

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

Dated: 20th June, 2018

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

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

Ref.: BSE Scrip Code No. “540743”

Ref: “GODREJAGRO”

Sub.: Disclosure of Voting Results of Postal Ballot (including voting by electronic means) pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Further to our letter dated 18th May, 2018, we wish to inform you that the Special Resolutions as given in the Notice of Postal Ballot dated 14th May, 2018 have been passed with requisite majority.

The resolutions are deemed to have been passed on the last date of the receipt of duly completed Postal Ballot Forms and E-voting, i.e., on 19th June, 2018.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015, the combined voting results of Postal Ballot (through electronic means and Postal Ballot Forms) in the prescribed format along with the copy of the Scrutinizer’s Report are enclosed herewith.

The above information is also being uploaded on the Company’s website, viz., www.godrejagrovet.com.

Kindly take the above information on record.

Thanking you,

Yours sincerely,

For Godrej Agrovet Limited

Vivek Raizada
Head- Legal & Company Secretary & Compliance Officer

Encl: A/a



Voting Results as per Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Company Name	GODREJ AGROVET LIMITED
Date of the AGM / EGM Declaration of Voting Result of Postal Ballot	June 19, 2018
Total number of Shareholders on cut-off date (as on Tuesday, 15th May, 2018)	1,13,232
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.: 1

Resolution required: (Ordinary/ Special)	SPECIAL - Approval of the Godrej Agrovet Limited- Employees Stock Grant Scheme, 2018 (ESGS 2018) and allotment of Equity Shares thereunder to the eligible Employees of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding 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	E-Voting	136362305	115624957	84.7925	115624957	0	100.0000	0.0000
	Poll	136362305	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot	136362305	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	13837749	10981533	79.3592	6834808	4146725	62.2391	37.7608
	Poll	13837749	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot	13837749	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	41828685	26074109	62.3355	25702404	371705	98.5744	1.4255
	Poll	41828685	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot	41828685	14990	0.0358	14812	178	98.8125	1.1874
Total		192028739	152695589	79.5171	148176981	4518608	97.0408	2.9592

Resolution No.: 2

Resolution required: (Ordinary/ Special)	SPECIAL - Extension of the benefits of Godrej Agrovet Limited- Employees Stock Grant Scheme, 2018 (ESGS 2018) to the eligible Employees of the Subsidiary Companies.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding 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	E-Voting	136362305	115624957	84.7925	115624957	0	100.0000	0.0000
	Poll	136362305	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot	136362305	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	13837749	10981533	79.3592	7351656	3629877	66.9456	33.0543
	Poll	13837749	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot	13837749	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	41828685	26074093	62.3354	25701937	372156	98.5726	1.4273
	Poll	41828685	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot	41828685	14990	0.0358	14844	146	99.0260	0.9739
Total		192028739	152695573	79.5170	148693394	4002179	97.3790	2.6210

Resolution No.: 3

Resolution required: (Ordinary/ Special)	SPECIAL - Increase in the investment limit of the Company upto Rs. 2,500 Crore (Rupees Two Thousand Five Hundred Crore Only) under Section 186 of the Companies Act, 2013.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding 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	E-Voting	136362305	115624957	84.7925	115624957	0	100.0000	0.0000
	Poll	136362305	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot	136362305	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	13837749	10981533	79.3592	7429614	3551919	67.6555	32.3444
	Poll	13837749	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot	13837749	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	41828685	26074519	62.3365	26073995	524	99.9979	0.0020
	Poll	41828685	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot	41828685	14990	0.0358	14726	264	98.2388	1.7611
Total		192028739	152695999	79.5173	149143292	3552707	97.6733	2.3267

Resolution No.: 4

Resolution required: (Ordinary/ Special)	SPECIAL - Increase in the borrowing powers of the Company upto a limit of Rs. 2,500 Crore (Rupees Two Thousand Five Hundred Crore Only) under Section 180 (1) (c) of the Companies Act, 2013.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding 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	E-Voting	136362305	115624957	84.7925	115624957	0	100.0000	0.0000
	Poll	136362305	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot	136362305	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	13837749	10981533	79.3592	10981533	0	100.0000	0.0000
	Poll	13837749	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot	13837749	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	41828685	26074514	62.3364	26073590	924	99.9964	0.0035
	Poll	41828685	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot	41828685	14990	0.0358	14758	232	98.4523	1.5476
Total		192028739	152695994	79.5173	152694838	1156	99.9992	0.0008

