

# **DIRECTORS' REPORT**

## AND ANNEXURES

# DIRECTORS' REPORT OF GODREJ AGROVET LIMITED

[Corporate Identity Number (CIN): L15410MH1991PLC135359]

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

## TO THE MEMBERS:

Your Directors have pleasure in presenting the Directors' Report along with the Audited Financial Statements for the Financial Year (F.Y.) 2017-18.

### 1. FINANCIAL SUMMARY:

Your Company's Standalone and Consolidated performance during the Financial Year 2017-18 as compared with that of the previous Financial Year 2016-17 is summarized below:-

₹ in Lakh

Particulars	Standalone		Consolidated	
	2017-18	2016-17	2017-18	2016-17
Total Income	371,935.39	367,024.03	5,23,772.60	4,98,540.14
Profit Before Exceptional Items & Taxation	28,132.50	26,066.93	35,969.28	35,456.27
Add: Exceptional Items	-	2,000.00	1,205.00	2,000.00
Profit Before Taxation (PBT)	28,132.50	28,066.93	37,174.28	37,456.27
Less : Provision for Taxation	9,045.92	7,269.98	12,070.48	10,164.51
Profit After Taxation (PAT)	19,086.58	20,796.95	25,103.80	27,291.76

### 2. REVIEW OF OPERATIONS / STATE OF AFFAIRS OF THE COMPANY, ITS SUBSIDIARIES, JOINT VENTURES & OTHER ASSOCIATES:

#### Review of Operations / State of Affairs of the Company:

There has been no change in the nature of business of your Company during the Financial Year (F.Y.) 2017-18.

#### Businesses of the Company:

##### **Animal Feed:**

The Animal Feed business has shown a volume growth of 7.4% during the Financial Year 2017-18 driven by strong growth in the cattle feed and layer feed segments. Your Company was also successful in arresting the volume decline seen in past few years in the broiler feed segment, despite intense competition. However, the volumes in the shrimp feed and fish feed segments saw a decline compared to previous year. The sales of the Animal Feed vertical were flat at ₹ 2,57,597.69 Lakh in Financial Year 2017-18 against ₹ 2,62,082.16 Lakh in the previous year. But, decline in the commodity prices during the year impacted profitability of the segment. The Company continues to remain committed to invest in Research & Development in the animal feed space to create differentiated offering to our customers over competition.

##### **Crop Protection:**

In the current financial year, Crop Protection business (excluding Astec LifeSciences Limited) has registered a growth of 13.2% in the overall sales. The business was able to witness strong momentum as the company introduced new products which helped in increasing penetration both in the strategic crops and in the new geographies. Co-marketing initiatives and increase in market share in the herbicides segment significantly contributed to the growth. The Company will continue to focus on creating

more demand for its product at farmer level by taking steps to continuously engage with them.

##### **Vegetable Oil:**

In the crude palm oil business, volumes growth remained robust for both Crude Palm Oil and Palm Kernel Oil. The sales of the business grew to ₹ 58,541.78 Lakh in the Financial Year 2017-18, a growth of 15.5%. Your Company is also expected to start production in the new plant which is scheduled to be commissioned this year. Latest technology has been deployed in this plant which will lead to higher operational efficiencies.

#### Review of Operations / State of Affairs of Subsidiaries, Joint Ventures & Other Associates:

Your Company has interests in several businesses including dairy products, poultry, value added vegetarian and non-vegetarian products, cattle breeding and dairy farming, through its Subsidiaries, Joint Ventures and other Associates.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing the salient features of the financial statements of our Subsidiaries, Associates and Joint Ventures in the Form AOC-1 is annexed and forms part of the Financial Statement. The statement provides the details of performance and financial position of each of the Subsidiaries, Associates and Joint Ventures. In accordance with Section 136 of the Companies Act, 2013, the Audited Financial Statements, including the consolidated financial statements, audited accounts of all the subsidiaries and other documents attached thereto are available on our website: [www.godrejagrovet.com](http://www.godrejagrovet.com).

Your Directors present herewith a broad overview of the operations and financials of Subsidiaries, Joint Ventures and other Associates of your Company:

**A. Review of Operations / State of Affairs of the Subsidiaries of the Company:**

**1. Godvet Agrochem Limited:**

Godvet Agrochem Limited is a wholly-owned subsidiary of your Company. During the Financial Year 2017-18, Godvet Agrochem recorded a Profit before Tax of ₹ 62.74 Lakh as compared to Profit before Tax of ₹ 36.09 Lakh recorded in the Financial Year 2016-17.

**2. Astec LifeSciences Limited & Its Subsidiaries:**

Astec LifeSciences Limited manufactures agrochemical active ingredients (technical), bulk and formulations, intermediate products and sells its products in India as well as exports them to approximately 24 countries. In financial year 2017-18, Astec's performance remains robust as it posted revenues from operations of ₹ 37,084.52 Lakh, a growth of 18.3% over the previous financial year sales. Profit before exceptional items and tax also increased to ₹ 5,155.95 Lakh during financial year 2017-18 compared to ₹ 3,934.51 Lakh during the financial year 2016-17. Strong performance across business segments- enterprise and bulk sales and contract manufacturing, contributed to growth.

Subsidiaries of Astec LifeSciences Limited:

Astec LifeSciences Limited had the following 3 (three) subsidiaries during the Financial Year (F.Y.) 2017-18:-

**(i) Behram Chemicals Private Limited:**

During the Financial Year 2017-18, Behram Chemicals Private Limited reported a Profit Before Tax of ₹ 6.53 Lakh compared to Profit Before Tax of ₹ 9.33 Lakh reported during the last year.

**(ii) Comercializadora Agricola Agroastrachem Cia Ltda (Bogota, Columbia):**

For the period ended March 31, 2018, Comercializadora Agricola Agroastrachem Cia Ltda reported Loss Before Tax of ₹ 1.42 Lakh, as compared to Loss Before Tax of ₹ 5.75 Lakh reported during the corresponding period last year.

**(iii) Astec Europe Sprl (Belgium, Europe):**

During the period ended March 31, 2018, Astec Europe Sprl reported Loss Before Tax of ₹ 1.75 Lakh, as compared to Profit Before Tax of ₹ 8.02 Lakh reported during the corresponding period last year.

**3. Creamline Dairy Products Limited (Creamline) & Its Subsidiary:**

The Company's focus remained on increasing the market share in the four southern states in which Creamline operates. Further, Creamline also increased

the share of value added products in the portfolio. During the Financial Year 2017-18, Creamline recorded sales of ₹1,15,765.54 Lakh, registering a growth of around 14.6% over the previous Financial Year.

