered Valuers, as applicable.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on February 17, 2026, have granted their approval and recommended the same to the Members of the Company.

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. 1** for approval of the Members.

**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: February 17, 2026

Registered Office:

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