

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/2/2025-26]

Notice is hereby given that an Extraordinary General Meeting of the Members of Godrej Seeds & Genetics Limited will be held on Friday, October 10, 2025, at 1:00 p.m. (IST) at the Registered Office of the Company to transact the following business at a shorter notice:

SPECIAL BUSINESSES:

1. APPROVAL FOR ENTERING INTO MATERIAL RELATED PARTY TRANSACTION(S) FOR ACQUIRING STAKE IN GODREJ VENTURES AND INVESTMENT ADVISERS PRIVATE LIMITED (FORMERLY KNOWN AS GODREJ FUND MANAGEMENT AND INVESTMENT ADVISERS PRIVATE LIMITED) FROM ANAMUDI REAL ESTATES LLP

To consider and if thought fit, to pass, the following as an **ORDINARY RESOLUTION**:

“RESOLVED THAT in furtherance of resolution passed by Shareholders on August 12, 2025, pursuant to Regulation 62K and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and applicable provisions of the Companies Act, 2013, if any, read with the rules made thereunder (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on No Objection Certificate received from the Debenture Trustees of the Company, the Company’s Policy on Related Party Transactions and upon recommendations and approvals of the Audit Committee and the Board of Directors, the consent of the Members is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) with Godrej Ventures and Investment Advisers Private Limited (formerly known as Godrej Fund Management and Investment Advisers Private Limited) (“GV”) to further acquire its securities of by way of subscription / purchase or otherwise from Anamudi Real Estates LLP, and accordingly a related party under Regulation 2(1)(zb) of the Listing Regulations, and / or further additional investment(s), if any, on such terms and conditions as may be agreed with GV, for an aggregate value of upto a sum of ₹4,000 Crore (Rupees Four Thousand Crore Only) to be entered within a period of twelve months commencing from the date of approval of Shareholders of the Company and the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Management Committee of the Board of Directors and / or Board of Director and / Mr. H. R. Jani , Chief Financial Officer and / or Mr. Nadir B. Godrej, Mr. Clement Pinto (“Authorized Signatories”) be and are hereby severally authorized to take from time to time all decisions and steps necessary, expedient or necessary, subject to the requisite approval of any regulatory authorities, as the case may be, in respect of the above mentioned investment and to delegate all or any of the above powers to any Committee of Directors 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, including deciding 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,



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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.”

2. TO APPROVE ENTERING INTO MATERIAL RELATED PARTY TRANSACTION(S) WITH ENTITIES BELONGING TO GODREJ INDUSTRIES GROUP (GIG)

To consider and if thought fit, to pass, the following as an **ORDINARY RESOLUTION**:

“RESOLVED THAT in furtherance of resolution passed by Shareholders on August 12, 2025, pursuant to Regulation 62K and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the other applicable provisions, including applicable provisions of the Companies Act, 2013, if any, read with the rules made thereunder (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on No Objection Certificate received from the Debenture Trustees of the Company, the Company’s Policy on Related Party Transactions and upon recommendations and approvals of the Audit Committee and the Board of Directors, the consent of the Members is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) with entities belonging to Godrej Industries Group (“GIG”) to further acquire its securities of by way of subscription / purchase or otherwise up to ₹12,000 Crore (Rupees Twelve Thousand Crore Only), and accordingly a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed, to be entered within a period of twelve months commencing from the date of approval of Shareholders of the Company and the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Management Committee of the Board of Directors and / or Board of Director and / Mr. H. R. Jani , Chief Financial Officer and / or Mr. Nadir B. Godrej, Mr. Clement Pinto (“Authorized Signatories”) be and are hereby severally authorized to take from time to time all decisions and steps necessary, expedient or necessary, subject to the requisite approval of any regulatory authorities, as the case may be, in respect of the above mentioned investment and to delegate all or any of the above powers to any Committee of Directors 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, including deciding 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.



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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 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.”

