

Godrej Agrovet Ltd.
Registered Office : Godrej One,
3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai 400 079, India.
Tel. : +91-22-2518 8010/8020/8030
Fax : +91-22-2519 5124
Email : gavlho@godrejagrovet.com
Website : www.godrejagrovet.com
CIN : L15410MH1991PLC135359

Date: August 16, 2024

To,
BSE Limited
P. J. Towers, Dalal Street,
Fort, Mumbai – 400 001.

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400 051.

Ref.: BSE Scrip Code No. "540743"

Ref: "GODREJAGRO"

**Sub.: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir / Madam,

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation to our letter dated **August 1, 2024**, we are enclosing herewith, the Postal Ballot Notice together with Explanatory Statement, seeking approval of the Members for the Resolution as mentioned in the Postal Ballot Notice dated **August 1, 2024**.

The Postal Ballot Notice along with the Explanatory Statement, has been electronically sent to all the Members whose names appear in the Register of Members or List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL) as on **Friday, August 9, 2024** ("Cut-off date") and who have registered their E-mail addresses with the Company and/or with the Depositories / Depository Participants, in accordance with 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.3/2022 dated May 5, 2022, General Circular No. 11/ 2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"). In terms of the MCA Circulars, the Company has sent the Postal Ballot Notice in electronic form only. The hard copies of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelopes are **not** being sent to the Members for the Postal Ballot in accordance with the provisions in the MCA Circulars.

The Company has engaged the services of National Securities Depository Limited ("NSDL") for providing e-voting facility to the Members. The e-voting facility will be **available from 9.00 a.m. (IST) on Sunday, August 18, 2024 upto 5.00 p.m. (IST) on Monday, September 16, 2024**. The voting results of Postal Ballot will be declared on or before **Wednesday, September 18, 2024**.



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Email : gavlho@godrejagrovet.com
Website : www.godrejagrovet.com
CIN : L15410MH1991PLC135359

Members who have not registered their E-mail IDs are requested to register / update their E-mail addresses, with their Depository Participant (in case of Shares held in dematerialized form) or with Kfin Technologies Limited, our Registrar and Share Transfer Agents (RTA) (in case of Shares held in physical form), by following the procedure provided in the Postal Ballot Notice dated **August 1, 2024**.

The copy of the said Postal Ballot Notice is being made available on the website of the Company, viz., www.godrejagrovet.com and on the websites of BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com). It is also being made available on the website of NSDL at the weblink <https://www.evoting.nsdl.com/>.

We request you to take the above on your record.

Thanking you,

Yours faithfully,

For Godrej Agrovet Limited

Vivek Raizada
Head – Legal & Company Secretary & Compliance Officer
(ACS 11787)

Enclosure: as above





GODREJ AGROVET LIMITED

(Corporate Identity Number (CIN): L15410MH1991PLC135359)

Registered Office: "Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079, Maharashtra, India

Tel. No.: (022) 2519 4416; **Fax No.:** (022) 2519 5124

Website: www.godrejagrovet.com; **E-mail:** gavlinvestors@godrejagrovet.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("**the Companies Act**" or "**the Act**"), and the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act, read with 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.3/2022 dated May 5, 2022, General Circular No. 11/ 2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (the "**MCA Circulars**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) (to the extent applicable) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), **GODREJ AGROVET LIMITED** ("**the Company**" / "**GAVL**") is seeking the consent of its Members by means of Postal Ballot by way of resolution for the matter more specifically provided in the appended Resolution proposed to be passed through Postal Ballot by way of remote e-voting. The Explanatory Statement pursuant to Section 102(1) of the Act, setting out all the material facts relating to the Resolution mentioned in this Postal Ballot Notice, is enclosed herewith for your consideration.

In compliance with the requirements of the MCA Circulars, the Company will send Postal Ballot Notice along with Explanatory Statement and Postal Ballot Form by e-mail to all its Members who have registered their e-mail addresses with the Depositories / Depository Participants / Registrar and Share Transfer Agent of the Company and the communication of assent / dissent of the Members will take place through the e-voting system. The physical Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will, therefore, **not** be sent to the Members for this Postal Ballot. However, in order to facilitate voting by Members who may not be able to access e-voting facilities, the Members are also allowed to cast their votes by physical Postal Ballot, as per the instructions contained in this Notice.

In accordance with the provisions of the MCA Circulars, those Members who have not yet registered their e-mail addresses, are requested to register the same by following the procedure set out in the Notes to this Postal Ballot Notice.

The Board of Directors of the Company, at its Meeting held on **Thursday, August 1, 2024**, has approved the business, as set out in this Notice, for approval of the Members of the Company through Postal Ballot. Accordingly, the proposed Resolution and the Explanatory Statement thereto, along with the Postal Ballot Form are annexed herewith for your consideration and you are requested to record your assent or dissent by means of Postal Ballot by way of e-voting facility provided by the Company.

Members may please note that, in accordance with the provisions of Sections 108 and 110 of the Companies Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its Members, the facility to exercise their right to vote by electronic means through e-voting services provided by National Securities Depository Limited (“NSDL”). **The e-voting facility will be available from 9.00 a.m. (IST) on Sunday, August 18, 2024 upto 5.00 p.m. (IST) on Monday, September 16, 2024.** The e-voting module shall be disabled by NSDL for voting thereafter. During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date, **Friday, August 9, 2024**, may cast their vote electronically. Please carefully read and follow the instructions on e-voting listed in the Notes to this Notice. It may please be noted that failure to cast vote during the e-voting period will be strictly considered that no vote has been received from the Member.

