GSP CROP SCIENCE LIMITED
404, Lalita Complex, Rasala Road, Mithakhali Six Road,
Navrangpura, Ahmedabad - 380009, Gujarat, India.
+91-79-61915111, 61915151, 26449936 info@gspcrop.in
www.gspcrop.in | CIN: L24120GJ1985PLC007641

Date: August 24, 2026

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051

Scrip Code: 544733

Trading Symbol: GSPCROP

Dear Sir/Madam,

Sub: Submission of AGM Notice of 41st Annual General Meeting and Annual Report for the Financial Year 2025-26

Pursuant to Regulation 30 and 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the 41st Annual General Meeting ("AGM") Notice of the Company along with Annual Report for the financial year 2025-26.

The 41st Annual General Meeting ("AGM") of the Company will be held on Friday, September 18, 2026 at 11:30 a.m. (IST) through Video Conferencing / Other Audio Visual means ("VC/OAVM").

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members with the remote e-voting facility to cast their votes electronically on the resolutions mentioned in the AGM Notice using the electronic voting platform provided by Central Depository Services (India) Limited (CDSL). The voting rights of members shall be in proportion to the shares held by them, as on the cut-off date i.e. Friday, September 11, 2026.

The remote e-voting period commences on Tuesday, September 15, 2026, 2026 at 09:00 a.m. (IST) and ends on Thursday, September 17, 2026 at 05:00 p.m. (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter. The Annual Report containing the AGM Notice is also uploaded on the Company's website viz. www.gspcrop.in

You are requested to take the same on your records.

Thanking you,

Yours faithfully,
For GSP Crop Science Limited

Patel Kamleshbhai D
Digitally signed by Patel Kamleshbhai D
Date: 2026.08.24 18:04:39 +05'30'

Kamleshbhai D Patel
Company Secretary & Compliance Officer
M. No. FCS 8018
Encl. As above

NOTICE

To the Members of GSP Crop Science Limited

NOTICE is hereby given that the Forty-First (41st) Annual General Meeting (AGM) of **GSP Crop Science Limited** will be held on Friday, September 18, 2026 at 11:30 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the business as set out in this Notice.

In compliance with the applicable provisions, the venue of the meeting shall be deemed to be the Registered Office of the Company.

ORDINARY BUSINESS:

1. To receive, consider, and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon, and in this regard to consider and if deemed fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

   "**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon as circulated to the Members be and are hereby considered and adopted."

2. To declare the Final Dividend on Equity Shares for the Financial Year ended March 31, 2026, and in this regard to consider and if deemed fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 123 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Declaration and Payment of Dividend) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the final dividend recommended by the Board of Directors at the rate of 10% i.e., ₹1/- (Rupee One Only) per equity share of face value of ₹10/- each, for the Financial Year ended March 31, 2026, be and is hereby approved.

   RESOLVED FURTHER THAT the said dividend be paid, subject to deduction of tax at source (TDS) as per the Income Tax Act, 1961, to those members whose names appear in the Register of Members and as beneficial owners in the records of the depositories as on the Record Date fixed by the Company for this purpose.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution."

3. To appoint a Director in place of Mr. Shail Jayesh Shah (DIN: 07543594), Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment, and in this regard to consider and if deemed fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** Mr. Shail Jayesh Shah (DIN: 07543594), who retires by rotation at this meeting pursuant to Section 152 of the Companies Act, 2013, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation."

SPECIAL BUSINESS:

4. Ratification of remuneration payable to Cost Auditors of the Company:

   To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 400,000/- plus applicable taxes and reimbursement of out-of-pocket expenses, payable to M/s. Dalwadi & Associates, Cost Accountants (Membership No. 8996, Firm Registration No. 000338), who were appointed by the Board of Directors as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2027, be and is hereby ratified and approved.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, expedient, incidental, or ancillary to give effect to this resolution, and to settle any question, difficulty, or doubt that may arise in this regard."

5. Appointment of Secretarial Auditor of the Company:

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Chirag Shah & Associates, Company Secretaries (Firm Registration No. P2025GJ106000, Peer Review Certificate No. 6543/2025), be and are hereby appointed as the Secretarial Auditors of the Company for a term of 5 (five) consecutive financial years, to conduct the Secretarial Audit of the Company commencing from the financial year 2026-27 up to the financial year 2030-31, on such remuneration and reimbursement of out-of-pocket expenses as may be mutually agreed upon between the Board of Directors and the Secretarial Auditors.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded to the Board of Directors (which term shall be deemed to include any Committee thereof, including the Audit Committee) to avail or obtain from the Secretarial Auditors, from time to time, such other professional services, certificates, reports, or opinions as they are eligible to provide under applicable laws, at a remuneration to be determined by the Audit Committee and/or the Board of Directors of the Company.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to sign, file, and submit the necessary forms, returns, and documents with the Registrar of Companies (RoC), Ministry of Corporate Affairs, and/or the Stock Exchanges, and to take all such steps, deeds, matters, and things as may be necessary, proper, or desirable to give effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard."

