

NOTICE OF POSTAL BALLOT AND REMOTE E-VOTING INFORMATION

[Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s), NOTICE of Postal Ballot is hereby given to the Members of Omega AG Seeds Punjab Limited (“the Company”), pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (“the Act”), read with Rule 20 and Rule 22 of the Companies (Management and Administration), Rules, 2014, as amended (Rules), and Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 3/2022 dated May 6, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024, the latest being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (“MCA”) (hereinafter collectively referred to as ‘MCA Circulars’) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘Listing Regulations’) and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force, the Special Resolution(s) as set out in this Notice are proposed for consideration by the members of the Company for passing by means Postal Ballot by voting through electronic means (remote e-voting) only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system. The Company is pleased to offer e-voting facility which will enable the members to cast their votes electronically.

The details of the e-voting facility are provided in the notes of this postal ballot notice. Members may note that the e-voting commences from 9:00 a.m. (IST) on Friday, 23rd January, 2026 and ends at 5:00 p.m. (IST) on Saturday, 21st February, 2026. Members are therefore requested to cast their vote not later than 5:00 p.m. IST on Saturday, 21st February, 2026 to be eligible for being considered, failing which it will be considered that no vote has been received from the Members.

Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the notes to the postal ballot notice.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot shall be declared at the Registered office of the Company on or before Tuesday, 24th February, 2026.

The said results along with the Scrutinizer’s Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company’s website www.omegaagseeds.com and on the website of Bigshare Services Pvt. Ltd at www.bigshareonline.com

Consent of the Members is hereby sought for the proposal contained in the resolutions appended below. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the proposed resolutions is annexed hereto for Member’s consideration.

Special Business:

➤ ITEM NO. 1: APPROVAL FOR ALTERATION IN THE MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13, 15 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the

Memorandum of Association of the Company be and is hereby altered and amended as follows:

The existing Clause 2 of Main Objects be altered by replacing the same with the following new Clause 2:

2. To carry on the business of purchasing, selling, trading, importing, exporting, distributing, storing, processing and dealing in all kinds of seeds, whether edible or non-edible, including oilseeds, pulses, grains, cereals, vegetables, fruits, crops, fodder, saplings, seedlings, plants and nursery products of all kinds, and all types of agricultural and allied produce grown or capable of being grown on land or soil, whether natural or cultivated; and to purchase, sell, trade, import, export, process, extract, manufacture, refine, distribute and otherwise deal in all types of oils, including crude, refined, perfumed and other specialty oils, derived from all oil-bearing commodities and seeds.

The insertion of Clause 3 in Main Objects as follows:

3.

- (i) *To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of ayurvedic pharmaceuticals products, medicines, drugs, medicines, biologicals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products and dry salters, also to engage in business of health care, life sciences, research and development, contract manufacturing in India and/or abroad.*
- (ii) *To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and tinctures extracts and to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, etc. and also, to carry on the business of chemists, druggists, buyers, sellers, agents, distributors and stockist of all kinds of pharmaceuticals and allied products.*
- (iii) *To carry on the business of chemists, druggists and dealers, buyers, sellers, agents, distributors and stockiest of all kinds of ayurvedic pharmaceuticals and allied products in pharmaceutical, medicinal, chemical, industrial and other preparations and articles, compounds, cements, oils, phenyl, drugs, herbs and manufacturers of patent and other medicines, indigenous drugs, pharmaceutical, medicinal, industrial and other preparations.*
- (iv) *To carry on the business of manufacture and sale of patent and non-patent medicines, drugs, mixtures, formulations, capsules, tablets, pills, powders, pharmaceuticals, chemicals, medical and medicinal products, preparations and materials, sterilized injections, needles, syringes, vaccines, chemical and surgical dressings and generally to carry on the business of manufacturers, buyers and sellers of and dealers in all kinds of medicines and medical preparations and drugs whatsoever and obtain patents of them.*
- (v) *To carry on in India or abroad business of importers, merchants, general order suppliers, commission agents, representatives, distributors, royalty owner, contractors, auctioneers, indent agents, passage agents, factors, organizers, sale agents, sub agents, and insurance agents, in connection with the business as referred to in sub-clause (i) & (iv).*

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments, and writings as it may in its absolute discretion deem necessary or desirable in relation thereto.”