The Board of Directors has appointed **M/s. BNP & Associates, Practicing Company Secretaries, having Firm Registration No. P2014MH037400**, to act as the Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

The Scrutinizers will submit their report to the Chairman / any other Director / Key Managerial Personnel as may be authorized by the Chairman, after completion of the e-voting and scrutiny of Postal Ballot Forms (if received). The combined results of e-voting and Postal Ballot Forms will be declared on or before **Wednesday, September 18, 2024**. The declaration / announcement of the results as stated above shall be treated as declaration of results at a Meeting of the Members as per the provisions of the Companies Act and applicable Rules framed thereunder. The results declared along with the Scrutinizer’s Report shall be placed on the website of the Company, viz., www.godrejagrovet.com immediately after the results are declared and will simultaneously be communicated to the Stock Exchanges, viz., BSE Limited and the National Stock Exchange of India Limited, where the Equity Shares of the Company are listed and to NSDL.

PROPOSED RESOLUTION:

ITEM NO. 1: ORDINARY RESOLUTION

APPROVAL FOR THE REQUESTS RECEIVED FOR RE-CLASSIFICATION OF CERTAIN MEMBERS OF THE PROMOTER AND PROMOTER GROUP OF GODREJ AGROVET LIMITED TO ‘PUBLIC’ CATEGORY:

To consider providing assent or dissent for passing the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) including any modification(s) / amendment(s) / re-enactment(s) thereto and subject to approvals of BSE Limited and National Stock Exchange of India Limited (collectively, the “**Stock Exchanges**”), and / or such other approval(s), as may be required, and pursuant to the approval of the Board of Directors at its Meeting held on August 1, 2024, the consent of the Members of the Company be and is hereby accorded for the reclassification of the following members (“**Applicants**”) of the Promoter and Promoter Group of the Company, to ‘Public’ category, based on the requests received from them:

Sr. No.	Name	Category	Number of Shares held	% of Shareholding
1.	JAMSHYD GODREJ, PHEROZA GODREJ & NAVROZE GODREJ (TRUSTEE OF THE RAIKA GODREJ FAMILY TRUST)	Promoter Group	3	0.00

2.	JAMSHYD GODREJ, PHEROZA GODREJ & NAVROZE GODREJ (TRUSTEES OF NAVROZE LINEAGE TRUST)	Promoter Group	2073000	1.08
3.	JAMSHYD GODREJ, PHEROZA GODREJ & NAVROZE GODREJ (TRUSTEES OF RAIKA LINEAGE TRUST)	Promoter Group	2073070	1.08
4.	JAMSHYD GODREJ, PHEROZA GODREJ & NAVROZE GODREJ (TRUSTEES OF JNG FAMILY TRUST)	Promoter Group	1	0.00
5.	JAMSHYD GODREJ, PHEROZA GODREJ & NAVROZE GODREJ (TRUSTEES OF PJG FAMILY TRUST)	Promoter Group	1	0.00
6.	JAMSHYD GODREJ, PHEROZA GODREJ & NAVROZE GODREJ (TRUSTEES OF NJG FAMILY TRUST)	Promoter Group	1	0.00
7.	JAMSHYD GODREJ, PHEROZA GODREJ & NAVROZE GODREJ (TRUSTEES OF RJG FAMILY TRUST)	Promoter Group	1	0.00
8.	SMITA GODREJ CRISHNA, FREYAN CRISHNA BIERI, NYRIKA HOLKAR (TRUSTEES OF FVC FAMILY TRUST)	Promoter Group	2073027	1.08
9.	SMITA GODREJ CRISHNA, FREYAN CRISHNA BIERI, NYRIKA HOLKAR (TRUSTEES OF NVC FAMILY TRUST)	Promoter Group	2073027	1.08
10.	SMITA GODREJ CRISHNA, FREYAN CRISHNA BIERI & NYRIKA HOLKAR (TRUSTEES OF NVC CHILDREN TRUST)	Promoter Group	1	0.00
11.	SMITA GODREJ CRISHNA, VIJAY MOHAN CRISHNA, FREYAN CRISHNA BIERI & NYRIKA HOLKAR (TRUSTEES OF SGC FAMILY TRUST)	Promoter Group	1	0.00
12.	SMITA GODREJ CRISHNA, VIJAY MOHAN CRISHNA, FREYAN CRISHNA BIERI & NYRIKA HOLKAR (TRUSTEES OF VMC FAMILY TRUST)	Promoter Group	1	0.00
13.	SMITA GODREJ CRISHNA, FREYAN CRISHNA BIERI & NYRIKA HOLKAR (TRUSTEES OF FVC CHILDREN TRUST)	Promoter Group	1	0.00
14.	RISHAD KAIKHUSHRU NAOROJI & OTHERS (PARTNERS OF RKN ENTERPRISES)	Promoter Group	0	0.00
15.	GODREJ AND BOYCE MANUFACTURING COMPANY LIMITED	Promoter Group	0	0.00
16.	GODREJ INFOTECH LIMITED	Promoter Group	0	0.00
17.	GODREJ INFOTECH AMERICAS INC.	Promoter Group	0	0.00
18.	GODREJ INFOTECH (SINGAPORE) PTE. LTD.	Promoter Group	0	0.00
19.	LVD GODREJ INFOTECH N.V.	Promoter Group	0	0.00
20.	GODREJ (SINGAPORE) PTE. LTD.	Promoter Group	0	0.00
21.	JT DRAGON PTE. LTD.	Promoter Group	0	0.00
22.	GODREJ UEP (SINGAPORE) PTE. LTD.	Promoter Group	0	0.00