6. Alteration/Amendment/Modification in the object clause of the Memorandum of Association of the Company:

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities Contracts (Regulation) Act, 1956, and other applicable laws, rules, regulations and guidelines, and subject to such approvals, permissions and sanctions as may be necessary, consent of the members/shareholders of the Company be and is hereby accorded for alteration of object of the Memorandum of Association of the Company by replacing / substituting the existing Object Clause III (b) – Matters which are necessary for furtherance of the Objects specified in Clause III (A) namely:

1. To apply for, purchase, acquire, and protect, prolong and renew in any part of the world any patents, patent rights, brevets invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and or grant licences or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the Company may acquire or proposes to acquire.

2. To establish, provide, maintain and conduct or subsidies research laboratories and experimental workshops for scientific and technical researches, experiments and tests of all kinds and devices and/or to sponsor or draw out programmes for promoting scientific, technical, social, economic and educational research and development and assist in the execution and promotion of such programmes either directly or through an independent agency or in any other manner, directly or indirectly and to secure such approvals, exemptions and/or recognitions under the Income Tax Act, 1961 and any other law for the time being in force and to promote studies and researches both scientific and technical investigations, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarships, prizes, grants to students and generally to encourage, promote inventions of any kind that may be considered useful to the Company.

3. To form, incorporate, promote, purchase, acquire, undertake or takeover, the whole or any part of the business, profession, goodwill, assets, properties (movable or immovable), contracts, agreements, rights, privileges, effects, obligations and liabilities of any persons, firm or Company or Companies carrying on all or any of proposing to carry on or ceasing to carry on any business, profession or activities which the Company is authorized to carry on or the acquisition of all or any of the properties, rights and assets of any Company or subject to the provisions of the Companies Act, 2013, the control and management of the Company or the undertaking of the acquisitions of any other object or objects which in the opinion of the Company could or might directly or indirectly be beneficial or advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation or takeover or acquisition and to remunerate any person, firm or Company in any manner, it shall think fit for services rendered or to be rendered for and in respect of such promotion or incorporation or takeover or acquisition or in obtaining subscription of or the placing of any shares, stocks, bonds, debentures, obligations or securities of any such Company or Companies, subject to the provisions of the Companies Act, 2013.

4. Subject to the provisions of applicable law to procure registration, incorporation or recognition of the Company in any country state or place and to establish and regulate agencies for the purpose of the Company's business and to apply or join in applying to any parliament, local government, municipal or other authority or body, Indian or foreign for any rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.

5. To enter into partnership or any arrangement for sharing or pooling profits, amalgamations, union of interest, co-operation, joint venture, reciprocal concessions or to amalgamate with any person or Company carrying on or engaged in or about to carry on or engaged in any business, undertaking or transactions which this Company is authorized to carry on or engaged in any business, undertaking or transactions which may seem capable of being carried on or conducted, so as directly or indirectly, to benefit the Company.

6. To acquire or amalgamate, absorb or merge with any other Company or Companies or to form, promote subsidiaries having objects altogether or in part similar to those of this Company.

7. To manage, sell, dispose off, let, mortgage, exchange, redeem, underlet, grant leases, licenses, easements or turn to account or otherwise dispose off in any manner the whole of the undertaking or any properties (movable or immovable), assets, rights, and effects of the Company or any part thereof, on such terms and for such purposes and for such consideration as the Company may think fit and in particular for shares, debentures, or securities of any other Company having objects altogether or in part similar to those of this Company and in the event of winding up of the Company to distribute among the members in specie or kind any properties or assets of the Company or any proceeds of sale or disposal of any properties of the Company, subject to the provisions of the Companies Act, 2013.

8. To promote or join in the promotion of any Company or Companies including subsidiary Companies (wholly owned or partly owned) for the purpose of acquiring all or any of the properties, rights and liabilities of the Company or for any other purposes which may seem directly or indirectly calculated to benefit the Company and to underwrite shares and securities therein.

9. To enter into arrangements with any government or authorities municipal, local or any persons or Company in India or abroad that may seem conducive to the objects of the Company or any of them and to apply for, secure, acquire, obtain from such government, authorities, persons or Company any right, privileges, powers, authority, charters, contracts, licences, concessions, grants, decrees, rights which the Company may think desirable.