➤ **ITEM NO. 2: ALTERATION IN THE ARTICLE OF ASSOCIATION AND ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION IN PLACE OF THE EXISTING ARTICLE OF ASSOCIATION OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and 15 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, and subject to such approvals as may be necessary (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to adopt the altered Articles of Association of the Company in substitution

for, and to the exclusion of, the existing Articles of Association, as per Table 'F' of the Schedule I of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments, and writings as it may in its absolute discretion deem necessary or desirable in relation thereto."

➤ **ITEM NO. 3: APPROVAL FOR APPOINTMENT OF MS. REKHA RANI NARANIWAL AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with schedule IV and such other applicable provisions, sections, rules of the Companies Act, 2013 (the Act) and the Rules made thereunder read with Regulations 17 and 25(2A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Shareholders be and is hereby accorded for appointment of Ms. Rekha Rani Naraniwal (DIN: 08467886) as a Non-Executive Independent Director of the Company by the Board of Directors with effect from 20th January 2026, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, proposing her candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 20th January, 2026 up to 19th January, 2031.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments, and writings as it may in its absolute discretion deem necessary or desirable in relation thereto."

Date: 20th January, 2026

Place: Hyderabad

**By Order of the Board
For Omega AG Seeds Punjab Limited**

Sd/-
Nisha Chowdhary
Company Secretary & Compliance Officer

Notes:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the Special Business and the details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') entered with the Stock Exchanges and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment / re-appointment at this Annual General Meeting is annexed hereto.
2. In compliance with the provisions of Regulation 44 of the SEBI Listing Regulations, Section 108 and 110 of the Act read with Rules made thereunder and the MCA Circulars:
 - a. The Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 16th January, 2026 (the 'Cut- Off Date') and whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ("RTA") / National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited (collectively referred as "Depositories").
 - b. The facility to vote on the proposed Resolution is provided through remote e-voting facility only. The Members shall exercise their right to vote on the matter included in the Notice by such remote e-voting facility. The Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to its members.
 - c. The Members can provide their assent or dissent on the Resolution through remote e-voting system. Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.
3. A copy of this Notice is also available on the website of the Company i.e. www.omegagasedds.co.in, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited ("BSE") at www.bseindia.com and on the website of CDSL i.e. www.cdslindia.com.
4. Members whose names appear in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their vote electronically. The voting rights of Members will be in proportion to their share in the paid-up share capital of the Company as on the Cut-Off Date.
5. The remote e-voting period commences on Friday, 23rd January, 2026, at 09.00 a.m. (IST) and ends on Saturday, 21st February, 2026, at 05.00 p.m. (IST). The remote e-voting module will be disabled by CDSL for voting thereafter. Once the vote on Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
6. The Board of Directors of the Company has appointed Kashinath Sahu, Proprietor of Kashinath Sahu & Co., Practicing Company Secretaries (Firm No: No. 4807), Hyderabad, to act as the Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.
7. The Scrutinizer on completing the scrutiny of voting through the remote e-voting process will submit the report to the Chairperson or any other person duly authorized by the Chairperson.
8. The result of the remote e-voting along with Scrutinizer's Report will be declared by the Chairperson or person so authorized, within 2 working days from the conclusion of the remote e-voting i.e., on or before the close of business hours on Tuesday, 24th February, 2026.
9. The results of the Postal Ballot will be hosted on the website of the Company i.e. www.omegaagseeds.com and the website of CDSL at www.cdslindia.com and the same shall also be disseminated to BSE, where the shares of the Company are listed. The results along with the Scrutinizer Report shall also be displayed on the notice board at the Registered Office of the Company. The Resolution, if passed, by the requisite majority through Postal Ballot will be deemed to have been passed on the last date specified for remote e-voting i.e. on Saturday, 21st February, 2026.
10. All documents as referred to in the Notice will be available for electronic inspection during business hours by the Members without payment of any fee, from the date of dispatch of the Notice until the last date of remote e-voting. Members seeking to inspect such documents are requested to send an email from their registered e-