23.	GODREJ (VIETNAM) CO. LTD.	Promoter Group	0	0.00
24.	GODREJ UEP PRIVATE LIMITED	Promoter Group	0	0.00
25.	VEROMATIC INTERNATIONAL B. V.	Promoter Group	0	0.00
26.	GODREJ AMERICAS INC.	Promoter Group	0	0.00
27.	SHEETAK INC.	Promoter Group	0	0.00
28.	GODREJ KOERBER SUPPLY CHAIN LIMITED	Promoter Group	0	0.00
29.	URBAN ELECTRIC POWER INC.	Promoter Group	0	0.00
30.	GODREJ & KHIMJI (MIDDLE EAST) LLC	Promoter Group	0	0.00
31.	FUTURE FACTORY LLP	Promoter Group	0	0.00
32.	GODREJ HOLDINGS PRIVATE LIMITED	Promoter Group	0	0.00
33.	PARAKH AGENCIES PRIVATE LIMITED	Promoter Group	0	0.00
34.	GODREJ ENTERPRISES PRIVATE LIMITED	Promoter Group	0	0.00
35.	SHAKTI SUSTAINABLE ENERGY FOUNDATION	Promoter Group	0	0.00
36.	JNG ENTERPRISE LLP	Promoter Group	0	0.00
37.	SVC ENTERPRISE LLP	Promoter Group	0	0.00
38.	RAIKA JAMSHYD GODREJ	Promoter Group	5	0.00
39.	NYRIKA HOLKAR	Promoter Group	691077	0.36
40.	NAVROZE JAMSHYD GODREJ	Promoter Group	1036617	0.54
41.	JAMSHYD NAOROJI GODREJ	Promoter Group	1036539	0.54
42.	RISHAD KAIKHUSHRU NAOROJI	Promoter Group	0	0.00
43.	SMITA GODREJ CRISHNA	Promoter Group	691026	0.36
44.	VIJAY MOHAN CRISHNA	Promoter Group	0	0.00
45.	PHEROZA JAMSHYD GODREJ	Promoter Group	0	0.00
46.	FREYAN CRISHNA BIERI	Promoter Group	691077	0.36
		Total	12438476	6.47

RESOLVED FURTHER THAT for giving effect to the foregoing resolution, any Director(s) and / or the Chief Financial Officer and / or the Company Secretary of the Company (collectively the “**Authorized Signatories**”) be and are hereby severally authorized, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, to do all acts, deeds, matters and things and execute all documents, deeds and writings, and make all necessary filings and applications,

including applications to the Stock Exchanges to seek reclassification of the Applicants from 'Promoter and Promoter Group' category to 'Public' category, and take all steps and give such directions as may be required, necessary, expedient, or desirable in connection with or incidental thereto for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority.

"RESOLVED FURTHER THAT a copy of this resolution duly certified by any Directors / the Chief Financial Officer / the Company Secretary be furnished to the concerned authorities or such other persons, as may be required, and they be requested to act thereupon."

**By the Order of the Board of Directors
For Godrej Agrovvet Limited**

Sd/ -
Vivek Raizada
**Head – Legal & Company Secretary
& Compliance Officer**
(ACS 11787)

Date & Place: August 1, 2024, Mumbai

Registered Office:

"Godrej One", 3rd Floor, Pirojshanagar,
Eastern Express Highway, Vikhroli (East),
Mumbai – 400 079, Maharashtra

Tel. No.: 022 – 2519 4416

Fax No.: 022 – 2519 5124

Website: www.godrejagrovvet.com

E-mail: gavlinvestors@godrejagrovvet.com

CIN: L15410MH1991PLC135359

NOTES:

- 1) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“**the Act**”) setting out all material facts and reasons for the proposal set out relating to the Resolution No. 1 as mentioned in this Postal Ballot Notice is annexed herewith.
- 2) This Notice is being electronically sent to all the Members whose names appear in the Register of Members / List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on **Friday, August 9 2024**, and who have registered their e-mail addresses with the Depositories / Depository Participants / Registrar and Share Transfer Agent. It is however, clarified that all the persons who are Members of the Company as on **Friday, August 9, 2024**, including those Members who may not have received this Notice due to non-registration of their e-mail address with the Depositories / Depository Participants / Registrar and Share Transfer Agent, shall be entitled to vote in relation to the Resolution specified in this Notice.
- 3) The voting rights of the Members shall be reckoned on the paid-up value of Equity Shares registered in the name of Member / Beneficial Owner as on **Friday, August 9, 2024**. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the Cut-off date, i.e., **Friday, August 9, 2024**. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
- 4) In compliance with the provisions of Sections 108 and 110 of the Act and the Rules framed thereunder and Regulation 44 of the SEBI Listing Regulations and the relevant Circulars issued by the Ministry of Corporate Affairs (“**the MCA Circulars**”), the Company is pleased to provide its Members the facility to exercise their right to vote electronically on the Postal Ballot through the Electronic Voting (e-voting) Services provided by National Securities Depository Limited (“NSDL”). The instructions for electronic voting are annexed to this Notice.
- 5) Members have option to vote either through e-voting or through physical Postal Ballot Form. If a Member has opted for e-voting, then he/she/they should not vote by physical Postal Ballot also and vice-versa. However, in case Members cast their vote both via physical Postal Ballot and e-voting, then voting done through electronic means shall prevail and voting done by physical Postal Ballot shall be treated as INVALID.
- 6) E-voting will be available from **9.00 a.m. (IST) on Sunday, August 18, 2024 upto 5.00 p.m. (IST) on Monday, September 16, 2024**. The e-voting module shall be disabled by NSDL for voting after the abovementioned time. Members are requested to refer to instructions for e-voting, appended to this Notice.
- 7) During the e-voting period, Members can login to NSDL’s e-voting platform any number of times till they have voted on the Resolution. Once the vote on the Resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- 8) Resolution passed by the Members through Postal Ballot is deemed to have been passed effectively at a General Meeting of the Members. The Ordinary Resolution shall be declared as passed if the number of votes cast in favour of the Ordinary Resolution is more than the number of votes cast against the same.
- 9) In case any Member opts to vote physically, such Member is requested to carefully read the instructions given in the Postal Ballot Form. Such Member can take printout of the Postal Ballot Form attached to this Notice of Postal Ballot or may also download and print it from the Company’s website, viz., www.godrejagrovvet.com and return the same in original, duly completed and signed, so as to physically reach the Scrutinizer at M/s. BNP & Associates, Practicing Company Secretaries, at **A/102, Ramkrupa**

CHS, above IndusInd Bank, SVP Road, Borivali West, Mumbai - 400092, Maharashtra, India, on or before **5.00 p.m. (IST) latest by Monday, September 16, 2024**, failing which, it will be strictly treated as if no reply has been received from the Member. The Company, in no way, would be responsible for late / non delivery of Postal Ballot Form on account of restrictions due to any reason whatsoever. Therefore, the Members are requested to send the duly completed Postal Ballot Form well before the last date. Postage / courier expenses for sending such physical Postal Ballot Form to the Scrutinizer will be borne by the Members.

- 10) Please note that the Postal Ballot Form shall be considered invalid if: (i) the form other than the one annexed to this Postal Ballot Notice has been used; and/or (ii) it has not been signed by or on behalf of the Member; and/or (iii) signature on the Postal Ballot Form does not match with the specimen signatures registered with the Company or the Registrar and Share Transfer Agent; and/or (iv) it is not possible to determine without any doubt, the assent or dissent of the Member; and/or (v) neither assent nor dissent is mentioned; and/or (vi) any competent authority has given directions in writing to the Company to freeze the voting rights of the Member; and/or (vii) the Postal Ballot Form is received after the last date prescribed; and/or (viii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/or (ix) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; and/or (x) the Member has made any amendment to the Resolution set out herein or imposed any condition while exercising his vote; and/or (xi) the Member has also voted through e-voting. The Scrutinizer's decision on the validity of a Postal Ballot Form shall be final and binding.

DISPATCH OF POSTAL BALLOT NOTICE THROUGH E-MAIL AND REGISTRATION OF E-MAIL IDS:

- 11) In accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Postal Ballot Notice will not be circulated, and the Company will also not be under any obligation to provide physical copies upon specific request of any Member(s).

The Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depository(ies) / Depository Participant(s), as on **Friday, August 9, 2024**, and who have registered their e-mail addresses with the Company or with the Depositories / Depository Participants.

Therefore, Members are requested and encouraged to register / update their email addresses, with their Depository Participant (in case of Shares held in dematerialized form) or with Kfin Technologies Limited ("Kfintech"), our Registrar and Share Transfer Agent ("RTA") (in case of Shares held in physical form).

- 12) Members holding shares in physical mode and who have not registered / updated their email addresses are requested to update their email addresses with the Registrar and Transfer Agents of the Company, viz., Kfintech on its website (at www.ris@kfintech.com) along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Aadhar Card, Passport) in support of the address of the Member. In case of any queries / difficulties in registering the e-mail address, such Members may write to gavlinvestors@godrejagrovvet.com. The Members holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant(s). The Company and RTA will co-ordinate with NSDL and provide the login credentials to the abovementioned Members, subject to receipt of the required documents and information from the Members. The Postal Ballot Notice is also being uploaded on the website of the Company viz. www.godrejagrovvet.com and on the websites of the Stock Exchanges at BSE Limited (www.bseindia.com) and the National Stock Exchange of India Limited (www.nseindia.com).

13) The result of voting on the Resolution will be declared on or before **Wednesday, September 18, 2024** and will also be displayed on the website of the Company (www.godrejagrovvet.com) besides being communicated to the Stock Exchanges and NSDL.

14) **INSTRUCTIONS FOR E-VOTING:**

The voting period begins on **Sunday, August 18, 2024, at 9:00 a.m. (IST)** and will end on **Monday, September 16, 2024, at 5:00 p.m. (IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., **Friday, August 9, 2024**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and the provisions contained in under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions to increase participation by the public non-institutional shareholders / retail shareholders.