10. Subject to provisions of Companies Act, 2013 and the rules framed there under and the directives issued by the Reserve Bank of India, to borrow or raise money or to take money on loan on interest from banks, financial institutions, government agencies, cooperative societies, persons, Companies, firm, in such manner as the Company may think fit and in particular by the issue of debentures or debenture-stock, perpetual including debentures or debenture stock convertible into shares of this Company or perpetual annuities and insecurity of any

such money borrowed, raised or received to mortgage, pledge, hypothecate, or charge the whole or any part of the properties (movable or immovable) assets or revenue of the Company present or future including its uncalled capital by special assignments or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may be deemed expedient and to purchase, redeem or pay off any such securities. The Company shall not carryon any banking or insurance business which may fall within the purview of Banking Regulations Act, 1949 or the Insurance Act, 1938, respectively.

11. To pay all costs, charges and expenses of and incidental to the promotion, formation, registrationandestablishmentoftheCompany and charges in connection therewith and/ or make donations(by cash or other assets) to remunerate by allotment of fully or partly paid shares or by a call or option on shares, debentures, debenture-stocks or securities of this or any other Company or in any other manner, out of the Company's capital or profits to any person, firm, Company assisting to place or guaranteeing the subscription of other security of the Company in or about the formation or promotion of the Company or for any other reason which the Company may think fit subject to the provisions of the Companies Act, 2013.

12. To do all or any of the above things in India or in any part of the world as principals, agents, contractors or trustees and either alone or in conjunction with others.

13. To make, draw, accept, endorse, discount, execute, negotiate, assign, and issue cheques, promissory notes, drafts, hundies, bonds, railway receipts, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instrument.

14. To guarantee the payment of money secured or unsecured by or payable under or in respect of any promissory notes, bonds, debenture stocks, contracts, mortgages, charges, obligations, instruments and securities of any Company or of any authority, central, state, municipal, local or of any person whomsoever whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations of any person, firm or Company and to guarantee the repayment of loan with interest availed from Financial institution/s, Banks, Private Financiers, availed by any person, Company, firm, society, trust or body corporate.

15. To guarantee or become liable for the performance of the obligations and the payment of interest on any debentures or securities of any Company, corporation or association or a persons in which such guarantees may be considered beneficial or advantageous, directly or indirectly to further the objects of the Company or the interest of the members.

16. To open and operate current, overdrafts, loan, cash credit or deposit or any other type of accounts with any banks, Company, firm, association or person.

17. To donate, gift, contribute, subscribe, promote, support or aid or assist or guarantee money to charitable, benevolent, religious, scientific, national, public or to other institutions, funds or objects, or for any public, general or other objects and to accept gifts, bequests devices and donations from any firm, Company or persons as may be thought appropriate or conducive to the interest of the Company.

18. To carry on business or any branch of a business whether in India or outside India which this Company is authorised to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on or for finance any such subsidiary, guaranteeing its liabilities or to make any other arrangement which seem desirable with reference to any business or branch so carried on and provision at any time either temporarily or permanently to close any such branch or business.

19. Subject to the provisions of the Companies Act, 2013 to accumulate funds and to invest or dealing with and invest in any deposits, shares, stocks, debentures, debenture-stocks, kinds obligations, or securities by original subscription, participation in syndicates having similar objects and to tender, purchase, exchange and to subscribe for the same and to guarantee the subscription thereof and to exercise and enforce all the rights and powers conferred by or incidental to the ownership thereof.

20. To create any depreciation fund, reserve funds, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures, redeemable preference shares or gratuity or

pension or for any other purpose conducive to the interest of the Company.

21. To undertake, carry out, promote and sponsor rural or semi urban or urban development including any programme for promoting the social and economic welfare or uplift of the public in any such area and to incur any expenditure on any programme of rural, semiurban and urban development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner.

22. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for the discharging of social and moral responsibilities of the Company to the public or any section of the public as also any activities to promote national welfare or social, economic and without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activities for publication of any books, literature, newspapers or for organizing lectures or seminars likely to advance these objects or for giving merit awards or scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, funds or trusts having any one of therefore said objects as one of its objects by giving donations and/or contributions, subsidies and/or grants or in any other manner.

23. Subject to provisions of the Companies Act, 2013, to place, reserve, distribute, as dividend or bonus or to apply as the Company may from time to time determine any moneys received in payment of dividend or money arising from the sale of forfeited shares or any money received by way of premium on shares or debentures issued at a premium by the Company.

24. To engage, employ, train, either in India or elsewhere, suspend and dismiss any agents, managers, superintendents, assistants, clerks, coolies other employees and to remunerate any such persons at such rate as shall be thought fit and to grant pensions or gratuities to any such person or to his widow or children and generally to provide for the welfare of employees.

25. To refer or agree to refer any claims, demands, disputes or any other questions by or against Company or in which the Company is interested or concerned and whether between the Company and the member or members or his or their representatives or between the Company and third party to arbitration in India or at any place outside India and to observe, perform and to do all acts, deeds, matters and things to carry out or enforce the awards.

