Date : 4th September, 2026

To
The Manager,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, C-1 Block G,
Bandra - Kurla Complex, Bandra (East),
Mumbai - 400 051
Trading Symbol: GODAVARIB

To
The Manager,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 544279

Dear Sir/Madam,

Subject: -Regulation 34(1) read with Regulation 30 - Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of the 71st Annual General Meeting ("AGM") of Godavari Biorefineries Limited ("Company")

This is to inform that the 71st Annual General Meeting ("AGM") of the Company is scheduled to be held on Monday, 28th September 2026, at 11:30 a.m. (IST) through Video Conferencing/Other Audio Visual Means ("VC/OAVM") in compliance with the applicable provisions of the Companies Act, 2013 read with the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and various circulars issued there under. Pursuant to Regulation 30 of SEBI Listing Regulations, we are enclosing herewith the Notice of the AGM of the Company. The said Notice is also uploaded on the Company's website at

https://www.godavaribiorefineries.com/sites/default/files/Notice_Annual_General_Meeting_2025-26.pdf

This is for your information and records.

Thanking you,
Yours faithfully,
For Godavari Biorefineries Limited

SWARNA GUNWARE
Digitally signed by SWARNA GUNWARE
Date: 2026.09.04 15:53:52 +05'30'

Swarna Gunware
Jt. Company Secretary
A 32787
Email ID: investors@somaiya.com
Encl: As Above

GROUP

GODAVARI BIOREFINERIES LIMITED
(CIN: L67120MH1956PLC009707)
Registered Office: Somaiya Bhavan, 45/47, Mahatma Gandhi Road, Fort, Mumbai – 400 001. India
Tel No: +91 22 61702100, **Fax:** +91 22 2204 7297
E-mail ID: investors@somaiya.com **Website** www.godavaribiorefineries.com

NOTICE

Notice is hereby given that the Seventy-First (71st) Annual General Meeting ("AGM") of the Members of the Godavari Biorefineries Limited ("the Company") will be held on Monday, 28th September 2026, at 11:30 a.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), including a remote e-voting process to transact the following business:

The proceedings of the 71st Annual General Meeting ("AGM") shall be deemed to be conducted at the Registered Office of the Company at Somaiya Bhavan, 45/47, M.G. Road, Mumbai-400001, which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

1. **To consider and adopt (a) the audited financial statement of the company for the financial year ended March 31, 2026, and the reports of the Board of Directors and auditors thereon; and (b) the audited consolidated financial statement of the company for the financial year ended March 31, 2026, and the report of auditors thereon and, in this regard, to consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:.**

   (a) **"RESOLVED THAT** the audited financial statement of the company for the financial year ended March 31, 2026, 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 for the financial year ended March 31, 2026, and the report of auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. **To appoint a director in place of Dr Raman Ramchandran (DIN: 00200297), who retires by rotation and, being eligible, offers himself for re-appointment.**

   To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**.

   "**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, if any (including any statutory modifications or re-enactment thereof) and the Articles of Association of the Company, Dr Raman Ramachandran (DIN: 00200297), who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. **To appoint a director in place of Mr Suhas Godage (DIN: 09227610), who retires by rotation and, being eligible, offers himself for re-appointment.**

   To consider and if thought fit, pass the following resolution as an **Ordinary Resolution**.

   "**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, if any (including any statutory modifications or re-enactment thereof) and the Articles of Association of the Company, Mr Suhas Godage (DIN: 09227610), who retires by rotation and being eligible, be and is hereby re-appointed and, a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

4. **To approve terms of re-appointment and remuneration of Mr Samir S. Somaiya as a Managing Director of the company w.e.f. 1st April 2027.**

   To consider and, if thought fit, to pass the following resolution as a **Special Resolution**

   "**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under and under the applicable provisions of the SEBI (LODR) Regulation, 2015 and all such approvals as may be required, if any, the approval of the members of the Company be and is hereby accorded to approve the terms of reappointment and remuneration of Mr. Samir S. Somaiya (DIN– 00295458) as the Managing Director of the Company for a period of three years from 1st April, 2027 to 31st March, 2030, not liable to retire by rotation, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their meeting held on 22nd May, 2026, on the terms and conditions including remuneration as set out in the resolution, with the liberty to the Board of Directors to revise, implement, alter and vary the terms and conditions of his re-appointment and remuneration including remuneration to be paid in the event of loss or inadequacy of profits in any financial year in accordance with the provisions of the Companies Act, 2013 or any modification thereto and as may be agreed to by and between the Board and Mr. Samir S. Somaiya.

RESOLVED FURTHER THAT Mr Samir S Somaiya, in his capacity as Managing Director, be paid remuneration as may be fixed by the Board, from time to time, as prescribed under the Companies Act, 2013, and within the limits approved by the members as per the details given in the explanatory statement

RESOLVED FURTHER THAT Mr. Samir S. Somaiya shall exercise such powers and perform such duties as may be delegated by the Board of Directors of the Company from time to time and shall have substantial powers of management of the affairs of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) thereof) and the Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

5. **To approve the terms of re-appointment and remuneration of Mr Suhas Godage, whole-time director designated as the Executive Director (Works-Sakarwadi) of the company w.e.f. 1st April 2027.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under and under the applicable provisions of the SEBI (LODR) Regulation, 2015 and all such approvals as may be required, if any, the approval of the members of the Company be and is hereby accorded to approve the terms of reappointment and remuneration of Mr. Suhas Godage (DIN 09227610) as a Whole Time Director designated as Executive Director (Works -Sakarwadi) w.e.f. 1st April, 2027 till 31st March, 2030 as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their meeting held on 22nd May, 2026, liable to retire by rotation, on the terms and conditions including remuneration as set out in the resolution, with the liberty to the Board of Directors to revise, implement, alter and vary the terms and conditions of his re-appointment and remuneration including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year in accordance with the provisions of the Companies Act, 2013 or any modification thereto and as may be agreed to by and between the Board and Mr. Suhas Godage.