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

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

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




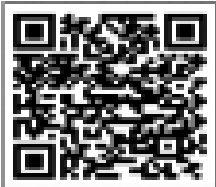
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

Login Method for e-Voting for Individual Shareholders holding Securities in Demat Mode:

In terms of Circular dated December 9, 2020 issued by SEBI on e-Voting facility provided by listed companies, Individual Shareholders holding securities in demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their Demat accounts in order to access e-Voting facility.

Login method for **Individual Shareholders** holding securities in Demat mode is given below:

Type of Shareholders	Login Method
<p>Individual Shareholders holding Securities in Demat Mode with NSDL</p>	<p>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.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open, wherein you will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period for the Postal Ballot.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/. Select "Register Online for IDeAS" Portal.</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your 16-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 options available against Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period for the Postal Ballot.</p> <p>Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Type of Shareholders	Login Method
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<p>Individual Shareholders holding Securities in Demat mode with CDSL</p>	<p>Existing users who have opted for CDSL Easi / Easiest can login through their User Id and password. Option will be made available to reach e-Voting page without any further authentication. The users can login to Easi / Easiest on CDSL website www.cdslindia.com and click on login icon and New System Myeasi tab. Then the user can use his/her existing Myeasi Username and Password.</p> <p>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 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 for the Postal Ballot. Additionally, there is also link provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly.</p> <p>If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from an e-voting link available on the homepage of CDSL's website www.cdslindia.com. The system will authenticate the user by sending OTP on registered mobile and e-mail as recorded in the Demat Account.</p> <p>After successful authentication, 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 e-voting Service Providers.</p>
<p>Individual Shareholders (holding Securities in Demat mode) login through their Depository Participants</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. Once 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 options available against the company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period during the Postal Ballot.</p>

Important Note: Shareholders who are unable to retrieve 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 Depository, i.e., NSDL and CDSL:

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

Login Method for E-Voting for Shareholders other than Individual Shareholders holding Securities in Demat Mode and Shareholders holding Securities in Physical Mode:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices, i.e., IDEAS, you can log-in a <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:
For Shareholders who hold shares in Demat Account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Shareholders who hold shares in Demat Account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
For Shareholders holding shares in Physical Form	EVEN Number (129923) of the Company, followed by Folio Number registered with the Company

	For example, if Folio Number is 001*** and EVEN is 129923 then user ID is 1299230001***
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5. Password Details for Shareholders other than Individual Shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your e-mail ID is registered in your Demat Account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the email and open the attachment, i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit Client ID for NSDL Account, last 8 digits of Client ID for CDSL account or Folio Number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/ Password?" (If you are holding shares in your Demat Account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in Physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat Account number / Folio Number, your PAN, your name, your registered address etc.
 - d) Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on "Agree to Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY:

How to cast your vote electronically?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are

holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of the Company, which is 129923, for which you wish to cast your vote during the remote e-voting period or cast your vote during the Postal Ballot.
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 Equity 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 / Corporate Shareholders (i.e., other than individuals, Hindu Undivided Family (HUF), NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution / Power of Authority / Authority Letter, etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer (M/s. BNP & Associates, Practicing Company Secretaries) by e-mail to ab@bnpassociates.in, venkatk1960@gmail.com and venkatk60@yahoo.co.in, with a copy marked to gavlinvestors@godrejagrovvet.com and evoting@nsdl.com. Such Shareholders can also upload their Board Resolution / Power of Authority / Authority Letter, etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and E-voting User Manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to NSDL at evoting@nsdl.com.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING FOR THE RESOLUTION SET OUT IN THE NOTICE OF THE POSTAL BALLOT:

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), Permanent Account Number (PAN) Card (self-attested scanned copy), Aadhaar Card (self-attested scanned copy) to Kfintech on its website at www.kfintech.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), Aadhaar Card (self-attested scanned copy) to your Depository Participant (DP). 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., Login method for e-Voting for Individual Shareholders holding securities in demat mode.

3. Alternatively, a Shareholder may send a request to evoting@nsdl.com for procuring User Id and Password for e-voting by providing above mentioned documents in advance.
 4. In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by listed companies, Individual Shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their Demat account in order to access e-Voting facility.
- 15) The last date for the receipt of duly completed Postal Ballot Forms and e-voting [i.e., **Monday, September 16, 2024, on or before 5.00 p.m. (IST)**] shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority.
 - 16) The relevant documents referred to in this Postal Ballot Notice are available for inspection by the Members. The request for inspection may please be sent on gavlinvestors@godrejagrovvet.com along with the Folio No. / DP ID and Client ID.
 - 17) A Shareholder need not to cast all his / her votes for the Resolution nor does he require to cast all the votes in the same manner (i.e., either "For" or "Against").
 - 18) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

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

The following Explanatory Statement sets out the material facts relating to the business mentioned at Item No.1 of the accompanying Notice of Postal Ballot dated August 1, 2024 and should be taken as forming part of this Notice:

