



THE **INDOGULF** GROUP



September 5, 2025

To,
Listing Operation Department
BSE Limited
20th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400001

Scrip Code: 544432

To,
Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai- 400051

NSE Symbol: IGCL

Dear Sir/ Madam,

Subject: Notice of 33rd Annual General Meeting of Indogulf Cropsiences Limited

Please find enclosed herewith the Notice of the 33rd Annual General Meeting ('AGM') of Indogulf Cropsiences Limited ('Company') schedule to be held on **Monday, September 29, 2025**, at **1:00 PM. (IST)** via two-way Video Conferencing/Other Audio-Visual Means only. The said Notice forms part of the Annual Report of the Company for the Financial Year ended 2024-25.

The Notice of the AGM along with Integrated Annual Report is also available on the website of the Company at: <https://investor.groupindogulf.com/?c=Annual%20Return>

This is submitted pursuant to Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and appropriate dissemination.

Thanking you,

Yours faithfully,
For **Indogulf Cropsiences Limited**

Sakshi Jain
(Company Secretary and Compliance officer)
M. No: A67325
Address: 501, Gopal Heights, Netaji Subhash Place,
Delhi – 110034 (India)

Encl.: As above

INDOGULFCROPSCIENCES LTD.

H.O. : 501, Gopal Heights,
Netaji Subhash Place
Delhi - 110034 (INDIA)
CIN: L74899DL1993PLC051854

Tel.: +91-11-40040400 (99 Line)
Fax: +91-11-40040444
E-mail : info@groupindogulf.com
www.groupindogulf.com



NOTICE OF 33rd ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 33rd ANNUAL GENERAL MEETING OF THE MEMBERS OF INDOGULF CROPSCIENCES LIMITED WILL BE HELD ON MONDAY, 29TH DAY OF SEPTEMBER, 2025 AT 1:00 P.M THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1) TO RECEIVE, CONSIDER AND ADOPT

- A. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Board of Directors and the Auditors thereon; and
- B. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the report of Auditors thereon:
 - a) **"RESOLVED THAT** the audited Standalone financial statement of the Company comprising of the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date along with notes thereon (**"Financial Statements"**), and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
 - b) **"RESOLVED THAT** the audited consolidated financial statement of the Company comprising of the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date along with notes thereon (**"Financial Statements"**), and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2) To re-appoint **Mrs. Anshu Aggarwal (DIN: 00732690)**, who retires by rotation, as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mrs. Anshu Aggarwal (DIN: 00732690)**, who retires by rotation at this meeting, being eligible and offer herself for re- appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3) To ratify the remuneration payable to M/s Jain Sharma & Associates, Cost Auditors of the Company for the financial year ended on 31st March 2025.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, members of the Company do hereby ratify the remuneration of Rs. 1,10,000 (Rupees One Lac Ten Thousand only) plus applicable taxes and out of pocket expenses incurred in connection with the cost audit, payable to M/s Jain Sharma & Associates, Cost Accountants (Firm Regd. No. 000270), Delhi, who have been appointed by the Board of Directors of the Company as the Cost

Auditors to conduct the audit of the cost records of the Company for the financial year ended on March 31, 2025.”

4) To approve the appointment of Mrs. Snehal Kashyap (DIN: 09761774) as an Independent, Professional and Non-Executive Director

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section- 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Regulation 17(6)(a), 25 (2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/ or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the provisions of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee of the Board, **Mrs. Snehal Kashyap (DIN: 09761774)**, who was appointed as Additional Independent Director of the Company by the Board of Directors in its meeting dated December 02, 2024 and who possesses relevant expertise and experience and signified her consent to act as independent director of the Company, and has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an independent director on the board of directors of the Company (**“Board”**), who shall hold office for a term of five consecutive years commencing on September 29, 2025, and shall not be liable to retire by rotation and entitled to receive sitting fees for attending each meeting of the Board as per the terms of her appointment and as may be determined by the Board from time to time.”

“RESOLVED FURTHER THAT the Company does note the consent letter in Form DIR-2 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, received from Mrs. Snehal Kashyap.

RESOLVED FURTHER THAT the code for independent directors as stated in Schedule IV of the Companies Act be and is hereby placed before the shareholders of the Company for information and further compliance thereof by Mrs. Snehal Kashyap as Independent Director.”