RESOLVED FURTHER THAT Mr Suhas Godage, in his capacity as Executive Director, be paid remuneration as may be fixed by the Board, from time to time, as prescribed under the Companies Act, 2013, and within the limits approved by the members as per the details given in the explanatory statement.

RESOLVED FURTHER THAT Mr. Suhas U. Godage shall exercise such powers and perform such duties as may be delegated by the Board of Directors of the Company from time to time and shall have substantial powers of management of the affairs of the Company

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) thereof) and the Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

6. **To appoint Mr Dinesh Sharma (DIN 11675064) as a Director 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 Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr Dinesh Sharma (DIN: 11675064), in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including any committee(s) thereof) and the Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

7. **To approve the terms of appointment and remuneration of Mr Dinesh Sharma (DIN 11675064), as a whole-time director designated as Executive Director (Works-Sameerwadi) of the company for a period of three years**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under and under the applicable provisions of the SEBI (LODR) Regulation, 2015 and all such approvals as may be required, if any, the approval of the members of the Company be and is hereby accorded to approve the terms of appointment and remuneration of Mr. Dinesh Sharma (DIN 11675064) as a Whole Time Director designated as Executive Director (Works-Sameerwadi) and key Managerial Personnel for a period of three years w.e.f this Annual General Meeting as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their meeting held on 22nd May, 2026, liable to retire by rotation, on the terms and conditions including remuneration as set out in the resolution, with the liberty to the Board of Directors to revise, implement, alter and vary the terms and conditions of his appointment and remuneration including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year in accordance with the provisions of the Companies Act, 2013 or any modification thereto and as may be agreed to by and between the Board and Mr. Dinesh Sharma.

RESOLVED FURTHER THAT Mr. Dinesh Sharma shall exercise such powers and perform such duties as may be delegated by the Board of Directors of the Company from time to time and shall have substantial powers of the management of the affairs of the Company

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) thereof) and the Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution"

8. **To ratify remuneration payable to the Cost 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 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to M/s R. Nanabhoy & Co., the Cost Accountants (Firm Registration No. 000010) appointed by the Board of Directors as Cost Auditors of the Company, on the recommendation of the Audit Committee, to conduct the audit of the cost records maintained by the Company for the Financial Year ending 31st March, 2027, amounting to ₹ 640,000 (Rupees Six Lakhs Forty Thousand only) per annum, plus tax, and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.''

9. **To contribute to charitable and other funds.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**

"**RESOLVED THAT** pursuant to the provisions of Section 181 and other applicable provisions of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and all other rules, regulations, notifications and circulars issued (including any statutory modifications, clarifications, exemptions or re-enactments thereof, for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors (including any Committee thereof) to subscribe or contribute or otherwise to assist or to guarantee money to bonafide, charitable, social, benevolent, religious, scientific, sports, exhibition, national, public or any other institutions, universities, societies, trusts, objects or purposes or other funds; from time to time in any financial year for an amount not exceeding ₹ 140,00,000 (Rupees One Crores Forty Lakhs Only) notwithstanding that such contributions of the Company, in any financial year, may exceed limits prescribed under Section 181 of the Companies Act, 2013.

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 and to take all such steps as may be required in this connection, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

10. **To approve acceptance of deposits.**

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

"RESOLVED THAT pursuant to the provisions of Sections 73, 76 and other provisions of Chapter V of the Companies Act, 2013, read with the Companies (Acceptance of Deposit) Rules, 2014, as may be amended from time to time, and other applicable provisions issued by the Central Government, and subject to such conditions, approvals, and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company to invite/accept/renew fixed deposits from the public and/or members of the company within limits prescribed in the Act, subject to the overall borrowing powers of the company.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters, and things and to take all such steps as may be required in this connection, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties, or doubts that may arise in this regard.''

Registered Office
Somaiya Bhavan, 45/47, M. G. Road,
Fort, Mumbai - 400 001

By Order of the Board of Directors

Samir S. Somaiya
Chairman & Managing Director
DIN – 00295458

Date: 5th August 2026
Place: Mumbai

NOTES:

(a) The Notice of Annual General Meeting was approved by the Board of Directors at its meeting held on 5th August 2026

(b) The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and the Secretarial Standards on General Meetings, regarding the Directors who are proposed to be appointed/ re-appointed and the related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of Special Business are annexed hereto.

(c) Meeting through VC/OAVM

The Ministry of Corporate Affairs ("MCA"), vide its Circular No. 3/2025 dated September 22, 2025 (in continuation with the circulars issued earlier in this regard) ("MCA Circulars"), has allowed conducting an Annual General Meeting (AGM) through video conferencing (VC) or other audio-visual means (OAVM) without the physical presence of members. In compliance with the applicable provisions of the Act and MCA Circulars, the 71st AGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. Since this AGM is being held through VC/OAVM, the physical attendance of members is dispensed with, and no proxies will be accepted by the company. 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 No proxy form has been sent along with this notice. No attendance slip/route map has been sent along with this notice, as the meeting is held through VC/OAVM. Members who are shareholders as of Monday, September 21, 2026 ("Cut-off Date") can join the AGM 30 minutes before the commencement of the AGM, i.e., at 11:00 A.M. and till the time of the conclusion of the AGM by following the procedure mentioned in this Notice.

The Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

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 Meeting (SS-2) issued by the ICSI Regulation 44 of the SEBI (LODR) Regulation and the various Circulars issued by the Ministry of Corporate Affairs 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 venue voting on the date of the AGM will be provided by NSDL

The attendance through VC/OAVM is restricted, and hence, members will be allowed on a first-come, first-served basis. However, as per the MCA Circulars, attendance of members holding more than 2% of the shares of the company, institutional investors as of the cut-off date, directors, key managerial personnel and auditors will not be restricted on a first-come, first-served basis. Members attending the AGM through VC/OAVM will be counted for quorum under Section 103 of the Act.

(d) Dispatch of AGM Notice and Annual Report through electronic mode

In line with the MCA circulars and Regulation 36 of SEBI listing regulations, this notice, along with the annual report for FY 2025-26, is being sent by electronic mode to those members whose email addresses are registered with the company/depositories/depository participants/ RTA. Members may note that the Notice and Annual Report 2025-26 will also be available on the company's website www.godavaribiorefineries.com , 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 on the website of National Securities Depository Limited (NSDL), http://www.evoting.nsdl.com. A hard copy of the annual report will be sent to shareholders upon request.

Additionally, as per Regulation 36(1)(b) of the Listing Regulations, a letter providing the web link of the Annual Report for FY 2025-26 will be sent to those shareholder(s) who have not registered their email address with the company / depositories / depository participants / RTA.

The company will be publishing an advertisement in newspapers (one English newspaper and one Marathi newspaper) containing the details about the AGM, i.e., date and time of AGM, details for e-voting, availability of notice of AGM at the company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses, manner of providing mandate for dividends, and other matters as may be required.

(e) Inspection of Documents

The Register of Directors and Key Managerial Personnel and their shareholding is maintained under Section 170 of the Companies Act, 2013; 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 and the Annual Report for "Inspection of members" will be available for inspection electronically to the members during the AGM.

All shareholders will be able to inspect all documents referred to in the Notice and the explanatory statement thereto electronically without any fee from the date of circulation of this Notice up to the date of the AGM. Members seeking to inspect such documents may send an email request to investors@somaiya.com.

(f) Important Information for Shareholders

(i) Members may note that as per SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, it is mandatory for all holders of physical securities in listed entities to update their KYC and choice of nomination with the Registrar and Share Transfer Agent ('RTA') in case they have not updated the same. As per the SEBI Circular, effective from April 1, 2024, RTA, i.e., MUFG Intime India Private Limited, will attend to all service requests of the shareholders with respect to transmission, dividend, etc., only after updating the above details in the records.

As per the aforesaid SEBI Circular, members holding securities in physical form may note that any future dividend payable against their shareholding cannot be disbursed if their KYC and choice of nomination are not updated with the RTA.

For the purpose of the updation of KYC and the choice of nomination, members are requested to send the necessary forms (ISR-1, ISR-2 and SH-13) along with the necessary attachments mentioned in the said forms to MUFG Intime India Private Limited at C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.

(ii) Members may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Dematerialization facility is available both on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Company's ISIN No. is INE497S01012. Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www,godavaribiorefineries. com /and on the website of the MUFG at www. in.mpms.mufg.com . It may be noted that any service request can be processed only after the folio is KYC compliant.

(iii) SEBI, vide its Circular SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2025/3 dated March 19, 2025, titled "**Harnessing DigiLocker as a Digital Public Infrastructure for Reducing Unclaimed Assets in the Indian Securities Market**", had introduced it to address the issue of unclaimed financial assets. This initiative enables investors to store and access information of their demat and mutual fund holdings through DigiLocker, a key digital public infrastructure, benefiting investors and their families.

For details, you may refer to the above-mentioned circular at SEBI - DigiLocker Circular

(g) Investor Queries and Grievance Redressal:

The company has designated an exclusive e-mail ID, viz. investors@somaiya.com to enable investors to register their grievances, if any.

Members may note that in case of any dispute against the company and/or its registrar and share transfer agent, as per SEBI Circular SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023, members can file for Online Resolution of Dispute, which harnesses online conciliation and arbitration for the resolution of disputes arising in the Indian securities market. Members can use this mechanism only after they have lodged their grievance with the company and SCORES and are not satisfied with the outcome of the redressal. For more details, please see the following weblinks of the stock exchanges:

BSE: https://bsecrs.bseindia.com/ecomplaint/frmInvestorHome.aspx

NSE: https://www.nseindia.com/complaints/online-dispute-resolution

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

The remote e-voting period begins on 25th September, 2026 at 9:00 A.M. and ends on 27th September, 2026 at 5:00 P.M.

The remote e-voting module shall be disabled by NSDL for voting thereafter. Members whose names appear in the Register of Members / Beneficial Owners as of the record date (cut-off date), i.e., 21st September, 2026 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 21st September, 2026.

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

The way to vote electronically on the NSDL e-Voting system consists of "two steps" which are mentioned below:

Step 1: Access to the NSDL e-Voting system

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

In terms of the SEBI circular dated December 9, 2020, on the 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 numbers and email Id in their demat accounts in order to access the e-voting facility.