Subsidiary of Creamline Dairy Products Limited:

**(i) Nagavalli Milkline Private Limited:** Nagavalli Milkline Private Limited has been a subsidiary of Creamline during the Financial Year 2017-18. The Company is principally engaged in milk procurement, processing of milk and manufacturing of milk products.

**B. Review of Operations / State of Affairs of Joint Ventures (JVs):**

**(i) Godrej Tyson Foods Limited:**

Godrej Tyson Foods Limited recorded sales of ₹ 43,197.77 Lakh during the Financial Year 2017-18 as compared to sales of ₹ 44,586.94 Lakh recorded during the Financial Year 2016-17. The joint venture continues to focus on building the current brands namely 'Real Good Chicken' and 'Yummiez'.

**(ii) ACI Godrej Agrovet Private Limited, Bangladesh:**

ACI Godrej Agrovet Private Limited posted sales of ₹67,534.93 Lakh during Financial Year 2017-18, registering a year-on-year growth of 11.8%. The joint venture continues to remain among top four players in all the feed categories it operates in Bangladesh.

**(iii) Omnivore India Capital Trust:**

The Company has investment in the units of Omnivore India Capital Trust, a venture capital organization that invests in Indian startups developing breakthrough technologies for food and agriculture. This investment is considered as a joint venture as the Company participates in the key activities jointly with the Investment Manager.

**C. Review of Operations / State of Affairs of Other Associates of the Company:**

**(i) Godrej Maxximilk Private Limited:**

Godrej Agrovet Limited (GAVL) has 49.9% stake in the associate and GAVL has planned to foray into Dairy cattle breeding under this entity.

**(ii) AI Rahba International Trading Limited Liability Company, United Arab Emirates (UAE):**

GAVL currently has a 24.0% stake in the associate (with a 33.33% share in profits), however, during the year, the management has decided to divest its stake in AI Rahba International Trading Limited Liability Company. Consequently, the same has been reclassified as a current investment in the current Financial Year.

### 3. FINANCE:

Your Company continues to manage its treasury operations efficiently and has been able to borrow funds for its operations at competitive rates. During the Financial Year under review, the credit rating granted by ICRA Limited to your Company has been reaffirmed at “[ICRA]AA” with respect to Long Term Fund Based Bank facilities and “[ICRA]A1+” with respect to Short Term Fund Based facilities (including for Commercial Paper).

### 4. INFORMATION SYSTEMS:

During the Financial Year under review, the Company has successfully implemented the GST Project and automated the GST returns filing process within the Company as well as its subsidiaries (viz., Astec LifeSciences Limited and Creamline Dairy Products Limited) and its Joint Venture Company (viz., Godrej Tyson Foods Limited). The Core ERP Infrastructure for Creamline Dairy Products Limited was further strengthened to ensure business continuity.

The Company has rolled out a Mobile Based Application to capture market intelligence to improve decision making based on data. It has also introduced e-Procurement solution to bring in improved efficiency and transparency in the buying process.

### 5. MANUFACTURING FACILITIES:

Your Company has several manufacturing facilities across the country, including but not limited to, the following:-

Animal Feed :	Ikolaha (Punjab), Miraj (Maharashtra), Dhule (Maharashtra), Sachin (Gujarat), Kharagpur (West Bengal), Khurda (Orissa), Hanuman Junction (Andhra Pradesh), Kondapalli (Andhra Pradesh), Tumkur (Karnataka), Hajipur (Bihar), Erode (Tamil Nadu), Chandauli (Uttar Pradesh)
Crop Protection :	Jammu (Jammu & Kashmir), Lote Parshuram (Maharashtra)
Oil Palm :	Pothepally (Andhra Pradesh), Chintampalli (Andhra Pradesh), Ariyalur (Tamil Nadu), Valpoi (Goa), Kolasib (Mizoram)

### 9. SHARE CAPITAL:

The Company's Equity Share Capital position as at the beginning of the Financial Year 2017-18 (i.e., as on April 1, 2017) and as at the end of the said Financial Year (i.e., as on March 31, 2018) is as follows:-

Category of Share Capital	Authorized Share Capital			Issued, Subscribed & Paid-up Share Capital		
	No. of Shares	Face Value per Share (₹)	Total Amount (₹)	No. of Shares	Face Value per Share (₹)	Total Amount (₹)
<b>As on April 1, 2017:</b>						
Equity	22,49,94,000	10	2,24,99,40,000	18,51,30,876	10	1,85,13,08,760
Preference	6,000	10	60,000	6,000	10	60,000
<b>TOTAL</b>	<b>22,50,00,000</b>		<b>2,25,00,00,000</b>	<b>18,51,36,876</b>		<b>1,85,13,68,760</b>
<b>As on March 31, 2018:</b>						
Equity	22,49,94,000	10	2,24,99,40,000	19,20,28,739	10	1,92,02,87,390
Preference	6,000	10	60,000	-	-	-
<b>TOTAL</b>	<b>22,50,00,000</b>		<b>2,25,00,00,000</b>	<b>19,20,28,739</b>		<b>1,92,02,87,390</b>

### 6. HUMAN RESOURCES:

Your Company has amicable employee relations at all locations and would like to place on record its sincere appreciation for the unstinted support it continues to receive from all its employees.

Your Company constantly makes concerted efforts towards creating learning and development opportunities on a non-discriminatory basis, that continually enhance the employee value in line with the organizational objectives. Also, the safety and health of employees is utmost important to your Company and your Company is committed to building and maintaining a safe and healthy workplace. There are several policies formulated for the benefit of employees, which promote gender diversity, equal opportunity, prevention of sexual harassment, safety and health of employees.

### 7. MATERIAL CHANGES AND COMMITMENTS SINCE THE FINANCIAL YEAR END:

There have been no material changes and commitments affecting the financial position of your Company which have occurred between March 31, 2018 and the date of this Directors' Report.

### 8. DIVIDEND:

The Board of Directors of your Company recommend a Final Dividend for the Financial Year 2017-18 at the rate of 45% (Forty Five per cent) i.e. ₹ 4.50 (Rupees Four Paise Fifty Only) per Equity Share of Face Value of ₹ 10/- (Rupees Ten Only) each, subject to approval of the Members at the ensuing, 27<sup>th</sup> (Twenty Seventh) Annual General Meeting.

The Dividend will be paid to the Shareholders whose names appear in the Register of Members of the Company as on Tuesday, July 24, 2018 and in respect of shares held in dematerialised form, it will be paid to Shareholders whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as the beneficial owners as on that date.

During the Financial Year 2017-18, the Company has redeemed its Preference Share Capital.

