

**COMBINED SCRUTINIZER'S REPORT ON POSTAL BALLOT  
CONDUCTED THROUGH PHYSICAL AND REMOTE E-VOTING  
DURING THE PERIOD FROM AUGUST 18, 2024 TO SEPTEMBER 16, 2024**  
[Pursuant to Section 110 of the Companies Act, 2013 and  
Rule 22 of the Companies (Management and Administration) Rules, 2014]

Date: September 16, 2024

To,  
Mr. Balram S. Yadav (Managing Director)  
Godrej Agrovet Limited  
"Godrej One", 3<sup>rd</sup> Floor, Pirojshanagar,  
Eastern Express Highway, Vikhroli (East),  
Mumbai - 400 079, Maharashtra

**Sub.: Godrej Agrovet Limited – Scrutinizer's Report on Postal Ballot Results**

We, BNP & Associates, Company Secretaries (Firm Registration Number – P2014MH037400), have been appointed by the Board of Directors of Godrej Agrovet Limited (*hereinafter referred to as the "the Company"*) at its Meeting held on August 1, 2024, as the Scrutinizer in terms of Section 110 and Section 108 of the Companies Act, 2013 (*"the Act"*) read with Rule 20 and Rule 22 of 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 General Circular No. 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), for the purpose of scrutinizing voting through Physical Ballot and Electronic process for the Postal Ballot conducted during the period from **Sunday, August 18, 2024 to Monday, September 16, 2024**, in a fair and transparent manner and in respect of the Resolution as stated in the Postal Ballot Notice dated August 1, 2024 (*"Notice"*). The Explanatory Statement pursuant to Section 102(1) of the Act, setting out all the material facts relating to the Resolution is mentioned in the Postal Ballot Notice dated August 1, 2024. The Company had provided facility for voting through electronic means (E-voting) to Members of the Company to enable them to cast their votes electronically and by physical Postal Ballot. As regards the Members who were unable to access e-voting facilities, instructions were provided in the notice of the meeting.



## Report on Scrutiny:

- The Company has engaged the services of National Securities Depositories Limited (“NSDL”), as the Electronic Voting Service Provider who had made necessary arrangements to facilitate E-voting by the Shareholders of the Company on their website <https://evoting.nsdl.com>.
- NSDL had provided a system for recording the votes of the Shareholders electronically through E-voting conducted during the period from **Sunday, August 18, 2024 to Monday, September 16, 2024**, on the item of the business sought to be transacted as per the Postal Ballot notice dated August 1, 2024.
- NSDL had set up electronic voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted through Postal Ballot on its website ([www.godrejagrovot.com](http://www.godrejagrovot.com)) and on NSDL website ([www.evoting.nsdl.com](https://www.evoting.nsdl.com)) and also on the websites of BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)), Stock Exchanges where the Equity Shares of the Company are listed, to facilitate its Shareholders to cast their vote through E-Voting.
- KFin Technologies Limited (formerly known as “Kfin Technologies Private Limited”) is the Company’s Registrar and Share Transfer Agent (RTA).
- Pursuant to the MCA Circulars, a facility was extended for the Shareholders to cast their vote only through E-voting. However, Members who did not have access to e-voting facilities, were permitted to cast their votes by physical Postal Ballot as per instructions contained in the Notice.
- Accordingly, the Company had sent the Postal Ballot Notice including all the requisite information required to cast the vote, in electronic form only, to all its Shareholders who have registered their e-mail addresses with the Company / Registrar & Transfer Agents / Depository Participants. The communication of the assent or dissent of the Members was sought through the E-voting system or through the physical Postal Ballot Form. The notice of the meeting stated that ‘Persons who were Members as on **Friday, August 9, 2024** and (i) who received the Notice of Postal Ballot by e-mail; or (ii) who have not received the Notice of Postal Ballot due to the non-registration of their e-mail ID with the Company or the Depositories / Depository Participants and wished to vote through E-voting or through physical ballot paper could participate in the voting on Postal Ballot’. The physical Ballot Form were required to be sent to the Scrutinizer’s address so as to reach him **on or before 5.00 p.m. (IST) on Monday, September 16, 2024** to cast the concerned Member’s vote.
- In order to facilitate those Members who had not yet registered their e-mail addresses, a proper procedure was laid down for the Shareholders to get their e-mail addresses registered with the RTA so that those Members could also participate in the Postal Ballot.
- The Company and NSDL, had uploaded the Notice together with the explanatory statement, on their respective websites viz. [www.godrejagrovot.com](http://www.godrejagrovot.com) and <https://www.evoting.nsdl.com/> respectively. Electronic Voting Event Number “129923” (‘EVEN’) was generated for casting the votes through E-voting mode. The Company and NSDL have complied with, all the necessary formalities specified under the Act, the Rules and the Circulars issued in this regard.