The 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.	1. 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. and verification code and generate an OTP. Enter the OTP received on the registered email id/mobile number and click on login. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page. Click on the company name or e-Voting service provider, i.e., NSDL, and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining the virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 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 the e-Voting page. Click on the company name or **e-Voting service provider, i.e., NSDL,** and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining the virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, the 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 4. Visit the e-Voting website of NSDL. Open a 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 the e-Voting system is launched, click on the icon "Login" which is available under the '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 the NSDL Depository site wherein you can see the 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. 5. Shareholders/Members can also download the NSDL mobile app "**NSDL Speede**" facility by scanning the QR code mentioned below for a seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for the CDSL Easi / Easiest facility, can login through their existing user ID and password. The option will be made available to reach the e-voting page without any further authentication. The users to log in to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing myEasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining a 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.

Type of shareholders	Login Method
	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 4. Alternatively, the user can directly access the e-Voting page by providing the Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending an OTP on the registered mobile & email as recorded in the Demat account. After successful authentication, the user will be able to see the e-voting option where the e-voting is in progress and also be able to directly access the system of all e-voting service providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also log in using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for the e-voting facility. Upon logging in, you will be able to see the e-voting option. Click on the e-Voting option; you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the 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 their User ID/Password are advised to use Forget User ID' and 'Forget Password' options available at abovementioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through depositories, 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 the 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 the NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open a 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 the e-Voting system is launched, click on the icon "Login", which is available under the '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 a 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 a 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 log in and cast your vote.

   b) If you are using the 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 in 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 your NSDL account, the last 8 digits of your client ID for your 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 the steps mentioned below in the **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), an option is 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, 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 the "Login" button.

9. After you click on the "Login" button, the home page of e-Voting will open.

Step 2: Cast your vote electronically and join the annual general meeting on the NSDL e-Voting system. How to cast your vote electronically and join the annual general meeting on the 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 annual general meeting are in active status.

2. Select "EVEN" of the company for which you wish to cast your vote during the remote e-Voting period and cast your vote during the Annual General Meeting. To join a virtual meeting, you need to click on the "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 a scanned copy (PDF/JPG format) of the relevant board resolution/ authority letter, etc., with an attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutiniser by e-mail to tushar@tusharshri.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 the "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 022 - 4886 7000 or send a request to Apeksha Gojamgunde, Manager at evoting@nsdl.com

Process for those shareholders whose email IDs are not registered with the depositories for procuring a user ID and password and registration of email 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), and AADHAR (self-attested scanned copy of Aadhar Card) by email to rnt.helpdesk@in.mpms.mufg.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 rnt.helpdesk@in.mpms.mufg.com. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., the login method for e-voting and joining virtual meetings for individual shareholders holding securities in demat mode.

3. Alternatively, shareholders/members may send a request to evoting@nsdl.com for procuring the user ID and password for e-voting by providing the above-mentioned documents.

4. In terms of the SEBI circular dated December 9, 2020, on the 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 the 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 the same as the instructions mentioned above for remote e-voting.

2. Only those members/shareholders who will be present in the AGM through the VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so shall be eligible to vote through the 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. A member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access it by following the steps mentioned above for **access to the NSDL e-Voting system**. After a successful login, you can see the link of "VC/OAVM" placed under the "**Join meeting**" menu against the company name. You are requested to click on the VC/OAVM link placed under the Join Meeting menu. The link for VC/OAVM will be available in the shareholder/member login where the EVEN of the 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 a last-minute rush.

2. Members are encouraged to join the meeting through laptops for a better experience. Further members will be required to allow the camera and use the Internet with a good speed to avoid any disturbance during the meeting.

3. Please note that Participants Connecting from Mobile Devices or Tablets or through laptops connecting via mobile hotspot may experience audio/video loss due to fluctuations in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

4. 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, and mobile number at investors@somaiya.com on or before 21st September, 2026. The same will be replied to by the company suitably.

5. Those shareholders who have registered themselves as a speaker by sending an email request to investors@somaiya.com on or before 21st September, 2026 and will only be allowed to express their views/ask questions during the meeting.

General Guidelines for Shareholders

i. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date of 21st September, 2026

ii. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 21st September, 2026 only shall be entitled to cast their vote either through remote e-voting or through e-voting at the AGM.

iii. As per the MCA General Circular 20/2020 dated 5th May, 2020, the Annual Report will be sent through electronic mode to only those Members whose email IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant as on Benpos date, i.e., 21st September, 2026 and no physical copy of the same would be dispatched.

iv. Members are requested to inform us of any change in their addresses immediately to: (i) Registrar & Transfer Agent (R & T Agents) in case of shares held in Physical Form or (ii) Depository Participants in case of shares held in Electronic Form

v. Mr Tushar Shridharani, partner of Tushar Shridharani and Associates LLP, a firm of practising company secretaries, has been appointed as the scrutiniser for providing facilities to the members of the company to scrutinise the venue voting and remote e-voting process in a fair and transparent manner, and he has communicated his willingness to be appointed and will be available for the same purpose.

vi. The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Venue voting" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

vii. The Scrutiniser shall, after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

viii. The results declared along with the report of the scrutiniser shall be placed on the website of the Company www.godavaribiorefineries.com and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorised by him in writing.

ix. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agent at the following address: **MUFG Intime India Private Limited,** C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083. To raise an email query, following is the link: https://web.in.mpms.mufg.com/helpdesk/Service_Request.html and Email: ganapati.haligouda@in.mpms.mufg.com

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

Pursuant to Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 10 of the accompanying Notice:

Item No. 4:

The Board of Directors, at their meeting held on 22nd May 2026, on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr Samir S. Somaiya, Chairman of the Company, as the Managing Director of the Company for the period of three years starting from 1st April 2027. The details of remuneration are as follows:

(1) Basic Salary: ₹ 17,95,360 p.m.