26. To use trademarks, trade names or brand names for the business activities products and goods and adopt such means of making known the business and products in which the Company is dealing as may seem expedient and in particular by advertising on radio, television, newspapers, magazines, periodicals, by circulars, by opening stalls and exhibition, by publication of books and periodicals, by distributing samples and by ranting prizes, rewards and awards.

27. To undertake the payment of all rent and the performance of all covenants, contracts, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or acquired by the Company.

28. To become members of or to enter into any agreement with any institution, association or Company carrying on or which may carry on research and other scientific work of investigation in connection with any business of Company or other trades or industries allied therewith or ancillary thereto and to acquire shares in any such institutions, association or Company and contribute towards the capital or funds, thereof.

29. To ensure properties, assets, undertakings, contracts, guarantees, liabilities, risks or obligations of the Company of every nature and kind.

30. To receive donations, gifts, contributions, subsidies, grants, and other mode of receipts of money for the furtherance of the objects of the Company.

31. To invest the funds of the Company not immediately required in Government or Semi Government corporations, Companies or firms.

32. To pay a share in the profit of the Company or commission to brokers, sub-agents, agents or any other Company, firm or person including the employees of the Company as may be thought fit for services rendered to the Company.

33. To employ experts, to investigate and examine into the conditions prospects, value character and circumstances of any business concerns

and undertaking and generally of any assets, concessions, properties and/or rights.

34. To open establish, maintain and to discontinue in India or overseas any offices, branch offices, regional offices, trade centres, exhibition centres, liaison offices and to keep local or resident representative in any part of the world for the purpose of promoting the business of the Company.

35. To undertake and execute any trust which may be beneficial to the Company directly or indirectly.

36. To enter into arrangement for technical collaboration and/or other form of agreement including capital participation with a foreign or Indian Company for the purpose of manufacture, quality control and product improvements and for marketing of the products which the Company is empowered to manufacture and/or market and to pay or to receive for such technical assistance or collaborations, royalties or other fees in cash or by allotment of shares of the Company credited as paid up or issue of debentures or debentures stock, subject to the provisions of laws for the time being in force.

37. To secure contracts for supply of the products manufactured by the Company to military, civil and other departments of the government or semi-government bodies, corporations, public or private contracts, firms or persons and to recruit trained persons including persons retired from defense, police, military and paramilitary forces to employ detectives.

38. To take part in the management, supervision and control of the contracts, rights, turnkey jobs, operations or business of any Company or undertaking entitled to carry on the business which the Company is authorized to carry on.

39. To manufacture, repair, sawing machine, threshing machines, tractors and all other kinds of farm implements and machineries, and agricultural machineries, dairy machines, elevating machine, conveying machines, transmission machines and their components, spare parts and accessories.

40. To buy, sell, import, export and deal in all kinds of machineries of food-products, seeds, all kinds of fertilizers, lime stone-feeds.

41. To manufacture, buy, sell, refine, manipulates import, export or otherwise deal in all kinds of disinfectants, such as D.D.T. Benzene Hexycholoride and all other insecticides and fungicides phenols, phenylic and all other compounds, chemicals and fertilisers, chemical and organic manures, dips, sprayers, duters, vermifuges, as also protective and preservatives for agriculture, fruit growing or other purposes or as remedies for men or animal and whether produced from vegetable or animal matter by any chemical process, and also soaps, cosmetics, beauty products, perfumes, hair tonics, lotions, tooth paste and all other articles of personal hygiene, spirits and spirituous preparations, floor and furniture polishes and other products and by-products in the brewing and distilling industries.

42. To construct, maintain, improve, develop, work control and manage factories, offices, godowns, warehouses, shops, conveyances, and/or other works and conveniences with the company may consider directly or indirectly incidental and ancillary to these objects and to manufacture and sell machineries, equipments for the production, use and handling of items mentioned in these clauses and to carry on the business or providing technical know-how by outright sale thereof on commission or royalty basis.

43. To lend advance money or give credit to such persons or companies with or without securities and on such terms as may seem expedient and or particular to customers and other having dealings with the company and to guarantee, the performance of any contract on obligation and the payment of money of or by any such person or companies and generally to give guarantee and indemnities.

44. To enter into partnership with any other firms, company or person carrying on the business or businesses mentioned hereinabove.

RESOLVED FURTHER THAT the revised set of the Memorandum of Association be adopted to align the provisions thereof with the requirements applicable to a listed company under the Companies Act, 2013, the rules made thereunder, the SEBI Regulations and other applicable laws and regulatory requirements, including such incidental, consequential and editorial changes as may be necessary.

RESOLVED FURTHER THAT the any one of the Board of Directors / Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto including but not limited to signing and filing all the e-forms and other documents with the statutory authorities along with the

Ministry of Corporate Affairs and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Ministry of Corporate Affairs or such other Authority arising from or incidental to the said amendment and to delegate all or any of the powers conferred herein as they may deem fit."