mail address to omegaagseeds@gmail.com mentioning their name, Folio No./Client ID and DP ID and the documents they wish to inspect. Inspection shall be provided during the business hours of the Company.

11. Alternatively, Non-Individual Shareholders are required to send the relevant Board Resolution/Authority Letter etc. together with the Attested Specimen Signature of the Duly Authorized Signatory who are authorized to vote, to the Scrutinizer and to the Company at the E-mail address: omegaagseeds@gmail.com if they have voted from individual tab and not uploaded same in the CDSL E-Voting System for the Scrutinizer to verify the same.
12. Members of the Company who have not registered their e-mail address can register the same with their concerned depository participants, in respect of shares held in Demat form and in respect of shares held in physical form, by writing to the RTA of the Company i.e., Bigshare Services Pvt Ltd at info@bigshareonline.com.
13. The term 'Members/Shareholders' have been used interchangeably to denote the Shareholders of the Company.

The procedure for e-voting is as under:

Type of Shareholders	Login Method
Individual Shareholders Holding Securities in Demat Mode with CDSL Depository	<ol style="list-style-type: none">1. Users who have opted for CDSL EASI/EASIEST facility, can login through their existing User-id and Password. Option will be made available to reach E-Voting page without any further authentication. The URL for Users to login to EASI/ EASIEST are https://web.cDSLindia.com/myeasi/home/ login or visit www.cDSLindia.com and click on Login icon and select New System MYEASI Tab.2. After successful login to 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 Company. On clicking the E-Voting 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 and Voting during the Meeting. Additionally, there are also links provided to access the system of all E-Voting Service Providers i.e. CDSL/NSDL so that the User can visit the E-Voting Service Providers website directly.3. If the user is not registered for EASI/ EASIEST, option to register is available at CDSL website www.cDSLindia.com. To login click on login & New System MYEASI Tab and then click on registration option.4. Alternatively, the User can directly access E-Voting Page by providing Demat Account Number and PAN on E-Voting link available on www.cDSLindia.com homepage. The system will authenticate the User by sending OTP on the Registered Mobile and E-mail 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 able to directly access the system of all the E-Voting Service Providers.

<p>Individual Shareholders Holding Securities in Demat Mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL ‘IDeAS’ facility, please visit the E-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a Mobile. Once the Homepage of E-services is launched Click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ Section. A new screen will open. You will have to enter your User-id and Password. After successful authentication, you will be able to see E-Voting Services. Click on “Access to E-Voting” under E-Voting Services and you will be able to see E-Voting page. Click on Company name or E-Voting Service Provider name and you will be re-directed to E-Voting Service Provider website for casting your vote during the remote E-Voting period or joining Virtual Meeting and Voting during the Meeting. 2. If the User is not registered for IDeAS E-services, option to register is available at https://eservices.nsdl.com/. Select “Register Online for IDeAS” Portal or Click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the E-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the homepage 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository Site wherein you can see E-Voting page. Click on Company name or E-Voting Service Provider name and you will be redirected to E-Voting Service Provider Website for casting your Vote during the remote E-Voting period or joining Virtual Meeting and Voting during the Meeting.
<p>Individual Shareholders Holding Securities in Demat Mode Login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for E-Voting facility. After Successful login, you will be able to see E-Voting option. Once you click on E-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see E-Voting feature. Click on CompanyName or E-Voting Service Provider name and you will be redirected to E-Voting Service Provider Website for casting your vote during the remote E- Voting period or joining Virtual Meeting and voting during the Meeting.</p>