“RESOLVED FURTHER THAT Mr. Om Prakash Aggarwal, Chairman and Whole Time Director of the company be and is hereby severally authorised to file necessary forms with the Registrar of Companies, Delhi and Haryana at New Delhi and to do all the acts, deeds and things which are necessary for the appointment of Mrs. Snehal Kashyap as an Independent Director of the Company.”

5) To appoint 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 of the Companies Act, 2013 read with the 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 (**“SEBI Listing Regulations”**), and any other applicable provisions of laws, (including any statutory modification(s), amendment(s), or re-enactment(s) thereof, for the time being in force), and the recommendation of the Board of Directors of the Company, Mr. Deepak Rawat, Practicing Company Secretary (Peer review Number 5364/2023), who has offered himself for appointment and have confirmed his eligibility to be appointed as Secretarial Auditor in terms of Regulation 24A(1A) of the SEBI Listing Regulations, be and are hereby appointed as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years commencing from the financial year 2025-26, to conduct the secretarial audit and issue the Secretarial Audit Report as required under the Companies Act, 2013 and SEBI Listing Regulations;

RESOLVED FURTHER THAT the Board of Directors of the Company and the Audit Committee thereof, be and are hereby severally authorised to determine and finalise the terms and conditions of appointment, including the overall fees of the Secretarial Auditors;

RESOLVED FURTHER THAT the Board of Directors of the Company and the Audit Committee thereof be and are hereby authorised on behalf of the Company, and can delegate its power to any Director(s) or Officer(s) of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose.

**By Order of the Board
INDOGULF CROPSCIENCES LIMITED**

Sd/-

**Sakshi Jain
Company Secretary
ACS: 67325**

Date: 29/08/2025

Place: Delhi

Registered Office: 501, Gopal Heights,
Netaji Subhash Place, Delhi-110034

Website: www.groupindogulf.com

Tel.: 011-40040400

Fax: +91-11-40040444

Notes:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024 read with Circulars dated May 5, 2020, May 5, 2022 and December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and therefore the Proxy Form, Attendance Slip is not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. 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 for 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.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Relevant Explanatory Statement pursuant to Section 102(1) of the Act, in respect of Special Business as set out above is annexed hereto and forms part of the Notice of this meeting. Details of Directors seeking appointment or re-appointment at the AGM, as required under Regulation 36(3) of the Listing Regulations and clause 1.2.5 of Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, are also annexed and forms part of the Notice of this meeting.
6. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
7. 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.groupindogulf.com . 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 and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

9. The Board of Directors of the Company has appointed Mr. Rohit Bhatia, ACS: 67220, Practicing Company Secretary as the Scrutiniser to scrutinize the e-voting process in a fair and transparent manner. The Scrutiniser shall, after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and submit, a consolidated Scrutiniser's Report of the total number of votes cast in favour of or against or invalid, if any, not later than two working days of the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith. The result, along with the Scrutiniser's Report, will be placed on the Company's website, www.groupindogulf.com immediately after the results are declared by the Chairman or any other person authorised by the Chairman, and the same shall be communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, simultaneously.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on September 26, 2025 at 9:00 A.M. and ends on September 28, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 22, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 22, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:


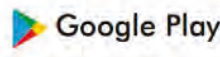


Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsd.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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will

	<p>prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="721 1212 1191 1493" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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.

	<p>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 & New System Myeasi Tab and then click on registration option.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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](http://www.cdslindia.com).

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

Login type	Helpdesk details
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
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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csrohit2021@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event,

you will need to go through the “ [Forgot User Details/Password?](#) ” or “ [Physical User Reset Password?](#) ” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cs@goupindogulf.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@goupindogulf.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@goupindogulf.com . The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending e-mail to the Company at cs@goupindogulf.com from September 16, 2025 (09:00 a.m. IST) to September 24, 2025 (05:00 p.m IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that, Members questions will be answered only if the shareholder continues to hold shares of the Company as on the cut-off date.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISION OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 2

As required under Secretarial Standard 2 on General Meetings details in respect of Re-appointment of Directors at the ensuing AGM – Mrs. Anshu Aggarwal (DIN – 00732690), Director shall retire by rotation under the provisions of the Act and being eligible, offers herself for re-appointment. The Nomination & Remuneration Committee and Board of Directors of the Company have recommended the re-appointment.

