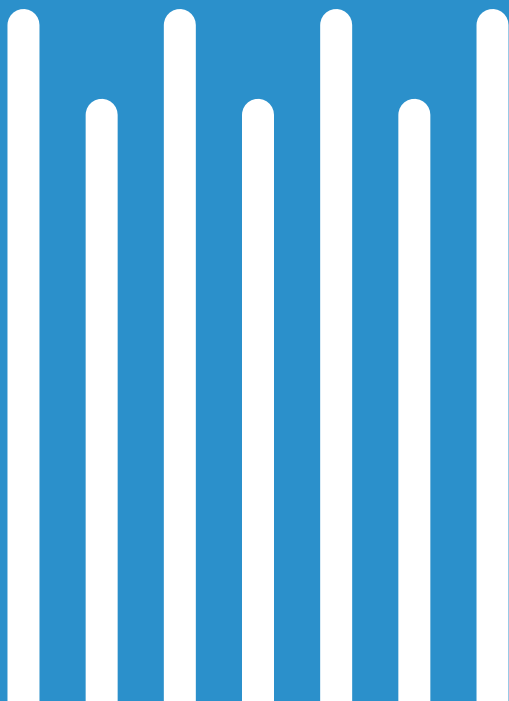


**NOTICE OF  
ANNUAL GENERAL  
MEETING**



**GODREJ AGROVET LIMITED**

**Registered Office:** “Godrej One”, 3<sup>rd</sup> Floor, Pirojshanagar,  
Eastern Express Highway, Vikhroli (East), Mumbai - 400079, Maharashtra  
**E-mail:** [gavinvestors@godrejagrovvet.com](mailto:gavinvestors@godrejagrovvet.com); **Website:** [www.godrejagrovvet.com](http://www.godrejagrovvet.com)  
**Tel. No.:** +91 22-2519 4416; **Fax No.:** +91 22-2519 5124  
**Corporate Identity Number (CIN):** L15410MH1991PLC135359

**NOTICE OF THE 32<sup>ND</sup> (THIRTY-SECOND) ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the **32<sup>ND</sup> (THIRTY-SECOND) ANNUAL GENERAL MEETING (“32<sup>nd</sup> AGM”)** of the Shareholders of **GODREJ AGROVET LIMITED** (“Company”) will be held on **Tuesday, August 1, 2023 at 4.00 p.m. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following **BUSINESSES**:

**ORDINARY BUSINESSES:****1. Adoption of Financial Statements for the Financial Year ended March 31, 2023:**

To consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and the Statutory Auditors thereon, including Annexures thereto.

**2. Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2023:**

To declare Final Dividend on Equity Shares at the rate of 95% (Ninety Five per cent) [i.e., ₹ 9.50 (Rupees Nine and Paise Fifty Only) per Equity Share of Face Value of ₹ 10/- (Rupees Ten Only)], for the Financial Year ended March 31, 2023.

**3. Re-appointment of Ms. Tanya A. Dubash (DIN: 00026028), as a “Director”, liable to retire by rotation, who has offered herself for re-appointment:**

To appoint a Director in place of Ms. Tanya A. Dubash [Director Identification Number (DIN): 00026028], Non-Executive, Non-Independent Director, who retires by rotation and, being eligible, offers herself for re-appointment, as a “Director” of the Company and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and/or the Rules framed thereunder, the approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Ms. Tanya A. Dubash [Director Identification Number (DIN): 00026028] as a “Director” of the Company, who shall be liable to retire by rotation.”

**4. Re-appointment of Mr. Jamshyd N. Godrej (DIN: 00076250) as a “Director”, liable to retire by rotation, who has offered himself for re-appointment:**

To appoint a Director in place of Mr. Jamshyd N. Godrej (DIN: 00076250), Non-Executive & Non-Independent Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment, with the continuation of such directorship being subject to the fulfilment of requirements under applicable laws, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and/or the Rules framed thereunder, the approval of the Shareholders of the Company, be and is hereby accorded to the re-appointment of Mr. Jamshyd N. Godrej (DIN: 00076250), as a “Director”, who shall be liable to retire by rotation, with the continuation of such directorship being subject to the fulfilment of requirements under applicable laws, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

**SPECIAL BUSINESS:****5. Ratification of Remuneration of M/s. P. M. Nanabhoy & Co., Cost Accountants, Mumbai, appointed as the “Cost Auditors” of the Company for the Financial Year ending March 31, 2024:**