7. Appointment of Mr. Narayanan Pulukhool Nair (DIN: 11124568) as an Independent Director.

   To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Narayanan Pulukhool Nair (DIN: 11124568), who has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a consecutive term of 5 (five) years with effect from August 11, 2026.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary, proper, or expedient to give effect to this resolution."

By Order of the Board of Directors of
GSP Crop Science Limited,

KAMLESHBHAI D PATEL
Company Secretary
(M. No FCS 8018)

Place: Ahmedabad
Date : August 11, 2026

NOTES:

1. Explanatory Statement An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out all material facts relating to the Special Business to be transacted at the Annual General Meeting ("AGM"), is annexed to this Notice.

2. Meeting through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) The Ministry of Corporate Affairs ("MCA"), vide its General Circular Nos. 14/2020 dated April 8, 2020, and 03/2025 dated September 22, 2025, has permitted companies to conduct their AGM through VC or OAVM, without the physical presence of Members at a common venue.

3. In compliance with these MCA Circulars, this AGM of the Company is being held via VC/OAVM. Consequently, the Registered Office of the Company shall be deemed to be the official venue for the AGM.

4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. The Board of Directors has appointed M/s. Chirag Shah & Associates, Company Secretaries (FRN: P2025GJ106000), Practicing Company Secretary, as the Scrutiniser to scrutinise the remote e-voting process and voting during the AGM in a fair and transparent manner.

7. Non-individual shareholders who vote via the individual tab, rather than uploading their credentials directly to the CDSL e-voting system, must email their relevant Board Resolution or Authority Letter along with an attested specimen signature of the authorized signatory to the Scrutinizer and the Company at cs@gspcrop.com for verification.The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

8. Members attending the AGM through VC/OAVM who have not cast their vote through remote e-voting shall be able to exercise their voting rights during the AGM. Members who have already cast their vote through remote e-voting may also attend the AGM through VC/OAVM; however, they shall not be entitled to vote again.

9. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.gspcrop.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

11. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

12. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before

30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

13. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, and subsequent circulars culminating in General Circular No. 03/2025 dated 22.09.2025, it has been decided to allow companies to conduct their AGMs through VC or OAVM, till further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020

14. In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Shail Jayesh Shah (DIN:07543594), Whole-Time Director of the Company, retires by rotation at the Meeting and, being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended his re-appointment.

    Mr. Shail Jayesh Shah is interested in the Ordinary Resolution set out at Item No. 3 of this Notice with regard to his re-appointment. The relatives of Mr. Shail Jayesh Shah may be deemed to be concerned or interested in the said resolution to the extent of their shareholding interest, if any, in the Company.

    Save and except the above, none of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 3 of this Notice.

    As the AGM is being held through VC/OAVM, the facility to appoint proxies is not available, and physical attendance is dispensed with. Consequently, the route map of the venue and the Proxy Form are not annexed hereto.

15. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto. Further, additional information as required under SEBI Listing Regulations and Circulars issued thereunder are also annexed.

16. Details of Directors retiring by rotation / seeking appointment/re-appointment at this AGM are provided in the "Annexure" to this Notice.

17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in this Notice will be available electronically, for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to cs@gspcrop.com mentioning his / her/ its DP ID and Client ID.

18. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before, September 11, 2026 by sending an e-mail on cs@gspcrop.com. The same will be replied by the Company suitably.

19. Non-Resident Indian Members (NRI) to ensure compliance with regulatory guidelines and the seamless electronic credit of corporate benefits (such as dividends), NRI members are requested to immediately notify the Company, its Registrar and Share Transfer Agent (RTA), or their Depository Participant (DP) of the following:

    Change in Residential Status: Any change in status upon returning to India for permanent settlement.

    Bank Details: Particulars of your NRE bank account in India, if not previously provided.

20. Members are requested to claim their unclaimed dividends, if any, by corresponding with the Company Secretary & Compliance Officer at the Registered Office of the Company or the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited (formerly Link Intime India Private Limited). Details of unclaimed dividends are available on the website of the Company at www.gspcrop.in.

21. Members are requested to note that dividends remaining unclaimed for a continuous period of seven years from the date of transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the demat account of the IEPF Authority in accordance with applicable provisions.

22. Members may claim such shares and dividends from the IEPF Authority by submitting an online application in Form IEPF-5 available on the IEPF portal and forwarding the requisite documents to the Company. Members are permitted to file one consolidated claim in a financial year in accordance with the IEPF Rules.

23. SEBI, vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31 July 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 4 August 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on December 28, 2023), has

established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes in the Indian securities market.

24. Members are requested to first lodge their grievances with the Company or its Registrar and Share Transfer Agent. In case the grievance is not satisfactorily resolved, Members may escalate the same through the SEBI SCORES platform. Thereafter, if the Member is not satisfied with the outcome, the dispute may be referred to the ODR Portal at https://smartodr.in/login. The said facility is also accessible through the Company's website at https://www.gspcrop.in/investors/investors-grievances under the section "Online Dispute Resolution (ODR)".