**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: October 6, 2025

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

NOTES:

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 businesses 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 authorised representatives to attend the Extra Ordinary General Meeting (EGM) are requested to send a certified copy of the Board Resolution authorising 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



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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 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.
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 **October 3, 2025**, 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 **October 10, 2025**, 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 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 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 Friday, October 10, 2025 at 1: 00 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 Seed & 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 Friday, October 10, 2025 at 1:00 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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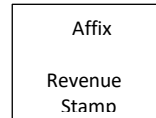
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Sr. No.	Resolution	Vote		
		For	Against	Abstain
	Special Business:			
1.	APPROVAL FOR ENTERING INTO MATERIAL RELATED PARTY TRANSACTION(S) FOR ACQUIRING STAKE IN GODREJ VENTURES AND INVESTMENT ADVISERS PRIVATE LIMITED (FORMERLY KNOWN AS GODREJ FUND MANAGEMENT AND INVESTMENT ADVISERS PRIVATE LIMITED) FROM ANAMUDI REAL ESTATES LLP			
2.	TO APPROVE ENTERING INTO MATERIAL RELATED PARTY TRANSACTION(S) WITH ENTITIES BELONGING TO GODREJ INDUSTRIES GROUP (GIG)			

Signed this _____ day of _____ 2025



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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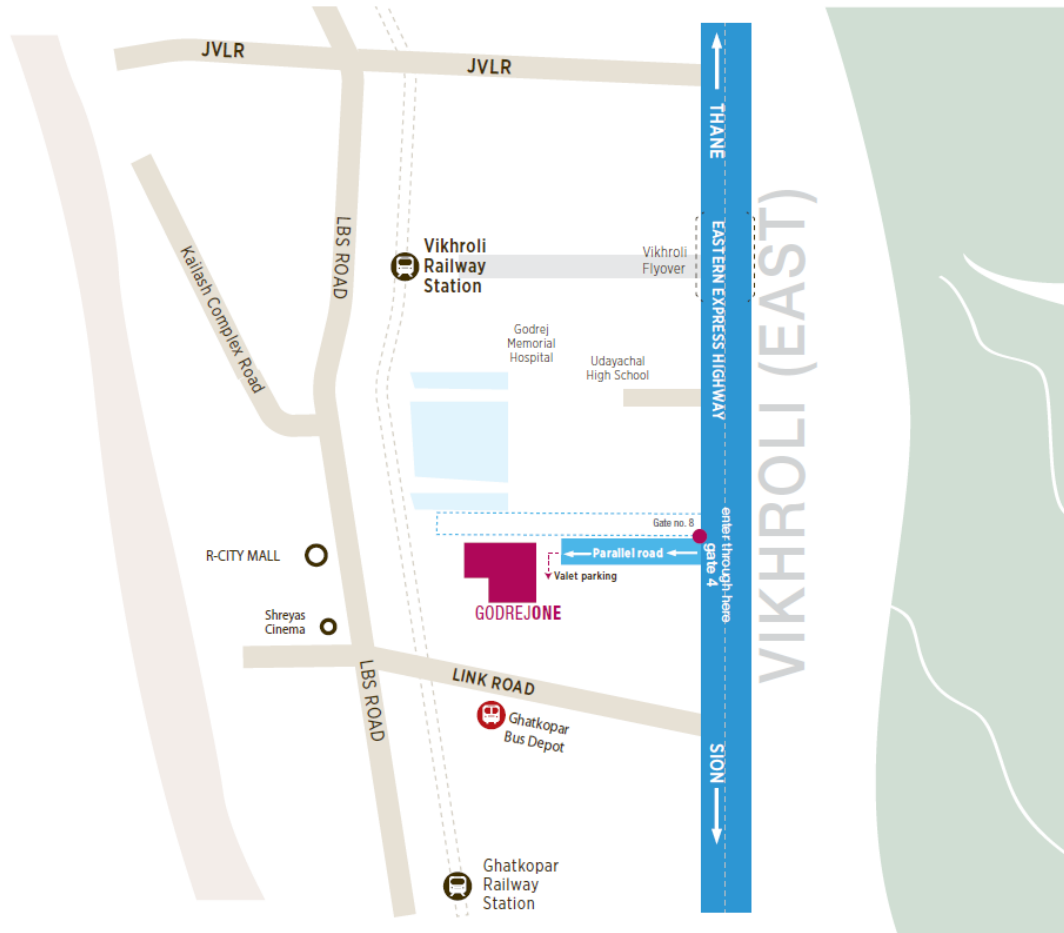
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ROAD MAP FOR EGM VENUE