The Company has received requests for reclassification dated July 24, 2024 (“Requests”), by the following members (“Applicants”) of the Promoter and Promoter Group, of the Company to ‘Public’ category in accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Sr. No.	Name	Category	Number of Shares held	% of Shareholding
1.	JAMSHYD GODREJ, PHEROZA GODREJ & NAVROZE GODREJ (TRUSTEE OF THE RAIKA GODREJ FAMILY TRUST)	Promoter Group	3	0.00
2.	JAMSHYD GODREJ, PHEROZA GODREJ & NAVROZE GODREJ (TRUSTEES OF NAVROZE LINEAGE TRUST)	Promoter Group	2073000	1.08
3.	JAMSHYD GODREJ, PHEROZA GODREJ & NAVROZE GODREJ (TRUSTEES OF RAIKA LINEAGE TRUST)	Promoter Group	2073070	1.08
4.	JAMSHYD GODREJ, PHEROZA GODREJ & NAVROZE GODREJ (TRUSTEES OF JNG FAMILY TRUST)	Promoter Group	1	0.00
5.	JAMSHYD GODREJ, PHEROZA GODREJ & NAVROZE GODREJ (TRUSTEES OF PJG FAMILY TRUST)	Promoter Group	1	0.00
6.	JAMSHYD GODREJ, PHEROZA GODREJ & NAVROZE GODREJ (TRUSTEES OF NJG FAMILY TRUST)	Promoter Group	1	0.00
7.	JAMSHYD GODREJ, PHEROZA GODREJ & NAVROZE GODREJ (TRUSTEES OF RJG FAMILY TRUST)	Promoter Group	1	0.00
8.	SMITA GODREJ CRISHNA, FREYAN CRISHNA BIERI, NYRIKA HOLKAR (TRUSTEES OF FVC FAMILY TRUST)	Promoter Group	2073027	1.08
9.	SMITA GODREJ CRISHNA, FREYAN CRISHNA BIERI, NYRIKA HOLKAR (TRUSTEES OF NVC FAMILY TRUST)	Promoter Group	2073027	1.08
10.	SMITA GODREJ CRISHNA, FREYAN CRISHNA BIERI & NYRIKA HOLKAR (TRUSTEES OF NVC CHILDREN TRUST)	Promoter Group	1	0.00
11.	SMITA GODREJ CRISHNA, VIJAY MOHAN CRISHNA, FREYAN CRISHNA BIERI & NYRIKA HOLKAR (TRUSTEES OF SGC FAMILY TRUST)	Promoter Group	1	0.00
12.	SMITA GODREJ CRISHNA, VIJAY MOHAN CRISHNA, FREYAN CRISHNA BIERI & NYRIKA HOLKAR (TRUSTEES OF VMC FAMILY TRUST)	Promoter Group	1	0.00
13.	SMITA GODREJ CRISHNA, FREYAN CRISHNA BIERI & NYRIKA HOLKAR (TRUSTEES OF FVC CHILDREN TRUST)	Promoter Group	1	0.00
14.	RISHAD KAIKHUSHRU NAOROJI & OTHERS (PARTNERS OF RKN ENTERPRISES)	Promoter Group	0	0.00

15.	GODREJ AND BOYCE MANUFACTURING COMPANY LIMITED	Promoter Group	0	0.00
16.	GODREJ INFOTECH LIMITED	Promoter Group	0	0.00
17.	GODREJ INFOTECH AMERICAS INC.	Promoter Group	0	0.00
18.	GODREJ INFOTECH (SINGAPORE) PTE. LTD.	Promoter Group	0	0.00
19.	LVD GODREJ INFOTECH N.V.	Promoter Group	0	0.00
20.	GODREJ (SINGAPORE) PTE. LTD.	Promoter Group	0	0.00
21.	JT DRAGON PTE. LTD.	Promoter Group	0	0.00
22.	GODREJ UEP (SINGAPORE) PTE. LTD.	Promoter Group	0	0.00
23.	GODREJ (VIETNAM) CO. LTD.	Promoter Group	0	0.00
24.	GODREJ UEP PRIVATE LIMITED	Promoter Group	0	0.00
25.	VEROMATIC INTERNATIONAL B. V.	Promoter Group	0	0.00
26.	GODREJ AMERICAS INC.	Promoter Group	0	0.00
27.	SHEETAK INC.	Promoter Group	0	0.00
28.	GODREJ KOERBER SUPPLY CHAIN LIMITED	Promoter Group	0	0.00
29.	URBAN ELECTRIC POWER INC.	Promoter Group	0	0.00
30.	GODREJ & KHIMJI (MIDDLE EAST) LLC	Promoter Group	0	0.00
31.	FUTURE FACTORY LLP	Promoter Group	0	0.00
32.	GODREJ HOLDINGS PRIVATE LIMITED	Promoter Group	0	0.00
33.	PARAKH AGENCIES PRIVATE LIMITED	Promoter Group	0	0.00
34.	GODREJ ENTERPRISES PRIVATE LIMITED	Promoter Group	0	0.00
35.	SHAKTI SUSTAINABLE ENERGY FOUNDATION	Promoter Group	0	0.00
36.	JNG ENTERPRISE LLP	Promoter Group	0	0.00
37.	SVC ENTERPRISE LLP	Promoter Group	0	0.00
38.	RAIKA JAMSHYD GODREJ	Promoter Group	5	0.00
39.	NYRIKA HOLKAR	Promoter Group	691077	0.36
40.	NAVROZE JAMSHYD GODREJ	Promoter Group	1036617	0.54
41.	JAMSHYD NAOROJI GODREJ	Promoter Group	1036539	0.54
42.	RISHAD KAIKHUSHRU NAOROJI	Promoter Group	0	0.00