Also, during the Financial Year under review, the Company has made the following issues of its Equity Shares:-

Particulars	Issue of Equity Shares on Private Placement basis	Issue of Equity Shares under Employee Share Purchase Scheme (ESPS)	Issue of Equity Shares in Initial Public Offer (IPO)
Date of Approval of the Board of Directors	July 18, 2017 & September 8, 2017	July 18, 2017 & September 11, 2017	May 12, 2017
Date of Approval of the Shareholders	September 8, 2017 (Extra-ordinary General Meeting)	July 18, 2017 (Extra-ordinary General Meeting)	July 18, 2017 (Extra-ordinary General Meeting)
Date of Allotment of Shares	September 14, 2017	October 12, 2017	October 12, 2017
No. of Equity Shares allotted	1,92,901 (One Lakh Ninety Two Thousand Nine Hundred One)	3,67,737 (Three Lakh Sixty Seven Thousand Seven Hundred Thirty Seven)	63,37,225 (Sixty Three Lakh Thirty Seven Thousand Two Hundred Twenty Five)
Face Value per Equity Shares	₹10/- (Rupees Ten Only)	₹10/- (Rupees Ten Only)	₹10/- (Rupees Ten Only)
Issue Price per Equity Share (including Premium)	₹440/- (Rupees Four Hundred Forty Only)	₹460/- (Rupees Four Hundred Sixty Only)	₹460/- (Rupees Four Hundred Sixty Only)
Particulars of the Allottees	Identified employees of Group companies and Joint Venture companies	Eligible employees of the Company, its Holding Company and Subsidiary Companies	Allotment through Initial Public Offer (IPO)
Other Terms of Issue of the Equity Shares	Equity Shares allotted rank <i>pari passu</i> with the existing Equity Shares.	Equity Shares allotted rank <i>pari passu</i> with the existing Equity Shares.	Equity Shares allotted rank <i>pari passu</i> with the existing Equity Shares.

By virtue of the Initial Public Offer (IPO), the Company has listed its Equity Shares on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) during the Financial Year 2017-18.

The Company, during the Financial Year 2017-18, has not:

- issued any Equity Shares with differential rights;
- issued any Sweat Equity Shares;
- bought back any Equity Shares.

## 10. EMPLOYEES SHARE PURCHASE SCHEME:

During the Financial Year 2017-18, the Company implemented an Employees Share Purchase Scheme (ESPS), pursuant to the approval granted by the Board of Directors at its Meetings held on July 18, 2017 and September 11, 2017 and by the Shareholders at their Extra-ordinary General Meeting held on July 18, 2017.

Pursuant to the ESPS, eligible employees of the Company, its Holding Company and Subsidiary Companies were allotted 3,67,737 (Three Lakh Sixty Seven Thousand Seven Hundred Thirty Seven) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each at a consideration of ₹ 460/- (Rupees Four Hundred Sixty Only) per Equity share.

## 11. DEPOSITS:

The details of deposits covered under Chapter V of the Companies Act, 2013, i.e., deposits within the meaning of Rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014 during the Financial Year 2017-18 are as follows:-

(i)	Deposits accepted during the year:	Nil
(ii)	Deposits remained unpaid or unclaimed during the year:	Nil
(iii)	Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and total amount involved:	
	a. At the beginning of the year:	Nil
	b. Maximum during the year:	Nil
	c. At the end of the year:	Nil
(iv)	Details of deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013:	Nil

## 12. HOLDING COMPANIES:

Your Company continues to be a subsidiary of Godrej Industries Limited (GIL) as defined under Section 2(87) of the Companies Act, 2013 as on March 31, 2018.

GIL is a subsidiary of Vora Soaps Limited (VSL), the Ultimate Holding Company of your Company.

## 13. SUBSIDIARY COMPANIES:

Your Company had the following subsidiaries [as defined under Section 2(87) of the Companies Act, 2013] during the Financial Year 2017-18:-

1. Godvet Agrochem Limited:

(A wholly-owned subsidiary of your Company throughout the Financial Year 2017-18)

2. Astec LifeSciences Limited:

(A subsidiary of your Company throughout the Financial Year 2017-18, in which your Company holds 57.45% of the Equity Share Capital as on March 31, 2018)

3. Behram Chemicals Private Limited:

(A 65.63% subsidiary of Astec LifeSciences Limited throughout the Financial Year 2017-18)

4. Comercializadora Agricola Agroastrachem Cia Ltda (Bogota Columbia):

(A wholly-owned subsidiary of Astec LifeSciences Limited throughout the Financial Year 2017-18)

5. Astec Europe Sprl (Belgium, Europe):

(A 50.10% subsidiary of Astec LifeSciences Limited throughout the Financial Year 2017-18)

6. Creamline Dairy Products Limited:

(A 51.91% subsidiary of your Company throughout the Financial Year 2017-18)

7. Nagavalli Milkline Private Limited:

(A 99.99% subsidiary of Creamline Dairy Products Limited throughout the Financial Year 2017-18)

## 14. ASSOCIATE COMPANIES:

Godrej Tyson Foods Limited (GTFL) is an Associate Company [within the meaning of Section 2(6) of the Companies Act, 2013] of your Company. GTFL is a Joint Venture (JV) between Godrej Agrovet Limited (which held 49% equity as on March 31, 2018) and Tyson India Holdings Limited (TIHL) (a company belonging to the Tyson Group, USA) (which held 51% equity stake as on March 31, 2018). The shareholding of your Company in GTFL increased to 49.90% on and from May 10, 2018.

Your Company also holds 50% equity in ACI Godrej Agrovet Private Limited (ACI GAVPL) (a body corporate incorporated in and under the laws of Bangladesh), while the remaining 50% stake in ACI GAVPL is held by Advanced Chemical Industries (ACI) Limited, Bangladesh, pursuant to a JV arrangement.

Your Company has 33.33% profit share and 24% shareholding in Al Rahba International Trading LLC, Abu Dhabi, United Arab Emirates (UAE).

Your Company has acquired 49% equity stake in Godrej Maxximilk Private Limited (formerly known as "Maxximilk Private Limited"), a Company which is engaged in the business of producing high yielding heifers and embryos for Indian Market and whose operations are based out of Nashik (Maharashtra).

## 15. EXTRACT OF ANNUAL RETURN:

The Extract of Annual Return in Form MGT-9 pursuant to Sections 92(3) and 134(3)(a) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014 and forming part of the Directors' Report is annexed hereto as "ANNEXURE 'A'".