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

Item No. 1**APPROVAL FOR ENTERING INTO MATERIAL RELATED PARTY TRANSACTION(S) FOR ACQUIRING STAKE IN GODREJ VENTURES AND INVESTMENT ADVISERS PRIVATE LIMITED (FORMERLY KNOWN AS GODREJ FUND MANAGEMENT AND INVESTMENT ADVISERS PRIVATE LIMITED) FROM ANAMUDI REAL ESTATES LLP**

In terms of provisions of Regulation 62K and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013, if any, read with the rules made thereunder (“the Act”) and Company’s Policy on dealing with Related Party Transaction, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees One Thousand Crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. As per the Audited Financial Statement as on March 31, 2025, the 10% of annual consolidated turnover of the is ₹ 84.36 Crore.

SEBI Listing Regulations further provides that all material related party transactions and subsequent material modifications shall require prior No-Objection Certificate from the Debenture Trustee and then approval of the shareholders through resolution shall be obtained.

In light of the above provisions, the proposed acquisition of securities of Godrej Ventures and Investment Advisers Private Limited (formerly known as Godrej Fund Management and Investment Advisers Private Limited) up to ₹4,000 Crore (Rupees Four Thousand Crore Only) from Anamudi Real Estates LLP and / or further additional investment(s), if any, as previously approved by the Committee / Board of Directors from time to time, are identified as Material Related Party Transactions and thus, require prior No-Objection Certificate from the Debenture Trustee followed by approval of Shareholders of the Company before execution of the said transactions.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on October 6, 2025, have granted their approval and recommended the same to the Members of the Company.

The Company has received a No-Objection Certificate from Catalyst Trusteeship Limited, the Debenture Trustees of the Company in this regard on October 3, 2025, basis consent received from the Debenture Holders holding more than fifty per cent of the debentures in value.



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Members of the Company are requested to consider and grant its approval for entering into these material related party transaction(s) relating to making investments.

The disclosures and information required to be placed before the Members in terms of the applicable laws issued in this regard for the Material RPTs are given elsewhere in this Notice.

The proposed transaction(s) are subject to the receipt of requisite approvals from shareholders and regulatory authorities, if any, and the expected timeline of completion is 1(one) year from the date of shareholders' approval.

Ms. Tanya Dubash and Ms. Nisaba Godrej, Directors of the Company and their relatives are deemed to be interested in this Resolution to the extent of their Directorship only. 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 promoter and promoter group shall abstain from voting on the said resolution at the EGM.

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 **ORDINARY RESOLUTION** set out at **Item No. 1** for approval of the Members.

Item No. 2**TO APPROVE ENTERING INTO MATERIAL RELATED PARTY TRANSACTION(S) WITH ENTITIES BELONGING TO GODREJ INDUSTRIES GROUP (GIG).**

In terms of provisions of Regulation 62K and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013, if any, read with the rules made thereunder ("the Act") and Company's Policy on dealing with Related Party Transaction, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees One Thousand Crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. As per the Audited Financial Statement as on March 31, 2025, the 10% of annual consolidated turnover of the is ₹ 84.36 Crore.

SEBI Listing Regulations further provides that all material related party transactions and subsequent material modifications shall require prior No-Objection Certificate from the Debenture Trustee and then approval of the shareholders through resolution shall be obtained.