Important note: Members who are unable to retrieve User-id / Password are advised to use Forgot User-id and Forgot Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding Securities in Demat mode for any technical issue related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
<p>Individual Shareholders Holding Securities in Demat Mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL Helpdesk by sending a request at the following e-mail: helpdesk.evoting@cdslindia.com or Contact at a toll-free no.1800 22 5533.</p>

Individual Shareholders Holding Securities in DematMode with NSDL	Members facing any technical issue in login can contact NSDL Helpdesk by sending a request at evoting@nsdl.co.in or Call at Toll Free No. 1800 10 20990 and 1800 22 4430.
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Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

- i. The Shareholders should log on to the E-Voting Website: www.evotingindia.com.
 - i. Click on “SHAREHOLDERS” Module.
- ii. Now enter your User-id.
 - i. For CDSL: 16 Digits Beneficiary ID.
 - ii. For NSDL: 8 Character DP-ID followed by 8 Digits Client-ID.
 - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - iv. Next enter the ‘Image Verification’ as displayed and Click on Login.
 - v. If you are holding Shares in Demat form and had logged on to www.evotingindia.com and had voted on an earlier E-Voting of any Company, then your existing password is to be used.
 - vi. If you are a first-time user follow the steps given below:

For Physical Shareholders and other than Individual Shareholders holding Shares in Demat Form

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders). Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat Account or in the Company Records in order to login. If both the details are not recorded with the Depository or Company, please enter the Member-id / Folio Number in the ‘Dividend Bank Details’ field.

- vii. After entering these details appropriately, click on ‘SUBMIT’ Tab.
- viii. Shareholders holding Shares in Physical Form will then directly reach the Company selection screen. However, Shareholders holding Shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the ‘New Password’ field. Kindly note that this password is to be also used by the Demat Holders for Voting for Resolutions of any other Company on which they are eligible to vote, provided that the Company opts for E-Voting through CDSL Platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Shareholders holding shares in Physical Form, the details can be used only for E-Voting on the Resolutions contained in this Notice.
- x. Click on the EVSN i.e. **260120003** of the relevant Company (‘OMEGA AG SEEDS PUNJAB LIMITED’) on which you choose to vote.
- xi. On the Voting Page, you will see ‘RESOLUTION DESCRIPTION’ and against the same the option ‘YES/NO’ for Voting. Select the option ‘YES’ or ‘NO’ as desired. The option ‘YES’ implies that you assent to the Resolution and option ‘NO’ implies that you dissent to the Resolution.
- xii. Click on the ‘RESOLUTIONS FILE LINK’ if you wish to view the entire Resolution details.
- xiii. After selecting the Resolution, you have decided to vote on, click on ‘SUBMIT’. A Confirmation Box will

be displayed. If you wish to confirm your vote, click on ‘OK’, else to change your vote, click on ‘CANCEL’ and accordingly modify your vote.

- xiv. Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your Vote.
- xv. You can also take a print of the votes cast by clicking on ‘Click here to Print’ option on the Voting Page. If a Demat Account Holder has forgotten the login password then enter the User-id and the ‘Image’.
- xvi. Verification Code’ and click on Forgot Password and enter the details as prompted by the system.
- xvii. Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting:
 - Non – Individual Shareholders (i.e. Other than Individuals, HUF, NRI etc.) and Custodians are required to log on to the website: www.evotingindia.com and register themselves in the ‘CORPORATES’ Module.
 - A Scanned copy of the Registration Form bearing the Stamp and Sign of the Entity should be mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and Password. The Compliance User would be able to link the account(s) for which they wish to vote on
 - The List of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - It is Mandatory that a Scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
 - Alternatively Non-Individual Shareholders are required to send the relevant Board Resolution/AuthorityLetter etc. together with the Attested Specimen Signature of the Duly Authorized Signatory who are authorized to vote, to the Scrutinizer and to the Company at the E-mail address: omegaagseeds@gmail.com if they have voted from individual tab and not uploaded same in the CDSL E-Voting System for the Scrutinizer to verify the same.
 - If you have any queries or issues regarding E-Voting from the CDSL E-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022–23058738 and 022–23058542/43.
 - All grievances connected with the facility for Voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr Manager, Central Depository Services (India) Limited (CDSL), Wing–A, 25th Floor, Marathon Futurex, Mafatlal Mill Compound, N M Joshi Marg, Lower Parel (East), Mumbai–400013 or send an E-mail to helpdesk.evoting@cdslindia.com or call on 022–23058542/43.