## 16. DIRECTORS:

The Board of Directors of your Company presently comprises of the following Directors:

1.	Mr. N. B. Godrej	(Chairman)
2.	Mr. A. B. Godrej	(Director)
3.	Mr. J. N. Godrej	(Director)
4.	Mr. V. M. Crishna	(Director)
5.	Ms. Tanya A. Dubash	(Director)
6.	Ms. Nisaba Godrej	(Director)
7.	Mr. B. S. Yadav	(Managing Director)
8.	Mr. K. N. Petigara	(Independent Director)
9.	Dr. S. L. Anaokar	(Independent Director)
10.	Mr. Amit B. Choudhury	(Independent Director)
11.	Dr. Raghunath A. Mashelkar	(Independent Director)
12.	Dr. Ritu Anand	(Independent Director)
13.	Ms. Aditi Kothari Desai	(Independent Director)
14.	Ms. Roopa Purushothaman	(Independent Director)

At the Twenty Sixth Annual General Meeting (AGM) of the Company held on August 4, 2017, Mr. J. N. Godrej (Director) and Mr. V. M. Crishna (Director), who then retired by rotation, being eligible, were re-appointed as "Directors" of the Company.

Mr. Rohit Sipahimalani resigned from the directorship of the Company w.e.f. July 13, 2017.

Mr. B. S. Yadav has been re-appointed as the "Managing Director" of the Company for a further term of 5 (five) years w.e.f. September 1, 2017, i.e., upto August 31, 2022.

Dr. Raghunath A. Mashelkar, Dr. Ritu Anand, Ms. Aditi Kothari Desai and Ms. Roopa Purushothaman have been appointed as "Independent Directors" of the Company for a term of 5 (five) years w.e.f. July 18, 2017, i.e., upto July 17, 2022.

Mr. N. B. Godrej (Chairman) and Ms. Tanya A. Dubash (Director) retire by rotation at the ensuing Twenty Seventh Annual General Meeting (AGM) of the Company in accordance with Section 152 of Companies Act, 2013 and being eligible offer themselves for re-appointment.

## 17. KEY MANAGERIAL PERSONNEL:

The following are the Key Managerial Personnel (KMP) of the Company pursuant to the provisions of Section 203 of the Companies Act, 2013, throughout the Financial Year 2017-18:-

1. Mr. B. S. Yadav, Managing Director
2. Mr. S. Varadaraj, Head – Finance, Systems & Legal (Chief Financial Officer)
3. Mr. Vivek P. Raizada, Head – Legal & Company Secretary & Compliance Officer

Mr. Vivek Raizada has been appointed as the “Compliance Officer” of the Company, pursuant to Regulation 6 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the year under review.

## 18. POLICY ON APPOINTMENT & REMUNERATION OF DIRECTORS:

The Nomination and Remuneration Policy of the Company is annexed hereto as “ANNEXURE ‘B’”.

The criteria for determining qualification, positive attributes and independence of Directors is given in “ANNEXURE ‘C’” to this Directors’ Report.

## 19. DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS:

Pursuant to the provisions of Section 134(3)(d) of the Companies Act, 2013, disclosure is hereby given that the Company has received declaration / confirmation of independence from all the 7 (seven) Independent Directors of the Company.

The certificates of independence received from all the Independent Directors have been duly noted by the Board.

## 20. MEETINGS OF THE BOARD OF DIRECTORS:

The Meetings of the Board of Directors are pre-scheduled and intimated to all the Directors in advance to order to help them plan their schedule. However, in case of special and urgent business needs, approval is taken either by convening meetings at a shorter notice with consent of all the Directors or by passing resolutions through circulation.

There were 8 (eight) Meetings of the Board of Directors held during the Financial Year (F.Y.) 2017-18 (i.e., May 12, 2017, July 18, 2017 (two meetings), August 4, 2017, September 11, 2017, September 22, 2017, November 3, 2017 and February 7, 2018). The maximum gap between two Board Meetings did not exceed 120 (one hundred twenty) days.

## 21. AUDIT COMMITTEE:

Pursuant to the provisions of Section 177(8) of the Companies Act, 2013, Rule 6 of the Companies (Meetings of Board & its Powers) Rules, 2014 and Regulation 18 read with Part C of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted an Audit Committee of the Board of Directors.

The Audit Committee as on April 1, 2017 consisted of the following Members:-

- |                           |  |
|---------------------------|--|
| 1. Mr. K. N. Petigara     | (Chairman - Non-Executive, Independent Director)   |
| 2. Mr. B. S. Yadav        | (Member - Executive, Non-Independent Director)     |
| 3. Dr. S. L. Anaokar      | (Member - Non-Executive, Independent Director)     |
| 4. Mr. Amit B. Choudhury  | (Member - Non-Executive, Independent Director)     |
| 5. Mr. Rohit Sipahimalani | (Member - Non-Executive, Non-Independent Director) |

The Audit Committee has been re-constituted on July 18, 2017, comprising of the following Members (as on March 31, 2018):-

- |                            |  |
|----------------------------|--|
| 1. Mr. K. N. Petigara      | (Chairman - Non-Executive, Independent Director) |
| 2. Mr. B. S. Yadav         | (Member - Executive, Non-Independent Director)   |
| 3. Dr. Ritu Anand          | (Member - Non-Executive, Independent Director)   |
| 4. Ms. Aditi Kothari Desai | (Member - Non-Executive, Independent Director)   |

The Statutory Auditors, Internal Auditors and Chief Financial Officer attend the Audit Committee Meetings as invitees. The Company Secretary and Compliance Officer acts as Secretary to the Audit Committee. The Audit Committee has made observations and recommendations to the Board of Directors, which have been noted and accepted by the Board.

There were 6 (six) Meetings of the Audit Committee held during the Financial Year (F.Y.) 2017-18 (i.e., May 12, 2017, July 18, 2017, August 4, 2017, September 11, 2017, November 3, 2017 and February 7, 2018).

## 22. NOMINATION AND REMUNERATION COMMITTEE:

Pursuant to the provisions of Section 178 of the Companies Act, 2013, Rule 6 of the Companies (Meetings of Board & its Powers) Rules, 2014 and Regulation 19 read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted a Nomination and Remuneration Committee of the Board of Directors.

The Nomination and Remuneration Committee as on April 1, 2017 consisted of the following Members:-

1. Mr. K. N. Petigara (Chairman - Non-Executive, Independent Director)
2. Mr. Amit B. Choudhury (Member - Non-Executive, Independent Director)
3. Dr. S. L. Anaokar (Member - Non-Executive, Independent Director)

The Nomination and Remuneration Committee has been re-constituted on July 18, 2017, comprising of the following Members (as on March 31, 2018):-

1. Dr. Ritu Anand (Chairperson - Non-Executive, Independent Director)
2. Ms. Nisaba Godrej (Member - Non-Executive, Non-Independent Director)
3. Ms. Roopa Purushothaman (Member - Non-Executive, Independent Director)

There were two Meetings of the Nomination and Remuneration Committee during the Financial Year 2017-18 (i.e., on May 12, 2017 and July 18, 2017).