The details pertaining to Mrs. Anshu Aggarwal are furnished hereunder:

Name of the Director	Mrs. Anshu Aggarwal
Date of Birth and Age	17/02/1974 and 51 years
Date of Appointment	July 07, 2018
Nature of Expertise in specific functional areas	Administration & Management
Qualifications	Graduate
Relationships with other Directors, Managers and KMP	Spouse of Mr. Sanjay Aggarwal and Daughter-in-law of Mr. Om Prakash Aggarwal
Directorship held in other companies	Nil
Membership / Chairmanship of Committees of the Board in other entities	NIL
Listed entities from which she has resigned in the past 3 (three) years	NIL
Number of meetings of the Board attended during the year	18
Terms and conditions of Appointment or Re-appointment	Liable to retire by rotation
Remuneration last Drawn	NIL
Remuneration Sought to be paid	Being a Non-Executive Directors, Mrs. Anshu Aggarwal will not draw any remuneration
Shareholding in Indogulf Cropsciences Limited	84,67,488 equity shares
Shareholding as beneficial owner	NIL

ITEM NO. 3

In terms of the provisions of Section 148 of the Companies Act, 2013 and the Rules made thereunder, the Company is required to maintain Cost Audit records and have the same audited by a Cost Auditor. Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 07/05/2024, appointed M/s Jain Sharma & Associates, Cost Accountants (Firm Regd. No. 000270), Delhi, as Cost Auditor of the Company for conducting the Cost Audit for the Financial Year ended on 31st March, 2025, at a remuneration of Rs. 1,10,000/- (Rupees One Lac Ten Thousand only) plus applicable taxes and out of pocket expenses incurred in connection with the cost audit.

Rule 14 of the Companies (Audit and Auditors) Rules, 2014 as amended, requires that the remuneration payable to the Cost Auditor shall be ratified by the Members.

Member are requested to note that all documents referred to in the accompanying Notice and the Explanatory Statement, if any, shall be open for inspection at the registered office of the Company during normal business hours on all working days, upto and including the date of the Annual General Meeting of the Company.

None of the Directors/KMP and/or their relatives is/are concerned or interested in the proposed resolution of the accompanying notice relating to approval of remuneration payable to Cost Auditors.

Your Board of Directors recommends the aforesaid resolution No. 3 to be passed as Ordinary Resolution.

ITEM NO. 4

The board of directors on the recommendation of Nomination and Remuneration Committee, in their meeting held on December 02, 2024 appointed Mrs. Snehal Kashyap (DIN: 09761774) as an Additional Director and Independent Non-Executive Woman Director upto the conclusion of the ensuing AGM. Further pursuant to the resolution passed by the Board in its meeting held on 29th August 2025, Mrs. Snehal Kashyap (DIN: 09761774) proposed to be appointed as Independent Directors of the Company by resolution of the shareholders, in accordance with applicable laws, including the Companies Act, 2013 as amended. In this regard, the Board is of the opinion that Mrs. Snehal Kashyap fulfil the criteria for being appointed as independent director, as set out in the Companies Act, 2013 and that Mrs. Snehal Kashyap is independent of the management of the Company.

The Company has received the consent in writing from Mrs. Snehal Kashyap to act as a Director in Form DIR-2, intimations to the effect that she is not disqualified to be appointed as a director in other companies in Form DIR-8 and declarations in writing to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The Board of Directors has recommended the appointment of Mrs. Snehal Kashyap as Independent Director for a term of five consecutive years subject to such Directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules notified thereunder and shall not be liable to retire by rotation.

None of the directors and key managerial personnel of the Company and their relatives (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, other than the proposed appointee Mrs. Snehal Kashyap is concerned or interested in the proposed resolution.

In accordance with Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of the proposed appointees including their profile and specific areas of expertise are mentioned as below:

Brief about Mrs. Snehal Kashyap

Snehal Kashyap, aged 34 years, holds a certificate of practice as a company secretary from the Institute of Company Secretaries of India since September 7, 2017. She is a fellow member of the Institute of Company Secretaries of India with effect from July 17, 2023.