Date: January 20, 2026

Place: Hyderabad

**By Order of the Board
Omega AG Seeds Punjab Limited**

**Sd/-
Nisha Chowdhary
Company Secretary & Compliance Officer**

EXPLANATORY STATEMENT PURSUANT TO SEC 102 (1) OF THE COMPANIES ACT, 2013

➤ Item No. 1:

Alteration of Main Objects Clause of Memorandum of Association of Company

The Board of Directors of the Company is required to evaluate, from time to time, proposals relating to new and emerging business areas that are expected to be profitable and beneficial to the Company. In order to enable the Company to explore and undertake such opportunities, it is considered necessary to broaden the scope of the Objects Clause of the Memorandum of Association, which is presently limited in its coverage.

The proposed alteration to the Objects Clause, as set out in the Resolution, is intended to provide the Company with greater operational flexibility to undertake new projects and activities that may be identified in the future. This amendment will enable the Company to carry on its business more effectively, economically, and efficiently, in line with its growth and expansion plans.

Accordingly, it is proposed to amend the existing Clause 2 of the Main Objects to include undertaking trading in agricultural seeds, and to insert a new Clause 3 in the Main Objects to enable the Company to carry on the business of ayurvedic pharmaceutical products.

The Board at its meeting held on 20th January, 2026 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The draft of the altered Memorandum of Association reflecting the said change will be available for inspection by the members at the registered office of the company on all working days except Saturday & Sunday (from 9:00 A.M. to 05.30 P.M.) up to the date of closing of e-voting.

The Board recommends the Resolution set forth in Item No. 1 for the approval of the Members of the Company by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution no. 1 as set out in this Notice except to the extent of their shareholding, if any.

➤ Item No. 2:

Alteration in the Article of Association and adoption of new set of Article of Association in place of the existing Article of Association of the company

The existing Articles of Association (AOA) of the Company were based on the provisions of the Companies Act, 1956 (the "erstwhile Act") and several regulations in the existing AOA contained reference to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the "new Act").

In order to bring the existing AOA of the Company in line with the provisions of the new Act, the Company made numerous changes in the existing AOA. Therefore, adopted a comprehensive new set of Articles of Association of the Company (new Articles) in substitution of and to the exclusion of the existing AOA.

The proposed resolution is in the interest of the Company and your Directors recommend the same for your approval by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise except to the extent of their shareholding in the Company, if any, in the Special Resolution as set out at Resolution No. 2 of this Notice.

➤ **Item No. 3:**

Appointment of Ms. Rekha Rani Naraniwal as a Non-Executive Independent Director of the company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 20th January, 2026, approved the appointment of Ms. Rekha Rani Naraniwal (DIN: 08467886) as a Non-Executive Independent Director of the Company with effect from 20th January, 2026, subject to the approval of the Members of the Company.

Section 149(10) of the Act restricts the tenure of Independent Director to two terms of up to 10 years, with a single term not exceeding 5 years. In compliance with the provisions of Section 149 of the Act, it is proposed to appoint Ms. Rekha Rani Naraniwal (DIN: 08467886) as a Non-Executive Independent Director of the Company to hold office for a term of 5 years i.e. from 20th January, 2026 to 19th January, 2031.