### **23. STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted a Stakeholders' Relationship Committee of the Board of Directors on July 18, 2017, comprising of the following Members:-

1. Mr. N. B. Godrej (Chairman - Non-Executive, Non-Independent Director)
2. Mr. B. S. Yadav (Member - Executive, Non-Independent Director)
3. Mr. A. B. Choudhury (Member - Non-Executive, Independent Director)

### **24. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE & CSR POLICY:**

Pursuant to the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, your Company has constituted a Corporate Social Responsibility (CSR) Committee of the Board of Directors.

The CSR Committee as on April 1, 2017 consisted of the following Members:-

1. Mr. N. B. Godrej (Chairman - Non-Executive, Non-Independent Director)
2. Mr. B. S. Yadav (Member - Executive, Non-Independent Director)
3. Dr. S. L. Anaokar (Member - Non-Executive, Independent Director)

The CSR Committee has been re-constituted on July 18, 2017, comprising of the following Members (as on March 31, 2018):-

1. Dr. Raghunath A. Mashekar (Chairman - Non-Executive, Independent Director)
2. Mr. N. B. Godrej (Member - Non-Executive, Non-Independent Director)
3. Mr. B. S. Yadav (Member - Executive, Non-Independent Director)
4. Ms. Roopa Purushothaman (Member - Non-Executive, Independent Director)

There were two Meetings of the CSR Committee during the Financial Year 2017-18 (i.e., on May 12, 2017 and February 7, 2018).

### **25. RISK MANAGEMENT COMMITTEE & RISK MANAGEMENT POLICY:**

Pursuant to the provisions of Regulation 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted a Risk Management Committee of the Board of Directors on July 18, 2017, comprising of the following Members:-

1. Mr. N. B. Godrej (Chairman - Non-Executive, Non-Independent Director)
2. Mr. B. S. Yadav (Member - Executive, Non-Independent Director)
3. Mr. A. B. Choudhury (Member - Non-Executive, Independent Director)

The details of the Risk Management Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Annual Report.

The Company has developed and implemented a risk management policy and in the opinion of the Board of Directors, no risks have been identified which may threaten the existence of the Company.

Your Company continuously monitors business and operational risks. All key functions and divisions are independently responsible to monitor risks associated within their respective areas of operations such as production, insurance, legal and other issues like health, safety and environment.

Your Company endeavours to become aware of different kinds of business risks and bring together elements of best practices for risk management in relation to existing and emerging risks. Rather than eliminating these risks, the decision-making process at your Company considers it appropriate to take fair and reasonable risk which also enables the Company to effectively leverage market opportunities.

The Board determines the fair and reasonable extent of principal risks that your Company is willing to take to achieve its strategic objectives. With the support of the Audit Committee, it carries out a review of the effectiveness of your Company's risk management process covering all material risks.

Your Company has substantial operations spread all over the country and its competitive position is influenced by the economic, regulatory and political situations and actions of the competitors.

**26. MANAGING COMMITTEE:**

Your Company has constituted the Managing Committee of the Board of Directors consisting of the following Directors, pursuant to Article 144 of the Articles of Association of the Company:-

- |    |                   |  |
|----|-------------------|--|
| 1. | Mr. N. B. Godrej  | (Chairman - Non-Executive, Non-Independent Director) |
| 2. | Mr. A. B. Godrej  | (Member - Non-Executive, Non-Independent Director)   |
| 3. | Mr. B. S. Yadav   | (Member - Executive, Non-Independent Director)       |
| 4. | Ms. Nisaba Godrej | (Member - Non-Executive, Non-Independent Director)   |
| 5. | Dr. S. L. Anaokar | (Member - Non-Executive, Independent Director)       |

The Managing Committee met 8 (eight) times during the year (i.e., on April 20, 2017, May 30, 2017, July 18, 2017, August 28, 2017, November 3, 2017, November 15, 2017, February 8, 2018 and March 19, 2018).

**27. INITIAL PUBLIC OFFER (IPO) COMMITTEE:**

In order to facilitate compliance with the statutory and regulatory requirements in connection with the Initial Public Offer (IPO) made by the Company during the year under review in a timely manner, your Board of Directors has constituted IPO Committee of the Board of Directors on July 18, 2017, consisting of the following members:-

- |    |                  |  |
|----|------------------|--|
| 1. | Mr. N. B. Godrej | (Chairman - Non-Executive, Non-Independent Director) |
| 2. | Mr. A. B. Godrej | (Member - Non-Executive, Non-Independent Director)   |
| 3. | Mr. B. S. Yadav  | (Member - Executive, Non-Independent Director)       |

The IPO Committee met 5 (five) times during the year (i.e., on September 14, 2017, September 25, 2017, October 3, 2017, October 7, 2017 and October 12, 2017).

**28. PERFORMANCE EVALUATION:**

The Board has carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. The performance evaluation of the Board as a whole, Chairman and Non-Independent Directors was carried out by the Independent Directors.

A structured questionnaire was prepared after taking into consideration various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance. The confidential online questionnaire was responded to by the Directors and vital feedback was received from them on how the Board currently operates and how it can enhance its effectiveness.

The Board of Directors has expressed its satisfaction with the evaluation process.

**29. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE & INTERNAL COMPLAINTS COMMITTEE:**

Your Company is committed to creating and maintaining an atmosphere in which employees can work together without fear of sexual harassment, exploitation or intimidation.

The Board of Directors of your Company has constituted Internal Complaints Committees (ICCs) at Head Office as well as regional levels pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013 and the Rules framed thereunder.

The ICC at the Head Office level consists of the following Members as on March 31, 2018:

- |    |                      |                   |
|----|----------------------|-------------------|
| 1. | Ms. Sanjivani Sadani | (Chairperson)     |
| 2. | Mr. S. Varadaraj     | (Member)          |
| 3. | Mr. Salil Chinchore  | (Member)          |
| 4. | Ms. Megha Goel       | (Member)          |
| 5. | Ms. Sharmila Khair   | (External Member) |

The Company has formulated and circulated to all the employees, a policy on prevention of sexual harassment at workplace, which provides for a proper mechanism for redressal of complaints of sexual harassment.

There were no complaints of sexual harassment received by the ICC during the Financial Year 2017-18.

**30. SIGNIFICANT REGULATORY OR COURT ORDERS:**

During the Financial Year 2017-18, there were no significant and material orders passed by the regulators or Courts or Tribunals which can adversely impact the going concern status of the Company and its operations in future.