To consider and ratify the remuneration of M/s. P. M. Nanabhoy & Co., Cost Accountants, Mumbai as the “Cost Auditors” of the Company for the Financial Year ending March 31, 2024 and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), based on the recommendation of the Audit Committee of the Board of Directors, the remuneration of M/s. P. M. Nanabhoy & Co., Cost Accountants, Mumbai (Firm Registration Number: 00012), the “Cost Auditors” appointed by the Board of Directors of the Company, for the Financial Year ending March 31, 2024 for conducting audit of the cost records of the Company, at a remuneration of ₹ 1,38,000/- (Rupees One Lakh Thirty Eight Thousand Only) plus Goods and Service Tax and reimbursement of out-of-pocket expenses at actuals, if any, be and is hereby ratified and approved.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary and/or the Chief Financial Officer of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Sd/-

Vivek Raizada  
Head – Legal & Company Secretary & Compliance Officer

Date: May 9, 2023

Place: Mumbai

Registered Office:

“Godrej One”, 3<sup>rd</sup> 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](http://www.godrejagrovet.com); E-mail: [gavinvestors@godrejagrovet.com](mailto:gavinvestors@godrejagrovet.com)

Corporate Identity Number (CIN): L15410MH1991PLC135359

## NOTES:

1. The Ministry of Corporate Affairs (“MCA”) had, vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”), permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 32<sup>nd</sup> AGM of the Company will be conducted through VC / OAVM.  
  
The National Securities Depositories Limited (“NSDL”) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the AGM through VC / OAVM is explained below and is also available on the website of the Company viz., [www.godrejagrovet.com](http://www.godrejagrovet.com).
2. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all the material facts relating to Ordinary / Special Businesses to be transacted at the AGM, as set out in this Notice, is annexed hereto.  
  
Further additional information, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), in respect of Directors seeking appointment / re-appointment at this Annual General Meeting (“AGM”) as mentioned in Item Nos. 3 and 4 of this Notice of AGM is also annexed hereto.
3. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) intending to appoint their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer (Mr. B. Narasimhan, Proprietor of BN & Associates, Practicing Company Secretaries and M/s. BNP & Associates, Practicing Company Secretaries), NSDL and the Company, a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the AGM. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to [narasimhan.b8@gmail.com](mailto:narasimhan.b8@gmail.com), [ab@bnpassociates.in](mailto:ab@bnpassociates.in), [venkatk1960@gmail.com](mailto:venkatk1960@gmail.com) and [venkatk60@yahoo.co.in](mailto:venkatk60@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [gavinvestors@godrejagrovet.com](mailto:gavinvestors@godrejagrovet.com) and [gavl.secretarial@godrejagrovet.com](mailto:gavl.secretarial@godrejagrovet.com).
5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
6. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Act and Certificate from Secretarial Auditors of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, may please be sent to [gavinvestors@godrejagrovet.com](mailto:gavinvestors@godrejagrovet.com).
8. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, July 29, 2023 to Monday, July 31, 2023** (both days inclusive) for annual closing and determining the entitlement of the Shareholders to the Final Dividend for the Financial Year 2022-23, if declared at the ensuing 32<sup>nd</sup> AGM.