- The aforesaid Postal Ballot Notice was sent through e-mail on August 16, 2024, to all the Shareholders of the Company who had registered their e-mail addresses as on August 9, 2024 (cut-off date).
- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder and SEBI Listing Regulations relating to the items being placed for approval of the Shareholders through Postal Ballot by e- voting.
- Our responsibility as the Scrutinizer of the Postal Ballot, was restricted to scrutinize the E-voting and Physical Postal Ballot Form process, in a fair and transparent manner and to prepare a Combined Scrutinizer's Report on the votes cast in favour and against the resolution stated in the Notice, based on the reports generated from the E-voting system provided by NSDL.
- I report that, the Notice was sent through e-mail to **1,03,529** Shareholders whose Email IDs were registered with the Depositories and as made available with the RTA. The total Number of Shareholders as on the Cut-off date was **1,08,440** (Out of which E-mail registered cases were 1,03,529). The E-voting period commenced from **Sunday, August 18, 2024 from 9.00 a.m. (IST) and ended on Monday, September 16, 2024 at 5.00 p.m. (IST)**.
- A Public Notice with regard to the Postal Ballot Notice was published on **Saturday, August 17, 2024** in "Business Standard", English Newspaper and in "Mumbai Lakshadeep", Marathi Newspaper providing requisite information and contact details of the NSDL for registering email ID and queries on E-voting.

The item for which approval of the Shareholders of the Company was sought as stated in the Notice is mentioned hereunder: -

Sr. No.	Type of Resolution	Description of the Resolution
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.

### SUMMARY OF VOTES CAST

The E-voting process concluded at **5.00 p.m. on Monday, September 16, 2024**. After the closure of E-voting process, the votes cast through E-voting facility were duly unblocked by me as a Scrutinizer in the presence of Ms. Tejaswini Bhandarkar and Ms. Rupali Tiwari witnesses, not in employment of the Company, as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014. Since E-voting facility was provided by NSDL, the details of the E-voting exercised by the Shareholders were duly compiled by NSDL. The details of the E-voting, the compilation of the Register containing the statement of Member's name, DP ID & Client ID and/or folio number, number of shares held, number of votes exercised, votes in favour, votes against were generated by NSDL i.e. <https://www.evoting.nsdl.com/> were duly scrutinized.

On scrutiny, I report that out of **1,08,440** Shareholders holding shares as on the cut-off date, i.e. **Friday, August 9, 2024**, **1,485** Shareholders, holding **13,72,95,826** shares have exercised their votes through remote E-voting and "**Nil**" Shareholder had exercised their votes through ballot papers sent to me by email / post. The details of Postal Ballot result for the item placed for consideration and approval of the Members is given below:



**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:**

Total no. of Members	<b>1,08,440</b>		
Total no. of Equity Shares	<b>19,22,60,688</b>		
E-voting as per the Postal Ballot Notice	From 9.00 a.m. on Sunday, August 18, 2024 till 5.00 p.m. on Monday, September 16, 2024		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	1,485	13,72,95,826
Total Votes cast through postal ballots sent by email	B	Nil	Nil
Less: Invalid E-voting <i>abstained / less voted</i> * refer note below	C	1,06,955	5,49,64,862
Net E-voting (A-B) considered valid	D	1,485	13,72,95,826

**NOTE:**

- 1) Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date reckoned for the purpose of Postal Ballot.
- 2) A Vote Cast In favour or against is calculated based on the Valid Votes cast through Remote E-voting.