The Company has received all requisite statutory declarations, confirmations, and disclosures from Ms. Rekha Rani Naraniwal, including:

- a. consent to act as a Director of the Company in Form DIR-2 pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- b. confirmation that she meets the criteria of independence as provided under Section 149 read with Schedule IV on the Code for Independent Directors of the Act and the Listing Regulations;
- c. confirmation that she is not disqualified from being appointed as a Director in Form DIR-8 pursuant to Section 164 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- d. confirmation that she is registered with the Independent Director's databank for lifetime in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; and
- e. declaration that she has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

In the opinion of the Board, Ms. Rekha Rani Naraniwal fulfills the conditions specified in the Act for appointment as an Independent Director and is independent of the management. The Board accordingly recommends the passing of the necessary resolution by the Members of the Company.

Save and except Ms. Rekha Rani Naraniwal being the appointee, none of the Directors or Key Managerial Personnel of the Company including their relatives are in any way interested or concerned in the Resolution.

Date: January 20, 2026

Place: Hyderabad

**By Order of the Board
Omega AG Seeds Punjab Limited**

**Sd/-
Nisha Chowdhary
Company Secretary & Compliance Officer**

DETAILS OF DIRECTOR SEEKING APPOINTMENT

Details of Director seeking appointment

[In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings]

Name of the Director	Ms. Rekha Rani Naraniwal
DIN	08467886
Date of Birth	11.02.1991
Age	34 Years
Date of First Appointment on the Board	20.01.2026
Qualification	<ul style="list-style-type: none"> • Bachelor of Business Administration, MDS University (2010) • Master of Commerce (Business Studies), MDS University (2013) • Member of the Institute of Company Secretaries of India (Company Secretary), 2013 • Master of Commerce (Accounts & Statistics), 2018
Experience	She possesses more than nine (9) years of extensive experience in secretarial, legal, listing, and allied matters, including stakeholder communications, and has played a pivotal role in strengthening corporate governance practices and ensuring regulatory compliance.
Terms and Conditions	Ms. Rekha Rani Naraniwal shall be appointed as a Non-Executive Independent Director of the Company for a term of five (5) consecutive years, commencing from 20 th January, 2026 and ending on 19 th January, 2031, subject to the approval of the Shareholders.
Details of Remuneration/ Sitting Fees last drawn (F.Y. 2024-25)	Not Applicable
Details of remuneration sought to be paid	She will be entitled to receive remuneration by way of sitting fees as may be approved by the Board for attending Board/Committee(s) meetings, reimbursement of expenses for participation in meetings, and such commission as may be approved by the Board from time to time based on recommendation of the Nomination and Remuneration Committee, within the overall limits of remuneration to Non-Executive Directors as per the provisions of the Act and as approved by the Shareholders. Details of remuneration to Independent Directors shall be disclosed as part of the Annual Report.
Directorships in other Companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Fraser and Company Ltd (Additional Independent Director) 2. Shankar Lal Rampal Dye-Chem Limited (Independent Director) 3. Gujarat Toolroom Limited (Independent Director) 4. Markobenz Industries Limited (Independent Director)
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Fraser and Company Ltd <ul style="list-style-type: none"> • Audit Committee – Member • Nomination and Remuneration Committee – Member • Stakeholder Relationship Committee – Member 2. Shankar Lal Rampal Dye-Chem Limited <ul style="list-style-type: none"> • Audit Committee – Member

	<ul style="list-style-type: none"> Corporate & Social Responsibility Committee – Member <p>3. Gujarat Toolroom Limited</p> <ul style="list-style-type: none"> Audit Committee – Chairperson Nomination and Remuneration Committee – Member
Listed entities from which the Director has resigned in last 3 (three) years	Nil
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
No. of shares held (as on the date of this Notice):	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil

Date: January 20, 2026
Place: Hyderabad

By Order of the Board
Omega AG Seeds Punjab Limited

Sd/-
Nisha Chowdhary
Company Secretary & Compliance Officer