Resolution No.: 5

Resolution required: (Ordinary/ Special)	SPECIAL - To approve creation of Charge / Mortgage / Hypothecation under Section 180 (1) (a) of the Companies Act, 2013 against the assets / properties of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding 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	E-Voting	136362305	115624957	84.7925	115624957	0	100.0000	0.0000
	Poll	136362305	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot	136362305	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	13837749	10981533	79.3592	10981533	0	100.0000	0.0000
	Poll	13837749	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot	13837749	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	41828685	26074396	62.3362	26073519	877	99.9966	0.0033
	Poll	41828685	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot	41828685	14990	0.0358	14758	232	98.4523	1.5476
Total		192028739	152695876	79.5172	152694767	1109	99.9993	0.0007

DOLY BHALAVAT & ASSOCIATES

PRACTISING COMPANY SECRETARY

ADD: 203, SAI SHANTI, DATTA MANDIR ROAD, DHANUKARWADI, KANDIVLI WEST, MUMBAI
400067, EMAIL : dolybhalavat410@GMAIL.COM, PH: 09819431375

Report of Scrutinizer

Date:- 20.06.2018

To,

The Chairman / Managing Director
Godrej Agrovet Limited
Godrej One, 3rd Floor,
Pirojshanagar Eastern Express Highway,
Vikhroli (East) Mumbai 400079

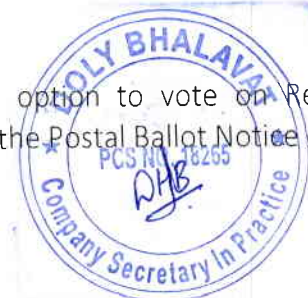
Dear Sir,

Sub:- Result of Postal Ballot conducted in respect of Resolutions to be passed through Postal Ballot covered under Notice dated 14.05.2018

The Board of Directors of Godrej Agrovet Limited ("the Company") at its Meeting held on 14.05.2018 has appointed me as the Scrutinizer for conducting the POSTAL BALLOT VOTING PROCESS under the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules 2014, including any statutory amendment(s) / modification(s) / re-enactment(s) thereof for the time being in force for passing Special Resolutions included in the Postal Ballot Notice dated 14.05.2018.

1. I submit my report as under:

- 1.1 The Company has completed the dispatch of Postal Ballot papers through courier, registered post, airmail as the case may be along with the postage prepaid business reply envelope to all its eligible Members on 18.05.2018. The Company has also completed the dispatch of Postal Ballot through e-mail, wherever applicable on 18.05.2018. The Notices sent (both through e-mail and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
- 1.2 The Company had appointed Karvy Computershare Private Limited ("Karvy") as the Service Provider, for the purpose of extending the facility of remote E-voting to the Members of the Company through their website, viz. www.evoting.karvy.com. Karvy is also the Registrar and Share Transfer Agent (RTA) of the Company.
- 1.3 The Members of the Company had an option to vote on Resolutions either through Postal Ballot Form attached with the Postal Ballot Notice or through



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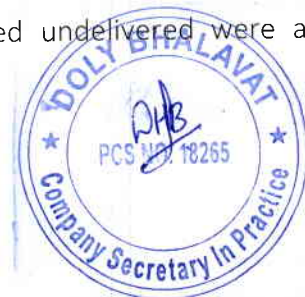
remote E-voting facility. Members opting for E-voting facility casted their votes on designated website, <https://evoting.karvy.com/>.

- 1.4 The Members holding Equity Shares as on the "Cut Off" date, i.e., 15.05.2018 were entitled to vote on the proposed Resolutions as set out in the Notice of Postal Ballot dated 14.05.2018 of the Company.
- 1.5 The E-voting period was kept open for 30 (thirty) days, i.e., from 21.05.2018 (9:00 a.m.) to 19.06.2018 (5.00 p.m.).
- 1.6 At the end of the voting period on 19.06.2018 at 5.00 p.m., the voting portal of Karvy was blocked forthwith.
- 1.7 As prescribed in clause (v) of sub-rule (4) of Rule 20 read with sub-rule (3) of Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company also released an advertisement in "Business Standard and Financial Express" in English Language having nation-wide circulation and in "Loksatta and Mumbai Lakshadeep", in Marathi Language on 19.05.2018. The Notice published in Newspapers contained information as specified under the said Rules.
- 1.8 In accordance with the Companies (Management and Administration) Rules, 2014, all the Postal Ballot forms as well as E-voting communications received upto the close of working hours, i.e., 5.00 p.m. on 19.06.2018, (the last date and time fixed by the Company for receipt of the Postal Ballot forms & E-voting) were considered for my scrutiny.
- 1.9 The votes were unblocked on 19.06.2018 after 5.15 p.m. in the presence of 2 (two) witnesses, Mrs. Kajal Salia and Mr. Samir Dadia who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature		
Name:	Mrs. Kajal Salia	Mr. Samir Dadia

1.10 The Postal Ballot forms which were incomplete and / or which otherwise were found defective have been treated as "invalid" and kept separately.