43.	SMITA GODREJ CRISHNA	Promoter Group	691026	0.36
44.	VIJAY MOHAN CRISHNA	Promoter Group	0	0.00
45.	PHEROZA JAMSHYD GODREJ	Promoter Group	0	0.00
46.	FREYAN CRISHNA BIERI	Promoter Group	691077	0.36
		Total	12438476	6.47

The Godrej family members had entered into a Family Settlement Agreement ("**FSA**") dated April 30, 2024. This was intimated to the Company by way of a joint letter dated April 30, 2024, by Mr. Adi B. Godrej, Mr. Nadir B. Godrej, Mr. Jamshyd N. Godrej and Mrs. Smita Godrej Crishna (collectively, "**Branch Heads**"), and was in turn disclosed by to the Stock Exchanges.

We understand from the Requests that reclassification has been requested pursuant to completion of realignment of shareholding and management under the FSA on July 18, 2024, and which was disclosed to the Stock Exchanges on the said date.

The Board of Directors of the Company, at its Meeting held on Thursday, August 1, 2024, has noted that the Applicants have confirmed the following:

- (i) they are in no way related to any business activities carried out by the Company; and
- (ii) they are not involved in the management or day to day affairs of the Company and also do not have any right either to appoint any Director of the Company or an ability to control the management or policy decisions of the Company in any manner whatsoever including by virtue of its shareholding; and
- (iii) they are not associated with the Company in any manner, directly or indirectly, resultantly, other than in capacity as an ordinary public shareholder.

Each Applicant has given an undertaking that, in terms of Regulation 31A(3)(b) of the SEBI Listing Regulations, the Applicant and the persons related to the Applicant (*as defined under Regulation 31A(1)(b) of the SEBI Listing Regulations*):

- (i) do not, together hold more than 10% of the total voting rights in the Company;
- (ii) do not exercise control over the affairs of the Company, directly or indirectly;
- (iii) do not have any special rights with respect to the Company through formal or informal arrangements, including through any shareholders' agreements;
- (iv) are not represented on the Board of Directors (including through having a nominee director) of the Company;
- (v) are not acting as a Key Managerial Person in the Company;
- (vi) are not 'willful defaulters' as per the Reserve Bank of India;
- (vii) have not been categorized as fugitive economic offenders.

Each Applicant has confirmed that there is no pending regulatory action against such Applicant.

Each Applicant has confirmed that the Applicant shall (a) at all times from the date of re-classification, continue to comply with the conditions specified in sub-clause (i), (ii) and (iii) of clause (b) of Regulation 31A(3) of SEBI Listing Regulations; and (b) comply with the conditions mentioned in sub-clauses (iv), (v) of clause (b) of regulation 31A(3) of SEBI Listing Regulations for a period of not less

than 3 (three) years from the date of reclassification and thereafter.

The Board of Directors of the Company at its Meeting held on Thursday, August 1, 2024, has considered the facts stated above and approved the request for re-classification from 'Promoter and Promoter Group' category to 'Public' category subject to approval of the Shareholders of the Company and approval of and the Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited, and/ or such other authorities, as may be required.

Pursuant to Regulation 31A(3)(c) of the SEBI Listing Regulations:

- (i) the Company is compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI Listing Regulations;
- (ii) the trading in the Company's equity shares is not suspended by the Stock Exchanges;
- (iii) the Company does not have any outstanding dues to SEBI, the Stock Exchanges or the depositories.

The pre and post shareholding of the Promoter and Promoter Group after the reclassification of the Applicants to 'Public' category will be as follows:

Category	% shareholding before reclassification	% shareholding after reclassification
Promoter and Promoter Group	74.03	67.56
Public	25.97	32.44
Total	100.00	100.00

Considering the above, the Board recommends the Ordinary Resolution as set out at Item No. 1 of this Notice, for approval by the Members of the Company. The Members may note that in accordance with the SEBI Listing Regulations, the Applicants and persons related as defined under clause (b) of sub-regulation (1) of Regulation 31A of the SEBI Listing Regulations shall not vote on this Resolution.

None of the Directors / Key Managerial Personnel of the Company or their immediate relatives are concerned or interested, financially or otherwise, in the resolution set out in the Notice except Mr. Nadir Burjor Godrej, Promoter and Director of the Company, who holds (in his individual capacity and in his capacity as a Trustee of the NGB Family Trust) 2.50% of the Paid-up Equity Share Capital of Godrej & Boyce Manufacturing Company Limited (an Applicant). Mr. Burjis Nadir Godrej, Member of the Promoter Group and also a Director of the Company, is the Son of Mr. Nadir Burjor Godrej and Mr. Nadir Burjor Godrej is therefore, his immediate relative. However, pursuant to Regulation 31A of the Listing Regulations, Mr. Nadir Burjor Godrej and Mr. Burjis Nadir Godrej are eligible to vote for this resolution.