9. All the documents in connection with the accompanying Notice and Explanatory Statement are available for inspection through electronic mode on the basis the request being sent on [gavlinvestors@godrejagrovvet.com](mailto:gavlinvestors@godrejagrovvet.com).
10. Shareholders are requested to register / intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), bank details including change in bank account number, IFSC Code, MICR Code, name of bank and branch details:
- In case of Equity Shares held in Electronic Form:** To their Depository Participant(s) (DPs);
  - In case of Equity Shares held in Physical Form:** To Kfin Technologies Limited (formerly known as “Kfin Technologies Private Limited”), Registrar and Share Transfer Agent of the Company (“**Kfintech**”) or the Company in prescribed Form ISR–1 along with the supporting documents pursuant to Circular issued by the Securities and Exchange Board of India (“**SEBI**”), bearing No. SEBI/HO/MIRSD /MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021, read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/35 dated March 16, 2023. The format of the Form is available on the Company’s website at <https://www.godrejagrovvet.com/investors/investor-service-request> and on the website of Kfintech at <https://ris.kfintech.com/clientservices/isc/default.aspx>.
11. Shareholders are also requested note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate share certificate, claim from unclaimed suspense account, renewal / exchange of share certificate, endorsement, sub-division, splitting of share certificate, consolidation of share certificates / folios, transmission and transposition. Accordingly, the Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR–4, the format of which is available on the Company’s website at <https://www.godrejagrovvet.com/investors/investor-service-request> and on the website of the Kfintech at <https://ris.kfintech.com/clientservices/isc/default.aspx>.
12. In accordance with the General Circular No. 20/2020 dated May 5, 2020, General Circular No.02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 issued by the MCA, Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD /CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR//2023/4 dated January 5, 2023 issued by SEBI and Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules framed thereunder, the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, including the Report of the Board of Directors, Statutory Auditors’ Report and/or other documents required to be attached therewith and the Notice of AGM are being sent through electronic mode to Members whose e-mail addresses are registered with the Company or the Depository Participant(s) or Kfintech. Members are requested to support the “Green Initiative” by registering / updating their email address(es) in the manner specified in Point No. 7 above, to enable the Company to send electronic communications.
13. Members may also note that the Notice of 32<sup>nd</sup> AGM and the Annual Report for the Financial Year 2022-23 will be available on the Company’s website [www.godrejagrovvet.com](http://www.godrejagrovvet.com), on the websites of the Stock Exchanges where the Equity Shares of the Company are listed, i.e., BSE Limited (at [www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited (at [www.nseindia.com](http://www.nseindia.com)) and on the website of National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
14. The Final Dividend for the Financial Year 2022-23, as recommended by the Board of Directors, if approved at the AGM, would be paid / credited on or before **Saturday, August 5, 2023**, subject to deduction of tax at source, to the Shareholders or their mandates:
- whose names appear as Beneficial Owners as at the end of the business hours on **Friday, July 28, 2023**, in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
  - whose names appear as Shareholders in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / Kfintech on or before **Friday, July 28, 2023**.
15. **Compulsory Transfer of Equity Shares to Investor Education and Protection Fund (“IEPF”) Suspense Account:**
- Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all Equity Shares on which dividend has not been paid or claimed for 7 (Seven) consecutive years or more shall be transferred to the Investor Education and Protection Fund (IEPF) authority after complying with the procedure laid down under the said Rules.
- Pursuant to the provisions of Sections 124 and 125 of the Act, there is no amount of Dividend is unclaimed / unpaid for a period of 7 (Seven) years and/or unclaimed Equity Shares which are required to be transferred to the Investor Education and Protection Fund (IEPF).
- Unclaimed / Unpaid Dividend:**
- Shareholders who have not encashed the dividend warrants for the previous year(s), are requested to make their claim with KFin Technologies Limited (formerly known as Kfin Technologies Private Limited) (“**RTA**”), the Registrar and Share Transfer Agent of the Company, at Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Hyderabad – 500032, Telangana, India. The Company has also uploaded details of Unclaimed dividend amount(s) lying with the Company as on date of Annual General Meeting on the website of the Company i.e., [www.godrejagrovvet.com](http://www.godrejagrovvet.com).

16. Shareholders may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of the Shareholders. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of making the final dividend, if declared by the Shareholders. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with, the provisions of the Income Tax Act, 1961.

- a) For **Resident Shareholders**, TDS shall be deducted under Section 194 of the Income Tax Act, 1961, at rate in force on the amount of Dividend declared and paid by the Company during Financial Year 2023-24, provided Permanent Account Number (PAN) is registered by the Shareholder. If PAN is not registered or if they are specified person (non-filers) as per Section 206AB of the Income Tax Act, 1961, TDS would be deducted at a higher rate as per the provisions of the Income Tax Act, 1961 and/or the Rules framed thereunder. However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by such resident individual during the Financial Year 2023-24 does not exceed ₹5,000/-. Please note that this includes future dividends, if any, which may be declared by the Company during the Financial Year 2023-24.

Separately, in cases where a Shareholder provides Form 15G (applicable to any resident person other than a company or a firm) / Form 15H (applicable to a resident individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

- b) For **Mutual Fund Shareholders**, TDS is exempt under Section 10(23D), provided Mutual Funds provide SEBI Registration / Central Board of Direct Taxes (CBDT) notification and declaration that their income is exempt under Section 10 (23D) of the Income Tax Act, 1961.
- c) For **Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI)**, tax will be deducted under Section 196D of the Income Tax Act, 1961, at applicable rate, including surcharge and cess.
- d) For **Other Non-resident Shareholders**, taxes are required to be withheld in accordance with, the provisions of Section 195 of the Income Tax Act, 1961 at the rates in force. However, as per Section 90 of the Income Tax Act, 1961, the Non-Resident Shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the Shareholder, if they are more beneficial to them. For this purpose, i.e., to avail the Tax Treaty benefits, the Non-Resident Shareholder will have to provide the following:
- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident.
  - Self-declaration in Form 10F if all the details required in this form are not mentioned in the TRC.
  - Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities.
  - Self-declaration, certifying the following points:
    - i. Member is and will continue to remain a tax resident of the country of its residence during the financial year 2023-24;
    - ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
    - iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
    - iv. Member is the ultimate beneficial owner of its shareholding in the Company and Dividend receivable from the Company; and
    - v. Member does not have a taxable presence or a permanent establishment in India during the Financial Year 2023-24.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non- Resident Shareholder.