2) Commission: 2 % of net profit.

3) **Perquisites:**

i) A fully furnished rent-free residential accommodation OR House Rent Allowance (HRA) is limited to the 60% of basic salary or if he offers a house in his own name / spouse, the same may be taken on lease limited to 60% of basic salary.

ii) The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Act, 1961 and Rules thereunder.

iii) Medical Reimbursement: For him and his family as per the rules of the Company.

iv) Leave Travel Reimbursement: For him and his family as per the rules of the Company.

v) Club Fees-Subject to a maximum of two clubs' admission and membership fees as per the rules of the Company.

vi) Personal Accident Insurance/Medical Insurance or any other coverage as per the rules of the Company. Annual Premium to be paid by the Company.

vii) Provision of two cars with drivers, the entire expenditure of which will be borne by the Company.

viii) Provision of telecommunication facilities, including telephone/fax at residence.

ix) Contribution to Provident Fund, Superannuation Fund or Annuity Fund at the rates applicable from time to time in the Company.

x) Gratuity as per applicable law and the rules of the company.

xi) Encashment of leave at the end of tenure.

xii) Reimbursement of entertainment expenses actually incurred in the course of the legitimate business of the Company.

xiii) Housing, education, medical and other loans or facilities as applicable in accordance with the rules of the Company.

Mr Samir Somaiya (age 58 years), Shri Somaiya's academic credentials are equally distinguished. He holds a bachelor's degree in science, as well as master's degrees in chemical engineering and business administration from Cornell University. He further enhanced his leadership acumen by earning a master's in public administration from Harvard University. This combination of technical and managerial expertise has empowered him to drive innovation while fostering sound business practices

Mr Samir S. Somaiya is an accomplished business leader, visionary educator, and dedicated philanthropist with a distinguished career spanning over three decades. As the Chairman and Managing Director of our company, he has been the driving force behind its remarkable transformation and sustained growth since joining in 1993. He was appointed to the Board of Directors in 2007, further solidifying his leadership role in shaping the company's strategic direction

Mr Somaiya brings over 32 years of deep industry experience, particularly in the field of Sugar, Power, Biofuel and Bio-Based chemical manufacturing sectors. Mr. Somaiya has been conferred with the Rasayan Udyog Ratna (2025), Lifetime Achievement Sanman – Craft Sector from the Crafts Council of Telangana (2025), Order of Dostyk II, Kazakhstan (2025), Sanskrit Sevavrati Award (2025), and Plinio Nastari ISO Sugar Excellence Award (2025). He has also been honoured with the IICHE Platinum Jubilee Award (2023), QIMPRO Gold Standard 2023 – Education, STAI Industry Excellence Award (2023), DSTA Sakhar Udyog Gaurav Puraskar (2023), Knight of the Order of the Star of Italy (2022), Lala Shriram National Award for Leadership in Chemical Industry by IICE (2022), Shri Kutchi Lohana Mahajan Gnati Gaurav (2009), American Institute of Chemical Engineers' Award for Scholastic Achievement (1989), American Institute of Chemists Award (1990), and the "Philanthropist of the Sugar Industry" award by ChiniMandi.

Mr Samir Somaiya is a promoter and director, holding 5,521,211 equity shares, representing 10.79% of the company's paid-up equity capital.

Additional information as required to be provided pursuant to the SS-2, in respect of Mr Samir S. Somaiya, is provided in the Annexure to this Notice and also forms part of the Explanatory Statement.

The appointment, as well as the payment of remuneration, was approved by the board based on the company's remuneration policy, the nature of the services provided by him, industry standards, and the responsibilities he handled as the Chairman and Managing Director of the company.

In order to comply with Section 197 of the Companies Act, 2013, read with Schedule V, the consent of members of the company is sought by way of a special resolution for re-appointment and payment of remuneration to Mr Samir S. Somaiya as per the terms and conditions already approved, notwithstanding that such remuneration exceeds the limits prescribed under Schedule V.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members

None of the other directors or Key Managerial Personnel (KMP) or their relatives, except Mr Samir S. Somaiya, have any concern or interest, financial or otherwise, in the proposed resolution

Item No. 5

The Board of Directors, at their meeting held on 22nd May, 2026, on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr Suhas Godage as a Whole Time Director of the Company, designated as Executive Director (Works-Sakarwadi) for the period of three years starting from 1st April, 2027, at the remuneration as set out below.

(1) Basic Salary: ₹ 254,190 per month.

2) Special Allowance: ₹ 136,840 per month.

3) Bonus: 20% of Basic Salary

4) Performance Incentive: 0.3% of Net Profit after Tax of Sakarwadi Unit of the Company, with a maximum limit upto ₹ 20 lacs per annum

5) **Perquisites:**

   i. Housing: Furnished Accommodation at Factory

   ii. Contribution to the Provident Fund at the rates applicable from time to time in the company.

   iii. Medical Reimbursement: As per the rules of the company.

   iv. Leave Travel Reimbursement: One month's basic pay, subject to income tax laws and rules of the company.

   v. Encashment of leave at the time of retirement/ cessation of service, which will not be included in the computation of the ceiling on perquisites.

   vi. Gratuity as per applicable law and the rules of the company.

Provision of a car for use in the company's business and a telephone at the residence will not be considered as perquisites; use of car and telephone for private purposes shall be billed by the company to Mr Suhas U. Godage.