Registered Office:

"Godrej One", 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Maharashtra
Tel. No.: 022 - 2519 4416
Fax No.: 022 – 2519 5124
Website: www.godrejagrovet.com
E-mail: gavlinvestors@godrejagrovet.com
CIN: L15410MH1991PLC135359

**By the Order of the Board of Directors
For Godrej Agrovet Limited**

Sd/ -
Vivek Raizada
**Head – Legal & Company Secretary &
Compliance Officer**
(ACS 11787)

Date & Place: August 1, 2024, Mumbai



GODREJ AGROVET LIMITED

(Corporate Identity Number (CIN): L15410MH1991PLC135359)

Registered Office: "Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079, Maharashtra, India

Tel. No.: (022) 2519 4416; Fax No.: (022) 2519 5124

Website: www.godrejagrovet.com; E-mail: gavlinvestors@godrejagrovet.com

POSTAL BALLOT FORM

1.	Name of the First Named Member (in BLOCK LETTERS)	
2.	Registered Address of the Sole / First Named Member / Beneficial Owner	
3.	Regd. Folio No./ DP ID No.* / Client ID No.* (*applicable only to Members holding equity shares in dematerialized form)	
4.	Number of Equity Share(s) held	

I / We hereby exercise my / our vote(s) in respect of the Ordinary Resolution to be passed by means of Postal Ballot for the business stated in the Postal Ballot Notice dated **August 1, 2024**, by conveying my / our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Item No.	Description	Number of Equity Shares for which votes cast	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1.	Ordinary Resolution: Approval for the requests received for re-classification of certain members of the Promoter and Promoter Group of Godrej Agrovet Limited to 'Public' category			

Place:

Date:

Signature of Member / Authorized Signatory

E-VOTING PARTICULARS

EVEN	USER ID	PASSWORD
129923		

Cut-off date for reckoning Voting Rights for Postal Ballot and E-Voting	Commencement of voting by Postal Ballot and E-Voting (Start Date)	Last date of receipt of Postal Ballot and close of E-Voting (End Date)
129923	9:00 a.m. (IST) on Sunday, August 18, 2024	5:00 p.m. (IST) on Monday, September 16, 2024

(Please see the instructions overleaf for filling the Postal Ballot Form.)

IMPORTANT INSTRUCTIONS FOR VOTING:

1. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Member / Beneficial Owner as on **Friday, August 9, 2024**. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members as on the Cut-off date.
2. For E-voting, please refer to the instructions under "E-voting Instructions" in the Notice attached herewith.
3. A Member may vote through electronic mode. E-voting will be available **from 9.00 a.m. (IST) on Sunday, August 18, 2024 upto 5.00 p.m. (IST) on Monday, September 16, 2024**. Members are requested to refer to instructions for e-voting, appended to this Notice.
4. Alternatively, Members may print the Postal Ballot Form and return the same duly completed and signed, so as to reach the Scrutinizer at **M/s. BNP & Associates, Practicing Company Secretaries, at A/102, Ramkrupa CHS, above IndusInd Bank, SVP Road, Borivali West, Mumbai - 400092, Maharashtra, India, on or before 5.00 p.m. (IST) on Monday, September 16, 2024**, failing which, it will be strictly treated as if no reply has been received from the Member. The Company, in no way, would be responsible for late / non delivery of Postal Ballot Form on account of any reason whatsoever. Therefore, the Members are requested to send the duly completed Postal Ballot Form well before the last date. Postage / Courier expenses for sending such physical Postal Ballot Form to the Scrutinizer will be borne by the Members. The Members are also requested NOT to send any other paper along with the Postal Ballot Form. Any extraneous paper found with the Postal Ballot Form would be destroyed by the Scrutinizer and the Company would not act on the same.
5. The Members can opt for only one mode of voting, i.e., either by physical Postal Ballot Form or E-voting. In case Members cast their vote by Physical Postal Ballot Form and E-voting, the voting done through E-voting shall prevail and voting done by physical Postal Ballot Form will be treated as invalid.
6. The Postal Ballot Form should be completed in all respects and signed by the Member (as per the specimen signature registered with the Company). Voting Rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint shareholding, this Form should be completed and signed (as per the specimen signature registered with the Company) by a First Named Member and in his / her absence, by the next named Member. Holders of the Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
7. In case of Equity Shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
8. The consent must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate box. The assent or dissent received in any other form shall not be considered valid. A Member need not use all his / her / their votes nor does he / she / they need to cast his / her / their votes in the same way.
9. The vote(s) of a Member will be considered invalid, *inter alia*, on any of the following grounds:
 - a. If a form other than the Postal Ballot Form issued by the Company is used;
 - b. If the Postal Ballot Form has not been signed by the Member or if the Member's signature does not tally with the specimen signature of the Company;
 - c. If the Member has put a tick mark (✓) in both the columns, that is, for 'Assent' and also for 'Dissent' to the resolution in such manner that the aggregate shares voted for 'Assent' and 'Dissent' exceed the total number of shares held;
 - d. If the Postal Ballot Form is incomplete or incorrectly filled;
 - e. If the Member has made any amendment to the resolution or imposed any condition while exercising his / her / their vote;
 - f. If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes;
 - g. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Members.
10. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
11. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to gavlinvestors@godrejagrovvet.com.
12. The Result of voting on the resolution will be declared within 2 (two) working days of the end date, at the Registered Office of the Company and will also be displayed on the website of the Company (www.godrejagrovvet.com) besides being communicated to the Stock Exchanges.