Kindly note that the aforementioned documents are required to be submitted by 11.59 p.m. (IST) on **Friday, July 28, 2023** to the Company at [gavlinvestors@godrejagrovet.com](mailto:gavlinvestors@godrejagrovet.com) / [gavl.secretarial@godrejagrovet.com](mailto:gavl.secretarial@godrejagrovet.com) and to Kfintech at web-link (<https://ris.kfintech.com/form15>), in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication on the tax determination / deduction received post **Friday, July 28, 2023**, will be considered for payment of Final Dividend. No claim shall lie against the Company for such taxes deducted. In case of any queries / difficulties, Shareholders may write to Kfintech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) / [gavlinvestors@godrejagrovet.com](mailto:gavlinvestors@godrejagrovet.com) / [gavl.secretarial@godrejagrovet.com](mailto:gavl.secretarial@godrejagrovet.com). Shareholders are also requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate.

It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from a Shareholder, there would still be an option available with such Shareholder to file the return of income and claim an appropriate refund, if eligible.

The Company will arrange to send the soft copy of TDS certificate to a Shareholder on its registered email ID or make such functionality available on its website in due course, post payment of the said Dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.

17. Shareholders holding the shares in electronic mode may please note that their Dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) or at the available locations of Reserve Bank of India (RBI) or National Electronic Fund Transfer (NEFT) or Real Time Gross Settlement (RTGS). The Dividend would be credited to their Bank account as per the mandate given by the Shareholders to their Depository Participant(s). In the absence of availability of NECS / ECS / NEFT facility, the Dividend would be paid through demand drafts / dividend warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their demand drafts / dividend warrants as per the applicable regulations. For Shareholders who have not updated their Bank account details, dividend warrants / demand drafts will be sent to their registered addresses.
18. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized form are, therefore requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their dematerialized accounts.

SEBI vide its Circular dated November 3, 2021 and December 14, 2021 had mandated the submission of PAN, KYC details and nomination by holders of physical securities by **March 31, 2023**. Further, SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has extended the due date for submission of PAN, KYC details and nomination by holders of physical securities to **September 30, 2023**.

Shareholders are requested to submit their PAN, KYC and nomination details to the Registrar and Share Transfer Agent of the Company, viz., Kfintech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). The forms for updating the same are available at <https://www.godrejagrovvet.com/investors/investor-service-request>.

In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our Registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

19. The Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder and the SEBI Circular dated 3<sup>rd</sup> November 2021. The Shareholders desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in, to Kfintech. If a Member desires to 'Opt Out' or 'Cancel the nomination' or 'Change the nomination', he/she may submit the same in Form ISR-3 or SH-14 as the case may be, the format of which is available on the Company's website at <https://www.godrejagrovvet.com/investors/investor-service-request> and on the website of the Kfintech at <https://ris.kfintech.com/clientservices/isc/default.aspx>. The Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
20. Shareholders holding shares in electronic form are hereby informed that Bank particulars registered against their respective Depository accounts will be used by the Company for payment of dividend. For the safety and interest of the Shareholders, it is important that Bank account details are correctly provided to the Depository Participants and registered against their demat account.
- Shareholders who hold shares in physical form and who have not provided the information regarding Bank particulars, are requested to immediately notify the name of the Bank and the branch, 9-digit MICR number, 11-digit IFS Code and the nature of account and other required information in Form ISR-1 along with the supporting document(s) to Kfintech. The said Form ISR-1 is available on the Company's website at <https://www.godrejagrovvet.com/investors/investor-service-request> and on the website of the Kfintech at <https://ris.kfintech.com/clientservices/isc/default.aspx>.
21. Stock Broker(s), Custodian(s) or any other person(s) / entity(ies) holding Equity Shares of the Company as the Registered Owner(s), for and on behalf of the Beneficial Owner(s) of the Company on the cut-off date for payment of Final Dividend (if declared), i.e., on **Friday, July 28, 2023**, is / are requested to provide the details of the Beneficial Owner(s) of the Equity Shares so as to reach the Company on or before **Friday, July 28, 2023**, in the below format, to enable the Company to ensure / make suitable arrangements, to provide TDS credit to the actual beneficiary:

Sr. No.	Particulars of the Registered Owner						Particulars of the Beneficial Owner			
	Name of the Registered Owner	DP-ID	Client ID / Folio-No.	No. of Equity Shares	Category – Individual / Firm / Trust / Company / FPI / NRI, etc.	PAN	Name of the Beneficial Owner	Address of the Beneficial Owner	Category – Individual / Firm / Trust / Company / FPI / NRI, etc.	PAN