**Summary of E-voting through Postal Ballot**

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstan ding Shares (3) = [(2)/ (1)] *100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6) = [(4)/ (2)] *100	% of votes against on votes polled (7) = [(5)/ (2)] *100
Promoter and Promoter Group	13,99,06,159	12,98,86,274	92.838	12,98,86,274	0	100	0.000
Public- Institutional holders	1,30,70,267	67,46,850	51.619	67,46,850	0	100	0.000
Public- others	3,92,84,262	6,62,702	1.687	6,36,823	25,879	96.095	3.905
<b>Total</b>	<b>19,22,60,688</b>	<b>13,72,95,826</b>	<b>71.411</b>	<b>13,72,69,947</b>	<b>25,879</b>	<b>99.981</b>	<b>0.018</b>

Percentage of votes cast in Favour: **99.981 %**

Percentage of votes cast Against: **0.018 %**

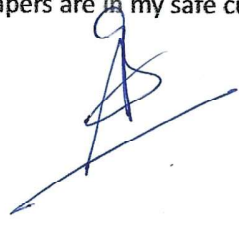


**RESULT: -**

As the number of votes cast in favour of the Resolution is more than the number of votes cast against the Resolution, I report that the Ordinary Resolution as per Item No.1 as set forth in the Postal Ballot Notice dated August 1, 2024 has been passed by the Members with requisite majority pursuant to Regulation 31A of the SEBI Listing Regulations. The Resolution is deemed as passed on the last date of E-voting (i.e. on **Monday, September 16, 2024**).

I further report that as per the Postal Ballot Notice dated August 1, 2024 and the Board Resolution dated August 1, 2024, the Chairman or a person authorised by him in writing may declare and confirm the above result of voting by Postal Ballot in respect of the Resolution referred in Postal Ballot Notice, **on or before September 18, 2024**. The result of the Postal Ballot will be displayed on the website of the Company at [www.godrejagrovvet.com](http://www.godrejagrovvet.com) and on the website of NSDL at <https://www.evoting.nsdl.com/>. The results will also be submitted to / filed with BSE Limited and National Stock Exchange of India Limited, the exchanges where the Equity Shares of the Company are listed.

I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with and the records maintained by me including the data as obtained from NSDL, the Service Provider for the E-voting facility extended by them as also the Registrar and Share Transfer Agent recording the consent or otherwise received from the Members, by E-voting which includes all the particulars of the Members such as the name, folio number / DP ID and Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, and other related data / papers are in my safe custody which will be handed over to the Company Secretary of the Company.





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### General information about company

Scrip code	540743
NSE Symbol	GODREJAGRO
MSEI Symbol	NOTLISTED
ISIN	INE850D01014
Name of the company	Godrej Agrovvet Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	16-09-2024
Start time of the meeting	
End time of the meeting	

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### Scrutinizer Details

Name of the Scrutinizer	Avinash Bagul
Firms Name	BNP & ASSOCIATES
Qualification	CS
Membership Number	5578
Date of Board Meeting in which appointed	01-08-2024
Date of Issuance of Report to the company	16-09-2024

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Voting results	
Record date	09-08-2024
Total number of shareholders on record date	108440
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of resolution passed in the meeting</b>	<b>1</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

Yes

Description of resolution considered

Approval for the requests received for re-classification of certain Members of the Promoter and Promoter Group of Godrej Agrovet Limited to 'public' category.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	139906159	129886274	92.8381	129886274	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		139906159	129886274	92.8381	129886274	0	100.0000
Public-Institutions	E-Voting	13070267	6746850	51.6198	6746850	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		13070267	6746850	51.6198	6746850	0	100.0000
Public- Non Institutions	E-Voting	39284262	662702	1.6869	636823	25879	96.0949	3.9051
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		39284262	662702	1.6869	636823	25879	96.0949
<b>Total</b>		192260688	137295826	71.4113	137269947	25879	99.9812	0.0188
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	

Public - Non Insitutions	
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