**31. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

As required to be reported pursuant to the provisions of Section 186 and Section 134(3)(g) of the Companies Act, 2013, the particulars of loans, guarantees or investments by the Company under the aforesaid provisions during the Financial Year (F.Y.) 2017-18 have been provided in the Notes to the Standalone Financial Statement.

**32. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013:**

All Related Party Transactions entered into by your Company during the Financial Year 2017-18 were on arm's length basis and in the ordinary course of business. There are no material significant Related Party Transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company. Requisite prior approval of the Audit Committee of the Board of Directors was obtained for

Related Party Transactions. Therefore, disclosure of Related Party Transactions in Form AOC-2 as per the provisions of Sections 134(3)(h) and 188 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is not applicable. Attention of Shareholders is also drawn to the disclosure of transactions with related parties set out in Note No. 63 of the Standalone Financial Statements, forming part of the Annual Report. None of the Directors have any pecuniary relationships or transactions vis-à-vis the Company.

### 33. FRAUD REPORTING:

There have been no instances of frauds reported by the auditors under Section 143(12) of the Companies Act, 2013 and the Rules framed thereunder, either to the Company or to the Central Government.

### 34. INTERNAL FINANCIAL CONTROLS WITH RESPECT TO FINANCIAL STATEMENTS:

Your Company is committed to constantly improve the effectiveness of internal financial controls and processes for efficient conduct of its business operations and ensuring security to its assets and timely preparation of reliable financial information. In the opinion of the Board, the internal financial control system of the Company commensurate with the size, scale and complexity of business operations of the Company.

Further, the internal financial controls with reference to the Financial Statements are adequate in the opinion of the Board of Directors and were operating effectively.

The Company has a proper system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported correctly.

The Company's Corporate Audit & Assurance Department which is ISO 9001: 2008 certified, issues well documented operating procedures and authorities, with adequate built-in controls at the beginning of any activity and during the continuation of the process, if there is a major change.

The internal control is supplemented by an extensive programme of internal, external audits and periodic review by the Management. This system is designed to adequately ensure that financial and other records are reliable for preparing financial information and other data and for maintaining accountability of assets.

The Audit Committee of the Board of Directors met 6 (six) times during the Financial Year (F.Y.) 2017-18 (i.e., May 12, 2017, July 18, 2017, August 4, 2017, September 11, 2017, November 3, 2017 and February 7, 2018). The Statutory Auditors and the Internal Auditors were, *inter alia*, invited to attend the Audit Committee Meetings and present their observations on adequacy of internal financial controls and the steps required to bridge gaps, if any. The Board of Directors note the observations and accept the recommendations of the Audit Committee.

### 35. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions contained in sub-sections (3)(c) and (5) of Section 134 of the Companies Act, 2013, the Directors of your Company confirm that:-

- a) in the preparation of the annual accounts for the Financial Year (F.Y.) 2017-18, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year (i.e., March 31, 2018) and of the profit and loss of the Company for that period (i.e., the Financial Year 2017-18);
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis; and
- e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 36. CORPORATE GOVERNANCE:

As required by the existing Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), a detailed report on Corporate Governance is included in the Annual Report.

M/s. BNP & Associates, Company Secretaries have certified the Company's compliance of the requirements of Corporate Governance in terms of Regulation 34 of the Listing Regulations and their Compliance Certificate is annexed to the Report on Corporate Governance.

### 37. STATUTORY AUDITORS:

M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration Number: 101248W/W-100022) have been appointed as the Statutory Auditors of the Company at the 26<sup>th</sup> (Twenty Sixth) Annual General Meeting (AGM) of the Shareholders held on August 4, 2017, pursuant to Sections 139 to 144 of the Companies Act, 2013 and Rules 3 to 6 of the Companies (Audit And Auditors) Rules, 2014, for a term of 5 (five) years, to hold office from the conclusion of the 26<sup>th</sup> (Twenty Sixth) AGM, till the conclusion of the 31<sup>st</sup> (Thirty First) AGM.

M/s. B S R & Co. LLP have conveyed / confirmed their independence and eligibility to continue as the Statutory Auditors of the Company.

### 38. COST AUDITORS:

M/s. P. M. Nanabhoy & Co., Cost Accountants, Mumbai (Firm Registration No.: 00012) have been appointed by the Board of Directors as the Cost Auditors of the Company for all the applicable products pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014, for the Financial Year (F.Y.) 2018-19. The Shareholders are requested to ratify the remuneration payable to the Cost Auditors in terms of Rule 14 of the Companies (Audit & Auditors) Rules, 2014.

### 39. SECRETARIAL AUDITORS & SECRETARIAL AUDIT REPORT:

The Board of Directors of your Company appointed M/s. BNP & Associates, Company Secretaries (Firm Registration No.:P2014MH037400) as the Secretarial Auditors of the Company for the conduct of Secretarial Audit for the Financial Year 2017-18, pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report submitted by the Secretarial Auditor is annexed as "ANNEXURE 'D'" to this Board's Report.

### 40. RESPONSES TO QUALIFICATIONS, RESERVATIONS, ADVERSE REMARKS & DISCLAIMERS MADE BY THE STATUTORY AUDITORS AND THE SECRETARIAL AUDITORS:

There are no qualifications, reservations, adverse remarks and disclaimers of the Statutory Auditors in their report on Financial Statements for the Financial Year (F.Y.) 2017-18 except that the managerial remuneration paid to Mr. B. S. Yadav, Managing Director for the Financial Year (F.Y.) 2016-17 is in excess of the limits specified under Section 197 of the Companies Act, 2013. The Company has already applied to the Central Government for waiver of recovery of excess managerial remuneration and the application is pending.

There are no qualifications, reservations, adverse remarks and disclaimers of the Secretarial Auditors in their Secretarial Audit Report for the Financial Year (F.Y.) 2017-18.

### 41. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information in respect of matters pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 and Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report is given in the "ANNEXURE 'E'" to this Directors' Report.

### 42. POLICIES OF THE COMPANY:

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") have mandated the formulation of certain policies for all listed companies. All our Corporate Governance Policies are available on the Company's website, [www.godrejagrovet.com](http://www.godrejagrovet.com).