22. The Certificates with respect to TDS on Final Dividend paid by the Company for the Financial Year 2021-22, as declared by the Shareholders at the previous 31<sup>st</sup> AGM held on July 29, 2022 (payment made during the Financial Year 2022-23 and pertaining to the Assessment Year 2023-24), are available for the concerned Shareholders to download from the Company's website at the weblink <https://www.godrejagrovvet.com/tds-certificates-shareholders>, through a simple and secure OTP-based downloading process. In case of any doubt / query / difficulty, the concerned Shareholder(s) may please write to us at [gavlinvestor@godrejagrovvet.com](mailto:gavlinvestor@godrejagrovvet.com) or [gavl.secretarial@godrejagrovvet.com](mailto:gavl.secretarial@godrejagrovvet.com).
23. As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and redogged transfers of securities. Further, SEBI vide its Circular No. SEBI/ HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed

March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of the same and to avail various benefits of dematerialization and to eliminate all risks associated with physical shares and for ease of portfolio management, Members are advised to dematerialize shares held by them in physical form. Shareholders can contact the Company or KFinTech for assistance in this regard.

Shareholders holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.

- 24. Shareholders are requested to send in their queries at least a week in advance of the AGM, to the Company Secretary & Compliance Officer at [gavlinvestors@godrejagrovet.com](mailto:gavlinvestors@godrejagrovet.com) or [gavl.secretarial@godrejagrovet.com](mailto:gavl.secretarial@godrejagrovet.com) to facilitate clarifications during the AGM.
- 25. The venue of the 32<sup>nd</sup> AGM shall be deemed to be the Registered Office of the Company situated at “Godrej One”, 3<sup>rd</sup> Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400079, Maharashtra, India.
- 26. **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:**

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations (as amended), and the Circulars issued by the MCA, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the ensuing 32<sup>nd</sup> AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Shareholder using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.
- b) The remote e-voting period commences on **Saturday, July 29, 2023 (at 9.00 a.m. IST)** and ends on **Monday, July 31, 2023 (at 5.00 p.m. IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date), i.e., **Tuesday, July 25, 2023**, may cast their vote electronically.
- c) The voting rights of 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., **Tuesday, July 25, 2023**

**INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING:**

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

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


**STEP 1: ACCESS TO NSDL E-VOTING SYSTEM**

**A. Login Method for e-Voting and joining Virtual Meeting for Individual Shareholders holding Securities in Demat Mode:**

In terms of 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
<b>Individual Shareholders holding Securities in Demat mode with NSDL</b>	1. If you are already registered for <b>NSDL IDeAS facility</b> , please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under “ <b>IDeAS</b> ” 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 “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual AGM and voting during the AGM.

Type of Shareholders	Login Method
	<ol style="list-style-type: none"> <li data-bbox="683 211 1498 290">2. If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDEAS</b>" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="683 301 1498 584">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "<b>Login</b>" which is available under '<b>Shareholder/Member</b>' 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 <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual AGM and voting during AGM.</li> <li data-bbox="683 595 1498 674">4. Shareholders / Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="820 687 1326 995" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  </div>
Individual Shareholders holding Securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="683 1050 1498 1207">1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and New System Myeasi tab. Then the user can use his/her existing Myeasi Username and Password.</li> <li data-bbox="683 1219 1498 1422">2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li data-bbox="683 1434 1498 1513">3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li data-bbox="683 1524 1498 1707">4. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a>. The system will authenticate the user by sending OTP on registered mobile and e-mail as recorded in the Demat Account. 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.</li> </ol>



Type of Shareholders	Login Method
<b>Individual Shareholders (holding Securities in Demat mode) login through their Depository Participants</b>	User 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 <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual AGM and voting during the AGM.

**Important Note:** Members 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	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33.

**B. Login Method for e-Voting and joining Virtual AGM for Shareholders other than Individual Shareholders holding Securities in Demat Mode and Shareholders holding Securities in Physical Mode:**

**How to Log-in to NSDL e-Voting Website?**

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

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

4. Your User ID details are given below:

Manner of holding Shares, i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in Demat Account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in Demat Account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number (124415) of the Company, followed by Folio Number registered with the Company For example, if Folio Number is 001*** and EVEN is 124415 then user ID is 124415001***

5. Password Details for Shareholders other than Individual Shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i) If your email ID is registered in your Demat Account or with the Company, your 'initial password' is communicated to you on your 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in Physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your Demat Account number / Folio Number, your PAN, your name, your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on "Agree to Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### Step 2: Cast your Vote Electronically and Join General Meeting on NSDL e-Voting system:

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of the Company, which is 124415, for which you wish to cast your vote during the remote e-Voting period or cast your vote during the AGM. For joining virtual AGM, you need to click on "VC / OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options, i.e., Assent or Dissent, verify / modify the number of 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 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 by e-mail to [narasimhan.b8@gmail.com](mailto:narasimhan.b8@gmail.com), [ab@bnpassociates.in](mailto:ab@bnpassociates.in), [venkatk1960@gmail.com](mailto:venkatk1960@gmail.com) and [venkatk60@yahoo.co.in](mailto:venkatk60@yahoo.co.in) with a copy marked to [gavlinvestors@godrejagrovet.com](mailto:gavlinvestors@godrejagrovet.com) or [gavl.secretarial@godrejagrovet.com](mailto:gavl.secretarial@godrejagrovet.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional 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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**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 Resolutions set out in the Notice of the AGM:**