25. The Company has fixed , September 11, 2026 as the Record Date for determining the entitlement of Members to dividend for the financial year ended March 31, 2026.

26. If the dividend, as recommended by the Board of Directors, is declared at the 41st AGM, the same will be paid/credited on or before October 17, 2026 (within 30 days from the date of declaration) to the beneficial owners in respect of shares held in dematerialised form, as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as at the close of business hours on September 11, 2026.

27. Members are requested to register / update their complete bank details with their Depository Participant(s), if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participant(s). Payment of Final Dividend shall be made through electronic mode only to those members, holding shares in dematerialised mode and, who have updated their bank account details.

28. Upon conclusion of voting at the 41st AGM, the Scrutinizer will count the votes cast at the meeting, followed by unblocking the remote e-voting data in the presence of two independent witnesses. A Consolidated Scrutinizer's Report of the total votes cast in favor or against will be submitted within three days to the Chairman or an authorized person, who will countersign the report and declare the final voting results forthwith."

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of non-individual shareholders in demat mode.

(i) The voting period begins on 9:00 AM on September 15, 2026 and ends on 5: 00 PM on September 17, 2026. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 11, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note : Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022–4886 7000 and 022–2499 7000

Step 2 : Access through CDSL e-Voting system in case of non-individual shareholders in demat mode.

I. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on “Shareholders” module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
	• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

7) After entering these details appropriately, click on “SUBMIT” tab.

8) Shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly

note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9) Click on the EVSN for the relevant GSP Crop Science Limited on which you choose to vote.

10) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

11) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

12) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

13) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

14) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

15) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

16) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

    II. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
    - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
    - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
    - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 4 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id i.e. cs@gspcrop.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 4 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id i.e. cs@gspcrop.com). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai–400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

STATEMENT PURSUANT TO SECTION 102 OF THE ACT ALONG WITH INFORMATION PURSUANT TO REGULATION 36 OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD ON THE GENERAL MEETINGS ('SS-2')

ITEM NO. 4

The Board of Directors of your Company ("Board") on recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Dalwadi & Associates, Cost Accountants, Ahmedabad (FRN: 000338–M. No: 8996) as the Cost Auditors of the Company in their meeting held on May 26, 2026 to conduct audit of Cost Records maintained by the Company for financial year 2026-27 at a remuneration amounting to Rs. 400,000/- plus GST as applicable and out-of-pocket expenses.

M/s. Dalwadi & Associates, Cost Accountants, Ahmedabad have vast experience in the field of cost audit and have conducted audit of cost records of the Company for the past several years. They have also furnished a certificate regarding their eligibility for appointment as Cost Auditor of the Company. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required be ratified by the shareholders of the Company.

Accordingly, consent of the members /shareholders is sought for passing an Ordinary Resolution as set out in Item No. 4 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2027.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 4 of the notice.

The Board recommends the Ordinary Resolution set out in Item No. 4 of the notice for approval by the shareholders.

ITEM NO. 5

Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") requires every listed entity to appoint a peer reviewed Company Secretary in practice or a Firm of Company Secretary(ies) in practice as a Secretarial Auditor on the basis of recommendation of the Board of the Directors.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on August 11, 2026, has recommended to the members of the Company the appointment of M/s. Chirag Shah & Associates, Company Secretaries (FRN: P2025GJ106000; Peer Review No. 6543/2025) as the Secretarial Auditors of the Company.

The appointment is proposed for a term of 5 (five) consecutive financial years, commencing from FY 2026-27 to FY 2030-31, on such remuneration as may be mutually agreed upon or determined by the Board of Directors.

In making this recommendation, the Board evaluated the firm's past audit track record, technical expertise, and its capability to handle a diverse and complex business environment, taking into account its existing experience across various business segments and the clientele it serves.

M/s. Chirag Shah & Associates, Company Secretaries stands as one of the premier firms of practicing Company Secretaries, boasting over more than 2 decades years of experience in compliance and governance. The firm's broad and comprehensive practice areas reflect its deep expertise across various domains, including corporate advisory, listing compliances, due diligence, and compliance & governance audits. This extensive knowledge enables them to be a trusted partner for businesses navigating intricate legal and regulatory landscapes. Dedicated to a client-centric philosophy, they offer tailored solutions within these diverse practice areas, ensuring clients achieve their business goals efficiently and effectively.

The proposed remuneration to be paid to the Secretarial Auditors for the financial year 2026-27 is ₹ 200,000/-. The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent years of their term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company.

In accordance with the provisions of Regulation 24A of the SEBI Listing Regulations, the appointment of Secretarial Auditor is required to be approved by the Members of the Company. The Board of Directors recommends the said resolution, as set out in item 5 of this Notice for your approval.