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In light of the above provisions, the proposed investment in and in securities of entities belonging to Godrej Industries Group (GIG) either from another body corporate or otherwise up to ₹12,000 Crore (Rupees Twelve Thousand Crore Only), from time to time, as previously approved by the Committee / Board of Directors from time to time, are identified as Material Related Party Transactions and thus, require prior No-Objection Certificate from the Debenture Trustee followed by approval of Shareholders of the Company before execution of the said transactions.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on October 6, 2025, have granted their approval and recommended the same to the Members of the Company.

The Company has received a No-Objection Certificate from Catalyst Trusteeship Limited, the Debenture Trustees of the Company in this regard on October 3, 2025, basis consent received from the Debenture Holders holding more than fifty per cent of the debentures in value.

Members of the Company are requested to consider and grant its approval for entering into these material related party transaction(s) relating to making investments.

The disclosures and information required to be placed before the Members in terms of the applicable laws issued in this regard for the Material RPTs are given elsewhere in this Notice.

The proposed transaction(s) are subject to the receipt of requisite approvals from shareholders and regulatory authorities, if any, and the expected timeline of completion is 1(one) year from the date of shareholders' approval.

Ms. Tanya Dubash, Ms. Nisaba Godrej and Mr. Mathew Eipe, Directors of the Company and their relatives are deemed to be interested in this Resolution to the extent of their directorship only. 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 promoter and promoter group shall abstain from voting on the said resolution at the EGM.

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 **ORDINARY RESOLUTION** set out at **Item No. 2** for approval of the Members.



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The disclosures and information required to be placed before the Shareholders in terms of the applicable laws:

Sr. No.	Particulars of the information	Information provided by the management	
	A (1) Basic details of the related party	Transaction 1	Transaction 2
1	Name of the related party	a. Godrej Ventures and Investment Advisers Private Limited (formerly known as Godrej Fund Management and Investment Advisers Private Limited) ["Godrej Ventures"] b. Anamudi Real Estates LLP ["Anamudi"]	Entities belonging to Godrej Industries Group (GIG) including but not limited to Godrej Industries Limited, Godrej Agrovet Limited, Godrej Properties Limited, Godrej Consumer Products Limited etc.
2	Country of incorporation of the related party	India	India
3	Nature of business of the related party	Godrej Ventures is a real estate private equity firm investing global institutional capital in Indian markets. Anamudi Real Estates LLP is a privately held firm formed for the purpose of engaging in the business of sub-letting and renting of immovable properties.	GIG is engaged in various business lines and diversified conglomerate.
A (2) Relationship and ownership of the related party			
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole	Godrej Ventures and Anamudi are related parties. The Company has no existing shareholding in Godrej Ventures.	The entities form part of GIG Group. The necessary details of transaction to be placed before the management committee from time to time.



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proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Ms. Tanya Dubash and Ms. Nisaba Godrej hold 16.67% of the Capital Contribution in Anamudi. Godrej Ventures and Anamudi do not hold any shares in the Company.	
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A(3). Details of previous transactions with the related party

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Nil	The necessary details of transaction to be placed before the management committee from time to time.
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil	The necessary details of transaction to be placed before the management committee from time to time.
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil	The necessary details of transaction to be placed before the management committee from time to time.

A(4). Amount of the proposed transaction(s)

1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Up to Rs. 4,000 Crore	Up to Rs. 12,000 Crore.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party	Yes	Yes