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 [inward.ris@kfintech.com](mailto:inward.ris@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 and joining virtual AGM for Individual Shareholders holding securities in demat mode.
3. Alternatively, Shareholder / Member may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring User Id and Password for e-voting by providing above mentioned documents.
4. In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by listed companies, Individual Shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their Demat account in order to access e-Voting facility.

**Instructions for Members for E - Voting on the day of the AGM:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / Shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM:**

1. Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join Meeting**" menu against the Company's name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company (124415) will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the AGM Notice to avoid last minute rush.
2. The Members can join the AGM in the VC / OAVM mode 30 (Thirty) minutes before and after the scheduled time of commencement of the AGM, by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the AGM.
5. Please note that Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is, therefore, recommended to use a stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views / have questions may send their questions in advance, mentioning their name Demat Account number / Folio Number, e-mail Id, mobile number at [gavlinvestors@godrejagrovet.com](mailto:gavlinvestors@godrejagrovet.com) or [gavl.secretarial@godrejagrovet.com](mailto:gavl.secretarial@godrejagrovet.com). The same will be replied by the company suitably, either in advance or at the time of AGM.
7. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / Folio Number, PAN, mobile number at [gavlinvestors@godrejagrovet.com](mailto:gavlinvestors@godrejagrovet.com) or [gavl.secretarial@godrejagrovet.com](mailto:gavl.secretarial@godrejagrovet.com) **from Tuesday, July 25, 2023 (9.00 a.m. IST) to Friday, July 28, 2023 (5.00 p.m. IST)**.

Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

8. Members who need assistance before or during the AGM, can contact NSDL at the designated e-mail ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
9. Any person holding Shares in physical form and Non-individual Shareholder, who acquires shares of the Company and becomes a Member of the Company after the Notice of AGM is sent through e-mail and holding Shares as of the Cut-off date, i.e., **Tuesday, July 25, 2023**, may obtain the login ID and password by sending a request on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company or Kfintech. However, if he/she is already registered with NSDL for remote e-voting, then he/she can use his/her existing User ID and password for casting the vote. If he/she has forgot his/her password, he/she can reset his/her password by using “Forgot User Details/ Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholder holding securities in demat mode who acquires Shares of the Company and becomes a Member of the Company after sending of the Notice of AGM and holding Shares as of the Cut-off date, i.e., **Tuesday, July 25, 2023** may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.
27. Mr. B. Narasimhan, Proprietor of BN & Associates, Practicing Company Secretaries (Certificate of Practice No. 12133) or failing him, M/s. BNP & Associates, Practicing Company Secretaries have been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting to be conducted at the AGM, in a fair and transparent manner.
28. The Scrutinizer shall, after the conclusion of voting at the Meeting, unblock and count the votes cast during the meeting and through remote e-voting, in the presence of at least 2 (Two) witnesses not in the employment of the Company and shall make a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a Director or Company Secretary authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
29. The results shall be declared not later than 2 (Two) working days of conclusion of the AGM. The results declared along with the Scrutinizer’s Report will be placed on the website of the Company at [www.godrejagrovet.com](http://www.godrejagrovet.com) immediately after the result is declared by the Chairman and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed.
30. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., **Tuesday, August 1, 2023**.

By Order of the Board of Directors

Sd/-

Vivek Raizada

Head – Legal & Company Secretary & Compliance Officer

**Date:** May 9, 2023

**Place:** Mumbai

Registered Office:

“Godrej One”, 3<sup>rd</sup> 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](http://www.godrejagrovet.com); E-mail: [gavlinvestors@godrejagrovet.com](mailto:gavlinvestors@godrejagrovet.com)

Corporate Identity Number (CIN): L15410MH1991PLC135359



# Annexure to the Notice of the 32<sup>nd</sup> (Thirty-Second) Annual General Meeting of Godrej Agrovet Limited

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

The Explanatory Statement in terms of the provisions of Section 102(1) of the Act, sets out all material facts relating to the Special Business mentioned at Item No. 5 in the accompanying Notice for convening the Thirty-Second Annual General Meeting ("32<sup>nd</sup> AGM") of **Godrej Agrovet Limited** to be held on **Tuesday, August 1, 2023 at 4.00 p.m. (IST)**:

### SPECIAL BUSINESS:

#### **Ordinary Resolution under Item No. 5:**

#### **Ratification of Remuneration of M/s. P. M. Nanabhoy & Co., Cost Accountants, Mumbai, appointed as the "Cost Auditors" of the Company for the Financial Year ending March 31, 2024:**

Upon recommendation made by the Audit Committee, the Board of Directors of the Company at its Meeting held on May 9, 2023, has appointed M/s. P. M. Nanabhoy & Co., Cost Accountants, Mumbai (Firm Registration Number: 00012), as the "Cost Auditors" of the Company for the Financial Year 2023-24, pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014.

Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 1,38,000/- (Rupees One Lakh Thirty Eight Thousand Only) plus Goods and Service Tax and reimbursement of out-of-pocket expenses at actuals, if any, payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, shall require subsequent ratification by the Shareholders.

Based on the certification received from the Cost Auditors, it may be noted that:

- i. the Cost Auditors do not suffer from any disqualifications as specified under Section 141(3) of the Act;
- ii. their appointment is in accordance with the limits specified in Section 141(3)(g) of the Act;
- iii. none of their Partners is in the whole-time employment of any Company; and
- iv. they are an independent firm of Cost Accountants holding valid certificate of practice and are at arm's length relationship with the Company, pursuant to Section 144 of the Act.

The Board recommends the **Ordinary Resolution** set forth in **Item No. 5** for approval of the Shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

**By Order of the Board of Directors**

Sd/-

**Vivek Raizada**

**Head – Legal & Company Secretary & Compliance Officer**

**Date:** May 9, 2023

**Place:** Mumbai

Registered Office:

"Godrej One", 3<sup>rd</sup> 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](http://www.godrejagrovet.com); E-mail: [gavlinvestors@godrejagrovet.com](mailto:gavlinvestors@godrejagrovet.com)

Corporate Identity Number (CIN): L15410MH1991PLC135359

## BRIEF RESUME OF DIRECTOR(S) / PERSON(S) SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 32<sup>ND</sup> (THIRTY-SECOND) ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India  
(Listing Obligations & Disclosure Requirements) Regulations, 2015]

Name of the Director	Ms. Tanya A. Dubash (Non-Executive & Non-Independent Director)	Mr. Jamshyd N. Godrej (Non-Executive & Non-Independent Director)
Director Identification Number (DIN)	00026028	00076250
Date of Birth (DD/MM/YYYY)	14/09/1968	24/01/1949
Age (In years)	54 Years	74 Years
Nationality	Indian	Indian
Date of Appointment (DD/MM/YYYY)	10/04/2003	24/08/1992
Tenure on the Board	20 Years	30 Years
Qualification	Bachelor's degree in Arts from Brown University and Certificate in Advanced Management Program from Harvard Business School	Bachelor's degree in Mechanical Engineering from Illinois Institute of Technology, USA
Nature of Expertise in Specific Functional Areas	<ul style="list-style-type: none"> <li>● Strategy &amp; Business</li> <li>● Market Expertise</li> <li>● Governance, Finance &amp; Risk</li> <li>● Diversity of Perspective</li> </ul>	<ul style="list-style-type: none"> <li>● Strategy &amp; Business</li> <li>● Market Expertise</li> <li>● Governance, Finance &amp; Risk</li> <li>● Diversity of Perspective</li> </ul>
Number of Equity Shares held in the Company:		
By Self:	2,15,884 Equity Shares	Nil
As a Registered Owner:	6,45,151 Equity Shares (as Trustee of TAD Family Trust)	20,73,000 Equity Shares (as Trustee of Navroze Lineage Trust)
	1 Equity Share (as Trustee of TAD Children Trust)	20,73,070 Equity Shares (as Trustee of Raika Lineage Trust)
		1 Equity Share (as Trustee of NJG Family Trust)
		1 Equity Share (as Trustee of RJG Family Trust)
		1 Equity Share (as Trustee of PJG Family Trust)
		1 Equity Share (as Trustee of JNG Family Trust)
		3 Equity Shares (as Trustee of Raika Godrej Family Trust)
Number of Board Meetings attended during the Financial Year 2022-23	3 out of 4	2 out of 4
Directorships in other Listed Companies (*)	<ol style="list-style-type: none"> <li>1. Godrej Industries Limited</li> <li>2. Godrej Consumer Products Limited</li> <li>3. Britannia Industries Limited</li> <li>4. Escorts Kubota Limited (formerly known as "Escorts Limited")</li> </ol>	<ol style="list-style-type: none"> <li>1. Godrej Industries Limited</li> <li>2. Godrej Consumer Products Limited</li> <li>3. Godrej Properties Limited</li> </ol>