The key policies that have been adopted by the Company pursuant to the provisions of the Companies Act, 2013 and the Rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws are as follows:

Sr. No.	Name of the Policy	Brief Particulars of the Policy
1.	Risk Management Policy	The Company has in place, a Risk Management Policy which is framed by the Board of Directors of the Company. This Policy deals with identifying and assessing risks such as operational, strategic, financial, security, property, regulatory, reputational and other risks and the Company has in place an adequate Risk Management infrastructure capable of addressing these risks. The Board of Directors of your Company is of the opinion that, at present, there are no elements of risks which may threaten the existence of the Company.
2.	Corporate Social Responsibility Policy	The Corporate Social Responsibility (CSR) Committee has formulated and recommended to the Board and the Board has approved a Corporate Social Responsibility Policy (CSR Policy), which outlines the Company's strategy to bring about a positive impact on society through various CSR activities and programmes.
3.	Policy for determining Material Subsidiaries	This Policy is used to determine the material subsidiaries and material non-listed Indian subsidiaries of the Company in order to comply with the requirements of Regulation 16(1)(c) and Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Currently, Creamline Dairy Products Limited is a material unlisted subsidiary of your Company.
4.	Nomination and Remuneration Policy	This Policy formulates the criteria for determining qualifications, competencies, positive attributes and independence of a Director (Executive / Non-Executive) and also the criteria for determining the remuneration of the Directors, Key Managerial Personnel and other Senior Management Employees.
5.	Policy to promote Board Diversity	This Policy endeavours to promote diversity at Board level, with a view to enhance its effectiveness.
6.	Policy on Familiarization Programmes for Independent Directors	Your Company has a Policy on Familiarization Programmes for Independent Directors, which lays down the practices followed by the Company in this regard, on a continuous basis.
7.	Whistle Blower Policy / Vigil Mechanism	Your Company has a Vigil Mechanism / Whistle Blower Policy which provides adequate safeguards against victimization of persons who use Whistle Blower mechanism and make provision for direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases.

Sr. No.	Name of the Policy	Brief Particulars of the Policy
8.	Human Rights Policy	Your Company has in place, a Human Rights Policy which demonstrates the Company's commitment to respect human rights and treat people with dignity and respect in the course of conduct of its business.
9.	Policy on Prevention of Sexual Harassment at Workplace	Your Company has in place, a Policy on Prevention of Sexual Harassment at Workplace, which provides for a proper mechanism for redressal of complaints of sexual harassment and thereby encourages employees to work together without fear of sexual harassment, exploitation or intimidation.
10.	Policy on Related Party Transactions	This Policy regulates all transactions between the Company and its Related Parties.
11.	Code of Conduct for the Board of Directors and Senior Management Personnel	Your Company has in place, a Code of Conduct for the Board of Directors and Senior Management Personnel which reflects the legal and ethical values to which your Company is strongly committed.
12.	Code of Conduct for Insider Trading	This Policy sets up an appropriate mechanism to curb Insider Trading in accordance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
13.	Policy on Criteria for determining Materiality of Events	This Policy applies to disclosures of material events affecting the Company. This Policy warrants disclosure to investors and has been framed in compliance with the requirements of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.
14.	Policy for Maintenance and Preservation of Documents	The purpose of this Policy is to specify the type of documents and time period for preservation thereof based on the classification mentioned under Regulation 9 of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. This Policy covers all business records of the Company, including written, printed and recorded matter and electronic forms of records.
15.	Archival Policy	This Policy is framed pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. As per this Policy, your Company is required to disclose on its website, all such events or information which have been disclosed to the Stock Exchanges where the securities of the Company are listed. Further, such disclosures shall be hosted on the website of the Company for a minimum period of 5 (five) years and thereafter as per Archival Policy of the Company.

**43. SECRETARIAL STANDARDS:**

The Institute of Company Secretaries of India had revised the Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) with effect from October 1, 2017. Your Company is in compliance with the revised Secretarial Standards.

**44. CORPORATE SOCIAL RESPONSIBILITY (CSR) ANNUAL REPORT:**

The Annual Report on Corporate Social Responsibility (CSR) activities of the Company prepared pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 is has been annexed as "ANNEXURE 'F'" to this Report.

**45. BUSINESS RESPONSIBILITY REPORT:**

The Company has prepared its first Business Responsibility Report for the Financial Year (F.Y.) 2017-18, in accordance with sub-regulation (2) of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No. CIR/CFD/CMD/10/2015 dated November 4, 2015 issued by the Securities and Exchange Board of India (SEBI), to describe the initiatives taken by the Company from an environmental, social and governance perspective. The said Report is prepared in accordance with the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business' (NVGs) notified by the

Ministry of Corporate Affairs (MCA), Government of India, in July 2011 and forms part of the Annual Report.

**46. MANAGERIAL REMUNERATION & REMUNERATION PARTICULARS OF EMPLOYEES:**

The remuneration paid to Directors and Key Managerial Personnel and the employees of the Company during the Financial Year 2017-18 was in accordance with the Nomination and Remuneration Policy of the Company.

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as "ANNEXURE 'G'" to this Report.

The information required pursuant to Section 197 of the Act read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of your Company is available for inspection by the Members at Registered Office of the Company during all days except Saturdays, Sundays and public holidays from 10.00 a.m. (IST) to 4.00 p.m. (IST) on working days upto the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary, whereupon a copy would be sent.

**47. ADDITIONAL INFORMATION:**

The additional information required to be given under the Companies Act, 2013 and the Rules made thereunder, has been laid out in the Notes attached to and forming part of the Accounts. The Notes to the Accounts referred to the Auditors' Report are self-explanatory and therefore do not call for any further explanation.

The Consolidated Financial Statements of your Company form part of this Annual Report. Accordingly, this Annual Report of your Company does not contain the Financial Statements of its subsidiaries. The Audited Annual Accounts and related information of the Company's subsidiaries will be made available upon request. These documents will also be available for inspection during all days except Saturdays, Sundays and public holidays from 10.00 a.m. (IST) to 4.00 p.m at the Company's Registered Office. The subsidiary companies' documents are also available on the Company's website [www.godrejgrovet.com](http://www.godrejgrovet.com).

**48. INVESTOR EDUCATION AND PROTECTION FUND (IEPF):**

Pursuant to the Section 125 applicable provisions of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all the unpaid or unclaimed dividends are required to be transferred to the IEPF established by the Central Government, upon completion of 7 (seven) years. Further, according to the IEPF Rules, the shares in respect of which dividend has not been paid or claimed by the Shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account created by the IEPF Authority.

Your Company does not have any unpaid or unclaimed dividend or shares relating thereto which is required to be transferred to the IEPF till the date of this Report.

**49. LISTING FEES AND TRADING CONFIRMATION:**

Your Company has paid requisite annual listing fees to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) where its securities are listed.

The Shares of your Company have not been suspended from trading on BSE and NSE at any point of time during the Financial Year 2017-18 since October 16, 2017 (i.e., the date of listing on NSE and BSE).