None of the Directors or key managerial personnel or their relatives is in any way concerned or interested, financially or otherwise in the said ordinary resolution.

ITEM NO. 6

The Company was listed on the Stock Exchange during the previous financial year on March 24, 2026. Consequent to the listing, the Company is required to ensure that its constitutional documents are aligned and updated with the provisions of the Companies Act, 2013, the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules and regulations governing listed entities.

The proposed amendments and updations are primarily intended to:

1. Align the Memorandum of Association with the current business model and operational requirements of the Company.
2. Provide greater flexibility to undertake activities that are incidental, conducive, or supportive to the attainment of the main objects of the Company.
3. Facilitate efficient execution of business transactions, strategic initiatives, and expansion opportunities.
4. Ensure better clarity, consistency, and compliance with the provisions of the Companies Act, 2013 and other applicable laws.

The proposed replacement does not result in any change to the Company's main objects but merely updates and rationalizes the ancillary powers necessary for carrying on its business more effectively and efficiently.

The Board of Directors of the Company, at their meeting held on August 11, 2026, approved a proposal to alter the Object Clause of the Memorandum of Association (MoA) of the Company. Specifically, it is proposed to replace and substitute the existing Clause III (b)—Matters which are necessary for furtherance of the Objects specified in Clause III (a)—with a new, updated Clause III (b) as set out detailedly in the Special Resolution at Item No. 6 of the accompanying Notice.

KEY HIGHLIGHTS OF THE PROPOSAL:

- Regulatory Approvals: The proposed amendment is subject to the approval of the Registrar of Companies (RoC), Ministry of Corporate Affairs (MCA), and/or any other statutory or regulatory authorities as may be applicable.
- Inspection of Documents: A copy of the existing Memorandum and Articles of Association of the Company, along with the proposed alterations, is available for inspection by members at the Registered Office of the Company.
    - Timings: Between 11:00 A.M. and 4:00 P.M. on all working days (excluding Saturdays, Sundays, and Public Holidays).
    - Validity: Up to the date of the ensuing General Meeting.

STATUTORY REQUIREMENT:

Pursuant to the provisions of Section 13 of the Companies Act, 2013, any alteration to the Object Clause of the MoA requires the prior approval of the shareholders by way of a Special Resolution. Accordingly, the Board seeks your approval for the Special Resolution set out at Item No. 6 of the Notice.

INTEREST OF DIRECTORS AND KMPS:

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

BOARD RECOMMENDATION:

The Board of Directors considers the proposed alteration to be in the best interest of the Company and its stakeholders. Accordingly, the Directors recommend passing the Special Resolution as set out at Item No. 6 of the accompanying Notice for your approval.

ITEM NO. 7

The Nomination and Remuneration Committee evaluated the skills, experience, and knowledge of the Board of Directors. Pursuant to the provisions of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, the Committee recommended the appointment of Mr. Narayanan Pulukhool Nair (DIN: 11124568) as an Independent Director of the Company.

Consequently, the Board of Directors, at its meeting held on August 11, 2026, considered and recommended to the shareholders the appointment of Mr. Nair as an Independent Director for a term of 5 (five) consecutive years, effective from August 11, 2026.

STATUTORY DECLARATIONS & COMPLIANCES

- **Eligibility & Consent:** Mr. Nair is qualified to be appointed as a Director in terms of Section 164 of the Act and has provided his formal consent to act as a Director.
- **Independence Criteria:** The Company has received a declaration from Mr. Nair confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").
- **No Debarment:** He has declared that he is not debarred from holding the office of director by virtue of any order issued by SEBI, the Ministry of Corporate Affairs (MCA), or any other statutory authority.
- **Candidature Notice:** The Company has received a notice under Section 160 of the Act from a Member proposing the candidature of Mr. Nair for the office of Independent Director.

In the opinion of the Board, Mr. Nair fulfills all the conditions specified in the Act and the SEBI Listing Regulations for such an appointment. He is independent of the management and possesses the appropriate skills, experience, knowledge, and capabilities required for the role.

PROFILE OF THE DIRECTOR

Mr. Narayanan Pulukhool Nair is a seasoned business executive with over five decades of extensive experience in the chemicals and agrochemicals industry. His core expertise includes international marketing, sales, commercial operations, supply chain management, procurement, imports/exports, logistics, and manufacturing support.

- **Career Highlights:** He has held senior leadership positions with reputed organizations such as Gharda Chemicals Limited, Makhteshim Agan India Pvt. Ltd. (now ADAMA), Ranbaxy Laboratories Ltd., and S.D. Fine Chem Pvt. Ltd. Notably, he has led global export operations, headed commercial and supply chain functions, and successfully executed a USD 18 million greenfield agrochemical formulation project at Dahej, Gujarat.
- **Qualifications:** He holds a Master of Commerce (M.Com.) and a Graduate Diploma in Materials Management (GDMM). He has undergone advanced management training at IIM Ahmedabad and NITIE Mumbai, and is an active member of the Indian Institute of Materials Management.