Mr Suhas Godage, aged 56 years, has vast knowledge in material management, quality control, manpower planning, raw materials, and process analysis and has more than 30 years of experience in the chemicals industry / distiller. He has a bachelor's degree in science from the University of Pune, a master of business administration in marketing from Yashwantrao Chauhan Open University, Nasik, and a postgraduate diploma programme in industrial fermentations and alcohol technology from Vasantdada Sugar Institute.

The appointment as well as payment of remuneration was approved by the Board based on the nature of services provided by him, industry standards, and responsibilities handled by him as the Executive Director (Works-Sakarwadi) of the Company, who is liable to retire by rotation.

In order to comply with Section 197 of the Companies Act, 2013, read with Schedule V, the consent of members of the company is sought by way of a special resolution for re-appointment and payment of remuneration to Mr Suhas Godage as per the terms and conditions already approved, notwithstanding that such remuneration exceeds the limits prescribed under Schedule V.

The aggregate of salary and perquisites in any one financial year shall not exceed the limits prescribed under sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act. In the event of absence or inadequacy of profit during the period, Mr Suhas Godage shall be paid the above remuneration as minimum remuneration

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members

None of the other directors or key managerial personnel (KMP) or their relatives, except Mr Suhas Godage, have any concern or interest, financial or otherwise, in the proposed resolution.

Item Nos. 6 and 7: Appointment of Mr Dinesh Sharma as Director and Whole Time Director

Based on the recommendation of the Nomination and Remuneration Committee and duly approved by the resolution passed at its meeting, the Board of Directors has recommended the appointment of Mr Dinesh Sharma as Director and Whole Time Director of the Company, designated as Executive Director (Works-Sameerwadi) and KMP for a period of 3 (three) years w.e.f. the date of this AGM is subject to the terms and conditions set out below

1) Salary: ₹ 255,030 per month.

2) Special Allowance: ₹ 33,580 p.m.

3) Bonus: 20% of Basic Salary

4) Commission : 0.3% of the net profit after tax of Sameerwadi Unit of the Company , with a maximum limit upto ₹ 20 Lacs per annum.

5) **Perquisites:**

i. Housing: Furnished Accommodation at Factory

ii. Contribution to the Provident Fund at the rates applicable from time to time in the company.

iii. Medical Reimbursement: As per the rules of the company.

iv. Leave Travel Reimbursement: One month's basic pay, subject to income tax laws and rules of the company.

v. Encashment of leave at the time of retirement/ cessation of service, which will not be included in the computation of the ceiling on perquisites.

vi. Gratuity as per applicable law and the rules of the company.

Provision of a car for use on the company's business and a telephone at the residence will not be considered as perquisites; use of the car and telephone for private purposes shall be billed by the company to Mr Dinesh Sharma.

Mr Dinesh Sharma is currently serving as Chief Technical Officer at the company's Sameerwadi Unit, Karnataka, and has demonstrated strong technical and operational leadership. Under his guidance, the plant achieved the highest-ever cane crushing during the sugar seasons 2025–26 and 2024–25. He has also played a significant role in improving operational efficiency and successfully meeting the requirements of the company's diversified product portfolio.

Mr Dinesh Sharma, age 56 years, completed his M.Sc. (Sugar Technology) at the University of Mysore in 1996 and his B.Sc. (PCM) at Sharda Vilas College, Mysore, in 1994. He has an overall experience of 29 years in the sugar industry. He has been associated with the company since 2007.

Considering his valuable contribution, leadership capabilities, rich industry experience, and continued commitment towards the growth of the Company, the Committee discussed the matter and recommended his appointment as a Whole-time Director designated as Executive Director (Works-Sameerwadi) for consideration and approval of the board, subject to approval of the shareholders of the company.

In order to comply with Section 197 of the Companies Act, 2013, read with Schedule V, the consent of members of the company is sought by way of a special resolution for appointment and payment of remuneration to Mr Dinesh Sharma as per the terms and conditions already approved, notwithstanding that such remuneration exceeds the limits prescribed under Schedule V.

The aggregate of salary and perquisites in any one financial year shall not exceed the limits prescribed under sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act. In the event of absence or inadequacy of profit during the period, Mr Dinesh Sharma shall be paid the above remuneration as minimum remuneration

The Board commends the Ordinary Resolution for approval by the Members, as set out at Item No. 6 of the Notice.

The Board commends the Special Resolution for approval by the Members, as set out at Item No. 7 of the Notice.

None of the other Directors or Key Managerial Personnel (KMP) or their relatives, except Mr Dinesh Sharma, have any concern or interest, financial or otherwise, in the proposed resolution. The statement as required under Clause (iv) of Section II, Part II of Schedule V of the Companies Act, 2013, with reference to items nos. 4, 5, 6 and 7, is as follows:

I. General Information:

(1) Nature of Industry: Manufacturing of ethanol, ethanol-based chemicals, bio-based chemicals, speciality chemicals, sugar, rectified spirits, other grades of alcohol and power.

(2) Date or expected date of commencement of commercial production: NA

(3) In case of new Companies, the expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus: NA

(4) Financial based on given indicators (₹ In Lacs)

Particulars	2025-2026	2024-2025
Revenue from Operation	1,96,492.02	185,316.64
Profit / (Loss) before Depreciation, Interest, Exceptional Item and Tax	13453.40	11,606.18
Finance costs	4,844.57	7,160.79
Profit / (Loss) after Interest but before Depreciation and Tax	8698.83	4,445.39
Depreciation & Amortization	5,431.80	4,985.69
Profit / (Loss) Before Tax	153.22	(540.28)
Taxes (Income)/Expense	29.60	2,175.67
Profit / (Loss) After Tax (before Other Comprehensive Income)	123.62	(2175.95)

(5) Foreign Investment of Collaborators, if any: NA

II. Information about the Appointee: The information with respect to appointees is given in Items nos. 4, 5, 6 and 7 of the explanatory statement.