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	during the current financial year would render the proposed transaction a material RPT?																		
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	374%	The necessary details of transaction to be placed before the management committee from time to time.																
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA	NA																
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Godrej Ventures: 3355% Anamudi: 6836%	The necessary details of transaction to be placed before the management committee from time to time.																
6.	Financial performance of the related party for the immediately preceding financial year: Explanations: <i>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis</i>	Godrej Ventures: <table><tr><td>Particulars</td><td>FY 2024-2025 (INR) Crore</td></tr><tr><td>Turnover</td><td>68.89</td></tr><tr><td>Profit After Tax</td><td>24.04</td></tr><tr><td>Net worth</td><td>50.15</td></tr></table> Anamudi: <table><tr><td>Particulars</td><td>FY 2024-2025 (INR) Crore</td></tr><tr><td>Turnover</td><td>61.67</td></tr><tr><td>Profit After Tax</td><td>530.86</td></tr><tr><td>Net worth</td><td>743.81</td></tr></table>	Particulars	FY 2024-2025 (INR) Crore	Turnover	68.89	Profit After Tax	24.04	Net worth	50.15	Particulars	FY 2024-2025 (INR) Crore	Turnover	61.67	Profit After Tax	530.86	Net worth	743.81	The necessary details of transaction to be placed before the management committee from time to time.
Particulars	FY 2024-2025 (INR) Crore																		
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A(5). Basic details of the proposed transaction			
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Acquisition of securities of Godrej Ventures from Anamudi Real Estates LLP	The necessary details of transaction to be placed before the management committee from time to time.
2.	Details of each type of the proposed transaction	Acquisition of securities	The necessary details of transaction to be placed before the management committee from time to time.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The proposed transaction(s) are subject to the receipt of requisite approvals from shareholders and regulatory authorities, if any, and the expected timeline of completion is 1(one) year from the date of shareholders' approval.	The necessary details of transaction to be placed before the management committee from time to time.
4.	Whether omnibus approval is being sought?	No	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The proposed transaction(s) are subject to the receipt of requisite approvals from shareholders and regulatory authorities, if any, and the expected timeline of completion is 1(one) year from the date of shareholders' approval	The necessary details of transaction to be placed before the management committee from time to time.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	This is a part of strategic investment planning.	The necessary details of transaction to be placed before the management committee from time to time.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.	Mr. Pirojsha Godrej, Promoter of the Company, is a Director of Godrej Ventures and a Designated Partner of Anamudi.	The necessary details of transaction to be placed before the management committee from time to time.
	a. Name of the director / KMP	Ms. Tanya Dubash Ms. Nisaba Godrej	The necessary details of transaction to be placed before the management committee from time to time.



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	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Ms. Tanya Dubash and Ms. Nisaba Godrej contributed 16.67% of Capital Contribution in Anamudi.	The necessary details of transaction to be placed before the management committee from time to time.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA	The necessary details of transaction to be placed before the management committee from time to time.
9.	Other information relevant for decision making.	Mr. Pirojsha Godrej is a Director of Godrej Ventures, who is sibling of Ms. Tanya Dubash and Ms. Nisaba Godrej. He is also a Designated Partner of Anamudi Real Estates LLP.	The necessary details of transaction to be placed before the management committee from time to time.
B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its Subsidiary			
1.	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	Borrowed Funds / Internal accruals	The necessary details of transaction to be placed before the management committee from time to time.
2.	Where any financial indebtedness is incurred to make investment, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.</i>		The necessary details of transaction to be placed before the management committee from time to time.
	a. Nature of indebtedness	Funds raised by way of issuing Non-Convertible Debentures / Availing Term Loan	The necessary details of transaction to be placed before the management committee from time to time.
	b. Total cost of borrowing	~8.00% - 10.50%	
	c. Tenure	2.5 Years to 5 Years	
	d. Other details	NA	
3.	Purpose for which funds shall be utilized by the investee company.	As may be decided by the related party and its authorized persons.	The necessary details of transaction to be placed before the management committee from time to time.
4.	Material terms of the proposed transaction	The Company will purchase the securities of Godrej Ventures from Anamudi at	The necessary details of transaction to be placed before the management



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		such price as prevailing in the market.	committee from time to time.
C(2). Disclosure <i>only</i> in case of transactions relating to any investment made by the listed entity or its subsidiary			
1.	Latest credit rating of the related party <i>Note:</i> <i>a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i> <i>b. This shall be applicable in case of investment in debt securities.</i>	None	The necessary details of transaction to be placed before the management committee from time to time.
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Yes, same is obtained.	The necessary details of transaction to be placed before the management committee from time to time.

**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: October 6, 2025

Registered Office:
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