

Annexure I- Format of Compliance Report on Corporate Governance to be submitted on quarterly basis

1. Name of Listed Entity: **GODREJ AGROVET LIMITED**

2. Quarter Ending: **June 30, 2018**

| I. Composition of Board of Directors | | | | | | | | |
|---|----------------------|------------------------|---|--|---------|--|---|--|
| Title (Mr., Ms.) | Name of the Director | PAN ^s & DIN | Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ^{&} | Date of Appointment in the current term /cessation | Tenure* | No of Directorship in listed entities including Godrej Agrovet Limited (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including Godrej Agrovet Limited (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including Godrej Agrovet Limited (Refer Regulation 26(1) of Listing Regulations) |
| Mr. | Nadir B. Godrej | AADPG7643Q | Chairman & Non-Executive | July 24, 2015 | - | 7 | 3 | 3 |
| | | 00066195 | | | | | | |
| Mr. | Adi B. Godrej | AAEPG5459R | Non-Executive Director | August 2, 2016 | - | 3 | 1 | 1 |
| | | 00065964 | | | | | | |
| Mr. | Jamshyd N. Godrej | AACPG0840L | Non-Executive Director | August 4, 2017 | - | 4 | 1 | 0 |
| | | 00076250 | | | | | | |
| Mr. | Vijay M. Crishna | AACPC1580F | Non-Executive Director | August 4, 2017 | - | 3 | 1 | 0 |
| | | 00066267 | | | | | | |



| | | | | | | | | |
|-----|------------------------|------------|------------------------------------|-------------------|---------|---|---|---|
| Ms. | Tanya A. Dubash | AHCPD2973J | Non-Executive Director | July 24, 2015 | - | 3 | 1 | 1 |
| | | 00026028 | | | | | | |
| Ms. | Nisaba Godrej | AAFPG3636B | Non-Executive Director | August 2, 2016 | - | 2 | 0 | 0 |
| | | 00591503 | | | | | | |
| Mr. | Kavas N. Petigara | AADPP1957A | Non-Executive Independent Director | April 1, 2014 | 5 years | 2 | 2 | 2 |
| | | 00066162 | | | | | | |
| Mr. | Sudhir L. Anaokar | ACQPA4072Q | Non-Executive Independent Director | April 1, 2014 | 5 years | 1 | 0 | 0 |
| | | 00236819 | | | | | | |
| Mr. | Amit B. Choudhury | AAGPC4516K | Non-Executive Independent Director | April 1, 2014 | 5 years | 3 | 3 | 2 |
| | | 00557547 | | | | | | |
| Mr. | Balram S. Yadav | AAGPY9611F | Managing Director | September 1, 2017 | 5 years | 2 | 4 | 1 |
| | | 00294803 | | | | | | |
| Dr. | Raghunath A. Mashelkar | ABBPM4169N | Non-Executive Independent Director | July 18, 2017 | 5 years | 4 | 2 | 0 |
| | | 00074119 | | | | | | |
| Ms. | Roopa Purushothaman | ASOPP8674K | Non-Executive Independent Director | July 18, 2017 | 5 years | 1 | 0 | 0 |
| | | 02846868 | | | | | | |
| Ms. | Aditi Kothari Desai | AACPK1190R | Non-Executive Independent Director | July 18, 2017 | 5 years | 1 | 1 | 0 |
| | | 00426799 | | | | | | |
| Dr. | Ritu Anand | AADPA7695Q | Non-Executive Independent Director | July 18, 2017 | 5 years | 1 | 1 | 0 |
| | | 00363699 | | | | | | |

\$PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen



* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

| Name of Committee | Name of Committee Members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) ⁵ |
|--|----------------------------|---|
| 1. Audit Committee | 1. Mr. Kavas N. Petigara | Chairman of Audit Committee and Non-Executive Independent Director |
| | 2. Ms. Aditi Kothari Desai | Non-Executive Independent Director |
| | 3. Dr. Ritu Anand | Non-Executive Independent Director |
| | 4. Mr. Balram S. Yadav | Managing Director (Executive, Non – Independent Director) |
| 2. Nomination & Remuneration Committee | 1. Dr. Ritu Anand | Chairperson of Nomination & Remuneration Committee and Non-Executive Independent Director |
| | 2. Ms. Roopa Purushothaman | Non-Executive Independent Director |
| | 3. Ms. Nisaba Godrej | Non-Executive Director, Non – Independent Director |
| 3. Risk Management | 1. Mr. Nadir B. Godrej | Chairman of Risk Management Committee and Non-Executive Director |
| | 2. Mr. Balram S. Yadav | Managing Director (Executive, Non – Independent Director) |
| | 3. Mr. Amit B. Choudhury | Non- Executive Independent Director |
| 4. Stakeholders Relationship Committee | 1. Mr. Nadir B. Godrej | Chairman of Stakeholders' Relationship Committee and Non-Executive Director |
| | 2. Mr. Balram S. Yadav | Managing Director (Executive, Non – Independent Director) |
| | 3. Mr. Amit B. Choudhury | Non Executive Independent Director |

⁵Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meetings of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
|---|---|---|
| February 7, 2018 | May 14, 2018 | 95 days |

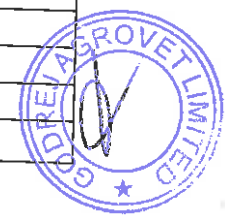


IV. Meetings of Committees

| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days*</i> |
|--|--|--|--|
| Audit Committee | | | |
| May 14, 2018 | Yes All 4 Members were present including 3 Non-Executive Independent Directors. | February 7, 2018 | 95 days |
| Nomination & Remuneration Committee | | | |
| May 14, 2018 | Yes All 3 Members were present including 2 Non-Executive Independent Directors. | Not Applicable | Not Applicable |
| Stakeholders Relationship Committee | | | |
| - | Not Applicable | Not Applicable | Not Applicable |
| No Stakeholders Relationship Committee Meeting was held during the relevant quarter. | | | |
| Risk Management Committee | | | |
| May 14, 2018 | Yes All 3 Members were present including 1 Non-Executive Independent Directors. | Not Applicable | Not Applicable |
| *This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional | | | |

V. Related Party Transactions

| <i>Subject</i> | <i>Compliance Status (Yes/No/NA)</i> |
|--|--------------------------------------|
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | N. A. |



Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee

Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations:

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The Meetings of the Board of directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This Report and/or the Report submitted in the previous quarter has been placed before Board of Directors.
Any comments/observations/advice of Board of Directors may be mentioned here: None

For Godrej Agrovet Limited

Vivek Raizada

Head – Legal & Company Secretary and Compliance Officer

Date: July 13, 2018

Place :Mumbai



Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.