Name of the Director	Ms. Tanya A. Dubash (Non-Executive & Non-Independent Director)	Mr. Jamshyd N. Godrej (Non-Executive & Non-Independent Director)
Directorships in other Companies (Excluding Listed Entities, Foreign Companies and Section 8 Companies)	<ol style="list-style-type: none"> <li>1. Godrej Seeds and Genetics Limited</li> <li>2. Go Airlines (India) Limited</li> <li>3. Godrej Holdings Private Limited</li> <li>4. Innovia Multiventures Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Godrej &amp; Boyce Manufacturing Company Limited</li> <li>2. Illinois Institute of Technology (India) Private Limited</li> <li>3. Godrej UEP Private Limited</li> <li>4. Godrej Enterprises Private Limited</li> </ol>
Chairmanships / Membership of Committees in other Companies (**)	<ol style="list-style-type: none"> <li>1. Godrej Industries Limited <b>Membership:</b> (i) Stakeholders' Relationship Committee (ii) Corporate Social Responsibility Committee (iii) Management Committee</li> <li>2. Godrej Consumer Products Limited <b>Membership:</b> (i) Stakeholders' Relationship Committee (ii) Corporate Social Responsibility Committee (iii) Management Committee (iv) Sustainability Committee</li> <li>3. Britannia Industries Limited <b>Membership:</b> (i) Strategy &amp; Innovation Committee</li> <li>4. Escorts Kubota Limited (formerly known as "Escorts Limited") <b>Membership:</b> (i) Corporate Social Responsibility Committee (ii) Nomination and Remuneration Committee</li> <li>5. Godrej Seeds and Genetics Limited Chairperson: (i) Corporate Social Responsibility Committee</li> </ol>	<ol style="list-style-type: none"> <li>1. Godrej &amp; Boyce Manufacturing Company Limited <b>Membership:</b> (ii) Corporate Social Responsibility Committee <b>Chairmanship:</b> (i) Audit &amp; Finance Committee (ii) Nomination and Remuneration Committee</li> </ol>
Names of listed entities from which the Director has resigned in the past 3 (Three) years	None	None
Relationships between Directors of the Company <i>inter-se</i>	Elder Sister of Ms. Nisaba Godrej (Non-Executive & Non-Independent Director) and Mr. Pirojsha Godrej (Non-Executive & Non-Independent Director).	None [No relationship in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Ms. Tanya A. Dubash (Non-Executive & Non-Independent Director)	Mr. Jamshyd N. Godrej (Non-Executive & Non-Independent Director)
Brief Profile / Resume of the Director	<p>Ms. Tanya A. Dubash serves as the Executive Director and Chief Brand Officer of Godrej Industries Limited and She is responsible for the Godrej Group's brand and communications function, including guiding the Godrej Masterbrand.</p> <p>Ms. Tanya A. Dubash is also a Director on the Board of Godrej Consumer Products Limited. She also serves on the boards of Britannia, Escorts, Go Airlines, AIESEC and India@75.</p> <p>Ms. Tanya A. Dubash was a member on the Board of the Bharatiya Mahila Bank between November 2013 and May 2015. She was a trustee of Brown University between 2012 and 2018 and continues to be member of the Brown India Advisory Council and on the Watson Institute Board of Overseers.</p> <p>Ms. Tanya A. Dubash was recognized by the World Economic Forum as a Young Global Leader in 2007. She is AB cum laudé, Economics &amp; Political Science, Brown University, USA, and an alumna of the Harvard Business School.</p>	<p>Mr. Jamshyd N. Godrej is a Non-Executive Director of Godrej Agrovet Limited (GAVL). He has been a Non-Executive Director of GAVL since August 24, 1992.</p> <p>Mr. Jamshyd N. Godrej is the Chairman and Managing Director of Godrej and Boyce Manufacturing Company Limited. He has a Bachelor's degree in Mechanical Engineering from Illinois Institute of Technology, USA.</p>
Terms and Conditions of Appointment / Reappointment Along with Details of Remuneration sought to be paid and Remuneration last drawn by such person	<p>Terms and conditions of re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website, i.e., <a href="http://www.godrejagrovet.com">www.godrejagrovet.com</a>.</p> <p>Entitled to Commission on Profits as a Non-Executive Director</p>	<p>Terms and conditions of re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website, i.e., <a href="http://www.godrejagrovet.com">www.godrejagrovet.com</a>.</p> <p>Entitled to Commission on Profits as a Non-Executive Director</p>
Last Drawn Remuneration	<p>The details pertaining to last drawn remuneration are provided in the Corporate Governance Report forming part of the Annual Report for the Financial Year 2022-23.</p>	<p>The details pertaining to last drawn remuneration are provided in the Corporate Governance Report forming part of the Annual Report for the Financial Year 2022-23.</p>

(\*) Includes names of other Public Companies in which the person holds Directorship.

(\*\*) Includes names of other Public Companies in which the person holds Chairmanship and Membership of Committees of the Board of Directors.