OTHER DETAILS

Name of the Director	Mrs. Snehal Kashyap
Date of Birth and Age	15/06/1990 and 35 years
Date of Appointment	December 02, 2024

Nature of Expertise in specific functional areas	Secretarial Practices and Corporate Governance
Qualifications	Company Secretary
Relationships with other Directors, Managers and KMP	None
Directorship held in other companies	2
Membership / Chairmanship of Committees of the Board in other entities	2
Listed entities from which she has resigned in the past 3 (three) years	None
Number of meetings of the Board attended during the year	NA
Terms and conditions of Appointment or Re-appointment	Not Liable to retire by rotation
Remuneration last Drawn	NIL
Remuneration Sought to be paid	Entitled to sitting fees and remuneration for attending the meetings of the Board as approved by the Nomination and Remuneration Committee and the Board of Directors of the Company, from time to time, within the overall limits as per the Companies Act, 2013 and / or as approved by the shareholders, from time to time
Shareholding in Indogulf Crop Sciences Limited	NIL
Shareholding as beneficial owner	NIL

Member are requested to note that all documents referred to in the accompanying Notice and the Explanatory Statement, if any, shall be open for inspection at the registered office of the Company during normal business hours on all working days, upto and including the date of the Annual General Meeting of the Company.

None of the Directors/KMP and/or their relatives is/are concerned or interested in the proposed resolution of the appointment of Independent Directors on the board of the company.

Your Board of Directors recommends the aforesaid resolution No. 4 to be passed as Ordinary Resolutions.

ITEM NO. 5

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the 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 ("SEBI Listing Regulations"), every listed company and such other class of companies as may be prescribed are required to annex with their Board's Report a Secretarial Audit Report, issued by a Company Secretary in practice, in the prescribed form. In view of the Company being classified as a Listed Company and falling within the prescribed class of companies under the aforesaid provisions, it is obligatory to appoint a Secretarial Auditor to carry out the Secretarial Audit for the financial year ending March 31, 2026 and for subsequent years. The Audit Committee of the Company, at its meeting held on August 13, 2025 and the Board of Directors at its meeting held on August 29, 2025, reviewed profiles of various Practicing Company Secretaries for this purpose. Based on evaluation of experience, professional track record, technical capabilities and on the recommendation of the Audit Committee, Board of Directors approved and recommended the appointment of Mr. Deepak Rawat, Practicing Company Secretary

(Peer review Number 5364/2023), as the Secretarial Auditor of the Company for the term of 5 (Five) consecutive years commencing from FY 2025-26 at a proposed fees of Rs. 60,000/- (Rupees Sixty Thousand only) plus applicable taxes and out of pocket expenses incurred in connection with the secretarial audit for the FY 2025-26.

Brief profile of Mr. Deepak Rawat, Practicing Company Secretary

Mr. Deepak Rawat (ACS: 33210 and CP: 12241) is a practicing company secretary and an Associate member of Institute of Company Secretaries of India. He is also B.Com (Hons.) graduate. He has a rich knowledge and about ten years of experience in various areas of the Companies Act, FEMA compliances and other corporate matters. Over the period, he has been actively involved in providing consultancy and advisory services to businesses in India and catering to their regular compliances. He has good exposure to compliance audit and compliance management system, Secretarial due diligence, drafting and vetting of various procedural Corporate Secretarial documentations.

Further, the Company has received the consent letter and eligibility letter from Mr. Deepak Rawat, for his appointment in line with the SEBI Listing Regulations and other applicable laws. Mr. Deepak Rawat is a peer review professional and not disqualified to act as a Secretarial Auditor and services that can/ cannot be rendered by him would be in accordance with SEBI Listing Regulations and as specified by Institute of Company Secretaries of India. The professional fees payable to the said firm for the financial year 2025-26 shall be mutually decided for the Secretarial Audit Report, Secretarial Compliance Report and other certifications. The Board of Directors of the Company in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration payable to the Secretarial Auditors for remaining tenure, in such manner as may be mutually agreed with the Secretarial Auditors.

Accordingly, the approval of the Members is being sought for the appointment of Mr. Deepak Rawat, as Secretarial Auditor of the Company, by way of an **Ordinary Resolution**. The Board of Directors recommends the resolution as set out at **Item No. 5** of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in passing of the resolution in Item No. 5.