III. Other Information

a. Reasons for inadequate profits

The financial year '25-'26 was marked as a challenging operational environment for the sugar and ethanol industries, with elevated cane and feedstock costs impacting overall segment profitability. The ethanol segment continues to operate in a relatively compressed margin environment due to feedstock economics and pricing dynamics. Further, sugarcane cultivation remains highly water-intensive, making it vulnerable to uneven rainfall patterns and long-term climate shifts. Increase the cane price compared to ethanol and sugar prices and uneven monsoon distribution disrupts cane availability, reduces yields and creates volatility in production planning, posing sustainability challenges for the business.

b. Steps taken or proposed to be taken for improvement

We are seeing improved capacity utilisations in the chemical sector, and that will start showing gains from the current quarter onwards (Q1 FY 2027). The company's manufacturing operations are supported by its Sameerwadi facility, which has a sugarcane crushing capacity of 20,000 TCD, expandable to 25,000 TCD, and an ethanol production capacity of 570 KLPD, with plans to scale up to 1,000 KLPD, aligning with India's biofuel initiatives. The long-term outlook for the industry remains positive, supported by the government's ethanol blending programme and stable policy direction. The Bio-based Chemicals segment recorded meaningful contributions from speciality chemicals, with ethyl acetate realisations remaining favourable.

c. Expected increase in productivity and profits in measurable terms

The company is well-positioned to leverage integrated operations by maximising by-product utilisation. Bagasse-based cogeneration can contribute to energy self-sufficiency and additional revenue streams. Looking ahead, we remain focused on scaling our bio-based chemicals and ethanol businesses through debottlenecking, capacity optimisation, and diversification of feedstock for ethanol production. In parallel, we continue to expand our high-value bio-based chemicals portfolio by leveraging our integrated R&D and manufacturing capabilities. Continued investments in technology, process efficiencies and sustainability-led initiatives remain central to our strategy, supporting long-term value creation."

The Explanatory Statement, along with the notice, is and shall be deemed to be an abstract of the terms and memorandum of interest under Section 190 of the Companies Act, 2013.

Item No. 8 : Ratify remuneration payable to the cost auditor of the company.

The Board, on the recommendation of the Audit Committee, had appointed M/s R. Nanabhoy & Co, Cost Accountants (Firm Registration No. 000011), as the Cost Auditors to conduct the audit of the cost records of the company relating to sugar and industrial alcohol, electricity, and chemicals pursuant to Section 148 read with Rules 3 and 4 of the Companies (Cost Records and Audit) Rules, 2014 and Companies (Cost Records and Audit) Amendment Rules, 2014 for the financial year ending March 31, 2027, at a remuneration of ₹ 640,000 (Rupees Six Lakhs Forty Thousand only) per annum, plus applicable taxes and out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditors has to be ratified by the shareholders of the company. Accordingly, the consent of the members is sought to pass an ordinary resolution as set out at Item No. 8 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 set out at Item No. 8 of this notice.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 8 of the Notice

Item No. 9: To contribute to Charitable and other funds

The Company has been regularly extending financial support/ contributions to K.J. Somaiya Institute of Applied Agriculture Research (hereinafter called KIAAR) The **KIAAR** is registered under the Mysore Societies Registration Act of 1961 and is also recognized by the "Indian Council of Agricultural Research, New Delhi" as a Voluntary Centre for AICRP in sugarcane Research in agriculture, and recognized as a research centre by SIRO (Scientific and Industrial Research Organization) and provides the following services to the farmer:

a. To carry out research on sugarcane and other important crops cultivated in the area with a view to providing research support to the sugar industry and farmers of the region and to transfer the technology developed at the Institute for the benefit of the farming community.

b. To advise on, demonstrate, publish and otherwise promote utilisation of research results in the cultivation of sugarcane and other crops;

c. To educate farmers and persons in improved agricultural technology;

d. To make available to farmers and others, techniques and materials developed as a result of research for the improvement of crops and soils;

e. To do all acts, matters and things as are incidental or conducive to the attainment of the above aims and objectives or any one or more of them.

GBL is engaged in the business of manufacturing sugar, ethanol and ethanol-based chemicals, which are directly dependent on the availability, quality and yield of sugarcane supplied by farmers. The research, development, training and extension activities undertaken by KIAAR are intended to improve sugarcane yield, quality and sustainability, which in turn ensures consistent and enhanced availability of sugarcane as a key raw material for GBL's sugar as well as ethanol and allied businesses, thereby contributing directly to its overall business operations and profitability.

As per provisions of Section 181 of the Companies Act, 2013, prior permission of the company, in a general meeting, is required to contribute to bona fide charitable and other funds if the aggregate amounts, in any financial year, exceed five per cent of the company's average profits for the three immediately preceding financial years. The Board of Directors consider that the consent of the members of the company should be obtained to contribute the sum not exceeding ₹ 14,000,000 (Rupees One Crore Forty Lakhs Only) to charitable institutions, societies, and funds in a financial year.

The Board of Directors, accordingly, recommends the Ordinary Resolution set out at Item No. 9 of the accompanying Notice for the approval of the Members.

None of the directors/key managerial personnel of the company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution except Mr Samir Somaiya and his relatives in respect of contributions to the organisations, if any, wherein he is a trustee or otherwise associated with such organisations in any other manner.