1.11 Envelopes containing Postal Ballot forms returned undelivered were also not opened and they were kept separately.



DOLY BHALAVAT & ASSOCIATES

PRACTISING COMPANY SECRETARY

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1.12 I did not find any defaced or mutilated Postal Ballot form.

2. The combined results of the remote E-voting together with voting conducted by Postal Ballot are as under:-

Item No. 1 of the Notice (As a Special Resolution)

Approval of the "Godrej Agrovet Limited - Employees Stock Grant Scheme, 2018" ("ESGS 2018") and allotment of Equity Shares thereunder to the eligible Employees of the Company.

Manner of Voting	Total Votes	Votes in favor of resolution		Votes against resolution	
	Nos.	Nos.	Percentage	Nos.	Percentage
E-voting	152680599	148162169	97.04	4518430	2.95
Postal Ballot	14990	14812	98.81	178	1.18
Total	152695589	148176981	97.04	4518608	2.95

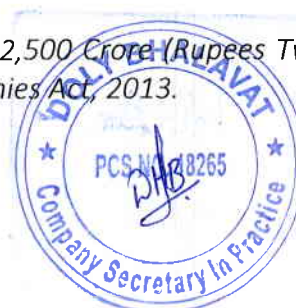
Item No. 2 of the Notice (As a Special Resolution)

Extension of the benefits of "Godrej Agrovet Limited - Employees Stock Grant Scheme, 2018" ("ESGS 2018") to the eligible Employees of the Subsidiary Companies.

Manner of Voting	Total Votes	Votes in favor of resolution		Votes against resolution	
	Nos.	Nos.	Percentage	Nos.	Percentage
E-voting	152680583	148678550	97.37	4002033	2.62
Postal Ballot	14990	14844	99.02	146	0.97
Total	152695573	148693394	97.37	4002179	2.62

Item No. 3 of the Notice (As a Special Resolution)

Increase in the investment limit of the Company upto Rs.2,500 Crore (Rupees Two Thousand Five Hundred Crore Only) under Section 186 of the Companies Act, 2013.



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Manner of Voting	Total Votes	Votes in favor of resolution		Votes against resolution	
	Nos.	Nos.	Percentage	Nos.	Percentage
E-voting	152681009	149128566	97.67	3552443	2.32
Postal Ballot	14990	14726	98.23	264	1.76
Total	152695999	149143292	97.67	3552707	2.32

Item No. 4 of the Notice (As a Special Resolution)

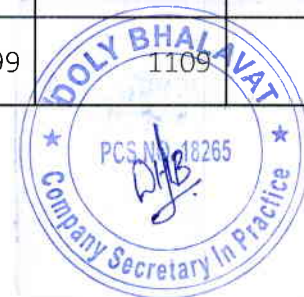
Increase in the borrowing powers of the Company upto a limit of Rs.2,500 Crore (Rupees Two Thousand Five Hundred Crore Only) under Section 180 (1) (c) of the Companies Act, 2013.

Manner of Voting	Total Votes	Votes in favor of resolution		Votes against resolution	
	Nos.	Nos.	Percentage	Nos.	Percentage
E-voting	152681004	152680080	99.99	924	0.0006
Postal Ballot	14990	14758	98.45	232	1.54
Total	152695994	152694838	99.99	1156	0.0007

Item No. 5 of the Notice (As a Special Resolution)

To approve creation of Charge / Mortgage / Hypothecation under Section 180 (1) (a) of the Companies Act, 2013 against the assets / properties of the Company.

Manner of Voting	Total Votes	Votes in favor of resolution		Votes against resolution	
	Nos.	Nos.	Percentage	Nos.	Percentage
E-voting	152680886	152680009	99.99	877	0.0005
Postal Ballot	14990	14758	98.45	232	1.54
Total	152695876	152694767	99.99	1109	0.0007



DOLY BHALAVAT & ASSOCIATES

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Notes:

- a) Percentage of votes cast in favor or against the Resolution(s) are calculated based on the valid votes cast through remote E-voting and physical Postal Ballot
 - b) Excludes invalid votes by Members
3. To conclude, the Special Resolutions enumerated above have been passed with requisite majority.
4. You may accordingly declare the Result of voting by Postal Ballot.
5. I hereby confirm that, I am maintaining the Registers/Records received from Karvy electronically in respect of the votes cast through remote E-voting and voting conducted by Postal Ballot by the Members of the Company. The Postal Ballot forms and all other relevant records relating to remote E-voting and physical Postal Ballot are under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping.

Thanking YOU, Doly

Hasmukh
Bhalavat

Yours sincerely,

D Bhalavat



Doly Bhalavat

Membership No. ACS 40818

Certificate of Practice No. 20263

Place of signing:- Mumbai

Countersigned and received the Report

For Godrej Agrovet Limited

Balram S. Yadav

Balram S. Yadav
Managing Director
DIN: 00294803