REMUNERATION & INSPECTION OF DOCUMENTS

Mr. Nair shall be paid remuneration by way of sitting fees for attending the meetings of the Board of Directors or Committees thereof.

A copy of the draft letter of appointment setting out the terms and conditions of his appointment is available for electronic inspection by the Members. Members wishing to inspect the document may send an e-mail to cs@gspcrop.com.

APPROVAL REQUIRED

Pursuant to Sections 149, 150, and 152 read with Schedule IV of the Act, and Regulation 25(2A) of the SEBI Listing Regulations, the appointment of an Independent Director requires the approval of the Members of the Company by way of a Special Resolution.

Detailed disclosures as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) are annexed to this Notice.

Interest of Directors and KMP: None of the Directors, Key Managerial Personnel (KMP) of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Board Recommendation: The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

Information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings with respect to Director's re-appointment

Particular	Mr. Shail Jayesh Shah (DIN:07543594)	Mr. Narayanan Pulukhool Nair (DIN: 11124568)
Age	38 Years	71
Date of first appointment on the Board	August 26, 2020	August 11, 2026
Nationality	Indian	Indian
Qualifications	B.COM, CA, DISA (Information System Audit) from ICAI	M.Com. and Graduate Diploma in Materials Management (GDMM)
Experience (including expertise in specific functional area) / Brief Resume	Mr. Shail Jayesh Shah is a Whole-time Director. He holds a bachelor's degree in commerce from H.L Institute of Commerce, Gujarat University. He was admitted as an Associate of the Institute of Chartered Accountants of India. He has passed the final examination for diploma in Information System Audit from Institute of Chartered Accountants of India. He was a founding partner of a chartered accountancy firm, M/s. Shail J. Shah and Associates. He has been associated with Company since 2013 and is involved in handling accounting, finance & treasury, taxation, legal, secretarial and information technology at Company. He has over 14 years of experience in the agro-chemical industry.	Mr. Narayanan Pulukhool Nair is a seasoned business executive with over 5 decades of experience in the chemicals and agrochemicals industry, specializing in international marketing, sales, commercial operations, supply chain management, procurement, imports/exports, logistics, and manufacturing support. He has held senior leadership positions with reputed organizations including Gharda Chemicals Limited, Makhteshim Agan India Pvt. Ltd. (now ADAMA), Ranbaxy Laboratories Ltd., and S.D. Fine Chem Pvt. Ltd. His notable achievements include leading global export operations, heading commercial and supply chain functions, and successfully executing a USD 18 million greenfield agrochemical formulation project at Dahej, Gujarat. He holds an M.Com. and Graduate Diploma in Materials Management (GDMM), has undergone advanced management training at IIM Ahmedabad and NITIE Mumbai, and is a member of the Indian Institute of Materials Management.

Particular	Mr. Shail Jayesh Shah (DIN:07543594)	Mr. Narayanan Pulukhool Nair (DIN: 11124568)
Terms and conditions of re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Shail Jayesh Shah who was appointed as Whole Time Director of the Company w.e.f , December 1, 2024, is liable to retire by rotation.	As per the resolution set out at Item No. 7 of this Notice read with statement pursuant to Section 102 of the Act.
Remuneration last drawn (including sitting fees, if any) (FY 2025-26)	Rs. 12.02 millions	Not Applicable
Remuneration proposed to be paid	As per existing approved terms of appointment.	NIL. However, sitting fees would be paid for the Board and Committee meetings to be attended.
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2026.	NIL	NIL
Relationship with other Directors / Key Managerial Personnel	Mr. Shail Jayesh Shah is not related to any other Director / Key Managerial Personnel of the Company.	Mr. Narayanan Pulukhool Nair is not related to any other Director / Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the financial year 2025-26	7 (seven)	Not Applicable
Directorship of other Boards as on March 31, 2026	1. HRS Aluglaze Limited 2. Neochem Bio Solutions Limited 3. Rajdhani Petrochemicals Private Limited	1. Prasol Chemicals Limited
Membership/ Chairmanship of the Committees of other Boards as on March 31, 2026	1. HRS Aluglaze Limited: • Audit Committee • Nomination and Remuneration Committee • Stakeholder Relationship Committee 2. Neochem Bio Solutions Limited: • Audit Committee • Nomination and Remuneration Committee • Stakeholder Relationship Committee	
Listed entities from which the Director has resigned in the past three years	NIL	NIL

By Order of the Board of Directors
of GSP Crop Science Limited

KAMLESHBHAI D PATEL
Company Secretary
(M.No: FCS 8018)

Place: Ahmedabad
Date : August 11, 2026

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