Item No. 10: Acceptance of Deposits

The special business relates to seeking members' approval for the acceptance/renewal of unsecured deposits. Section 76, read with the Companies (Acceptance of Deposits) Rules, 2014 of the Companies Act, 2013, prescribes that approval of members by way of special resolution is required to accept or renew the said deposits by your company, and thus your approval is sought for accepting the deposits from the public. To augment working capital and for other general corporate purposes of the company. The purpose of continuing this fixed deposit is to meet the investment requirements of the farmers who supply cane to the company. It is also for the reason of providing an investment platform to employees of the company, as they can have an in-house product with a higher return than bank FDs.

The Board of Directors accordingly recommends the special resolution set out at Item No. 10 of the accompanying notice for the approval of the members.

Details of Tenure, Interest and Scheme are as follow:

Sr. No.	PARTICULARS	SCHEME A – HALF YEARLY	SCHEME B – MONTHLY	SCHEME C – CUMULATIVE
1.	I. PERIOD (YRS)	Rate of Interest	Rate of Interest	Rate of Interest
	1.	8.50%	8.50%	8.50%
	2.	9.00%	9.00%	9.00%
	3.	9.50%	9.50%	9.50%
2.	II. Minimum Amount	₹ 25,000 with further amounts in multiples of ₹ 5,000	₹ 3,00,000 with further amounts in multiples of ₹ 25,000	₹ 25,000 with further amounts in multiples of ₹ 5,000
3.	III. Frequency of payment	Half yearly on 30th September and 31st March	Monthly	On maturity, interest is compounded on a half-yearly basis after deducting income tax, wherever applicable.

None of the directors/key managerial personnel of the company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 10 of the Notice, except to the extent of investment of their or their relatives' investment in the fixed deposit of the company. Directors, key managerial personnel and their relatives are eligible to the benefits of the scheme on the same terms and the same rates as are applicable to the members and the public.

Registered Office:
Somaiya Bhavan, 45/47, M. G. Road,
Fort, Mumbai - 400 001

By Order of the Board of Directors

Samir S. Somaiya
Chairman & Managing Director
DIN - 00295458

Date: 5th August, 2026
Place: Mumbai

Annexure I

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings

Particulars	Dr. Raman Ramachandran	Mr. Suhas Godage
Date of Birth	March 25, 1958	January 20, 1971
DIN	00200297	09227610
Date of first Appointment on the Board	November 30, 2023,	September 08, 2021
Qualifications	PhD from the University of Adelaide, South Australia and subsequently pursued his research interests with International Organisations in Kenya, Philippines and at the University of Wisconsin, Madison, USA	1. Bachelor's degree of science from the University of Pune 2. Master's degree of business administration from Yashwantrao Chavan Maharashtra Open University 3. Post graduate diploma program in industrial fermentation & alcohol technology from Vasantdada Sugar Institute
Experience, Skills required for the role and the manner in which the proposed person meets the requirements, including a brief profile	He has retired as Chairman & Managing Director of BASF India Ltd He has a stint of nearly three decades with a global chemicals major (BASF), Raman held many positions of responsibility and led the strategic evolution of BASF as a leader in the agricultural products business in the Asia Pacific region. He has global experience, having worked for 11 years based at Singapore with Asia Pacific regional responsibilities.	Detailed in the explanatory statement forming part of the Notice.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NA	NA
Remuneration last drawn	Refer to the Corporate Governance Report FY26 for remuneration details	
Remuneration is proposed to be paid	Entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof	The terms of re-appointment and remuneration have been detailed in the explanatory statement.
Memberships / Chairmanships of committees of other public companies	NA	NA
No. of shares held in the Company	NIL	NIL
Inter-se relationship with other directors/ Key Managerial Personnel	None	None
No. of Board meetings attended during 2025-26	Refer to the Corporate Governance Report FY26 for the details of the number of meetings attended by the Directors.	
Resignation from Listed Entities in the past three years	NA	NA

Particulars	Mr. Samir S Somaiya	Mr. Dinesh Sharma
Date of Birth	February 28, 1968	June 15, 1970
DIN	00295458	11675064
Date of first Appointment on the Board	June 22, 2007	NA
Qualifications	He holds a Bachelor's degree in Science, as well as Master's degrees in Chemical Engineering and Business Administration from Cornell University. He further enhanced his leadership acumen by earning a Master's in Public Administration from Harvard University	Master's degree in Sugar Technology (M.Sc. – Sugar Technology) from the University of Mysore
Experience, Skills required for the role and the manner in which the proposed person meets the requirements, including a brief profile	Detailed in the explanatory statement forming part of the Notice.	Detailed in the explanatory statement forming part of the Notice.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NA	NA
Remuneration last drawn	Refer to the Corporate Governance Report FY26 for remuneration details	NA
Remuneration is proposed to be paid	The terms of re-appointment and remuneration have been detailed in the explanatory statement	The terms of appointment and remuneration have been detailed in the explanatory statement.
Memberships / Chairmanships of committees of other public companies	NA	NA
No. of shares held in the Company	5,521,211	NIL
Inter-se relationship with other directors/ Key Managerial Personnel	None	None
No. of Board meetings attended during 2025-26	Refer to the Corporate Governance Report FY26 for the details of the number of meetings attended by the Directors.	
Resignation from Listed Entities in the past three years	NA	NA

Route Map: Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice

Registered Office:
Somaiya Bhavan, 45/47, M. G. Road,
Fort, Mumbai - 400 001

By Order of the Board of Directors

Samir S. Somaiya
Chairman & Managing Director
DIN - 00295458

Date: 5th August, 2026
Place: Mumbai