**50. CAUTIONARY STATEMENT:**

Statements in the Director's Report and the Management Discussion and Analysis Report describing the Company's objectives, projections, expectations, estimates or forecasts may be forward-looking within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied therein due to risks and uncertainties. Important factors that could influence the Company's operations, *inter alia*, include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic, political developments within the country and other factors such as litigations and industrial relations.

**51. ACKNOWLEDGEMENT:**

Your Directors wish to place on record sincere appreciation for the support and co-operation received from various Central and State Government Departments, organizations and agencies. The Directors also gratefully acknowledge all stakeholders of your Company, viz., Shareholders, customers, dealers, vendors, banks and other business partners for excellent support received from them during the Financial Year under review. Your Directors also express their warm appreciation to all the employees of the Company for their unstinted commitment and continued contribution to the growth of the Company.

**For and on behalf of the Board of Directors  
of Godrej Agrovet Limited**

**N. B. Godrej**  
**Chairman**  
**(DIN: 00066195)**

Mumbai, May 14, 2018

# ANNEXURE 'A' TO THE DIRECTORS' REPORT

## EXTRACT OF ANNUAL RETURN IN FORM NO. MGT-9

### GODREJ AGROVET LIMITED

As at the Financial Year ended March 31, 2018

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

i.	Corporate Identity Number (CIN):	L15410MH1991PLC135359
ii.	Registration Date:	25/11/1991
iii.	Name of the Company:	GODREJ AGROVET LIMITED
iv.	Category / Sub-Category of the Company:	Company limited by Shares – Indian Non-Government Company
v.	Address of the Registered Office and Contact details:	“Godrej One”, 3 <sup>rd</sup> Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, India Tel. No.: (91 22) 2519 4416 Fax No.: (91 22) 2519 5124 Website: www.godrejagrovet.com Email: gavlinvestors@godrejagrovet.com
vi.	Whether listed company:	Yes (w.e.f. October 16, 2017)
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any:	Karvy Computershare Private Limited Karvy Selenium, Tower B, Plot No. 31&32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Telangana Tel.: (91 40) 6716 2222 Fax: (91 40) 2343 1551 Investor Grievance E-mail: einward.ris@karvy.com

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company:-

Sr. No.	Name and Description of Main Products / Services	NIC Code of the Product / Service (as per NIC 2008)	% to Total Turnover of the Company
1.	Animal Feeds	10801, 10802, 10803	69.8%
2.	Agricultural Inputs	20121, 20211, 20213, 20219	13.8%
3	Vegetable Oils	10402	15.9%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the Company	Corporate Identity Number (CIN)	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
1	Godrej Industries Limited Registered Office: Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, India	L24241MH1988PLC097781	Holding Company	57.99%	Section 2(46) & Section 2(87)(ii)
2	Vora Soaps Limited Registered Office: Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, India	U24241MH1979PLC021804	Holding Company (Ultimate Holding Company)	Holding Company of Godrej Industries Limited	Section 2(46) & Section 2(87)(ii)

Sl. No.	Name and Address of the Company	Corporate Identity Number (CIN)	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
3	Godvet Agrochem Limited Registered Office: "Godrej One", 3 <sup>rd</sup> Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, India	U01400MH2014PLC252382	Subsidiary Company	100.00%	Section 2(87)(ii)
4	Astec LifeSciences Limited Registered Office: "Godrej One", 3 <sup>rd</sup> Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, India	L99999MH1994PLC076236	Subsidiary Company	57.45%	Section 2(87)(ii)
5	Behram Chemicals Private Limited Registered Office: "Godrej One", 3 <sup>rd</sup> Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, India	U24100MH1993PTC071480	Subsidiary Company (Step-down subsidiary)	65.63% held by Astec LifeSciences Limited	Section 2(87)(ii)
6	Astec Europe Sprl Registered Office: Siege : 'rue de Pont, 33 7500 Tournai', Belgium, Europe	Not Applicable since a foreign company incorporated in Belgium, Europe	Subsidiary Company (Step-down subsidiary)	50.10% held by Astec LifeSciences Limited	Section 2(87)(ii)
7	Comercializadora Agricola Agroastrachem Cia Ltda Registered Office: Carrera 50 # 150 A-85 Tower 3-301, Bogota D.C. Columbia	Not Applicable since a foreign company incorporated in Bogota, Columbia	Subsidiary Company (Step-down subsidiary)	100.00% held by Astec LifeSciences Limited	Section 2(87)(ii)
8	Creamline Dairy Products Limited Registered Office: H.No.6-3-1238/B/21, Asif Avenue, Rajbhavan Road, Hyderabad - 500082, Telangana, India	U15201TG1986PLC006912	Subsidiary Company	51.91%	Section 2(87)(ii)
9	Nagavalli Milcline Private Limited Registered Office: H.No.6-3-1238/B/21, Asif Avenue, Rajbhavan Road, Hyderabad - 500082, Telangana, India	U15209TG1999PTC031625	Subsidiary Company (Step-down subsidiary)	100% held by Creamline Dairy Products Limited	Section 2(87)(ii)
10	Godrej Tyson Foods Limited Registered Office: "Godrej One", 3 <sup>rd</sup> Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, India	U15122MH2008PLC177741	Associate Company (Joint Venture)	49.00%	Section 2(6)
11	ACI Godrej Agrovet Private Limited Registered Office: ACI Centre, 245, Tejgaon I/A, Dhaka – 1208 Bangladesh	Not Applicable since a company incorporated in Bangladesh	Foreign Associate Company (Joint Venture)	50.00%	Section 2(6)
12	Al Rahba International Trading LLC Registered Office: P.O.Box. No. 10054 Sweihan, Al Ain, Abu Dhabi, UAE	Not Applicable since a foreign company incorporated in United Arab Emirates (UAE)	Associate Company	24.00%	Section 2(6)

## IV. SHARE HOLDING PATTERN:

(Equity Share Capital Breakup as percentage of Total Equity)

## (i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
Individual / HUF	41,51,252	-	41,51,252	2.24	2,07,35,876	-	2,07,35,876	10.80	8.56*
Central Govt.	-	-	-	-	-	-	-	-	-
State Govt.(s)	-	-	-	-	-	-	-	-	-
Bodies Corporate	11,78,78,894	70	11,78,78,964	63.67	11,13,57,225	-	11,13,57,225	57.99	(5.68)*
Banks / FIs	-	-	-	-	-	-	-	-	-
Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1)</b>	<b>12,20,30,146</b>	<b>70</b>	<b>12,20,30,216</b>	<b>65.91</b>	<b>13,20,93,101</b>	<b>-</b>	<b>13,20,93,101</b>	<b>68.79</b>	<b>2.88*</b>
(2) Foreign									
NRIs - Individuals	-	-	-	-	-	-	-	-	-
Other - Individuals	-	-	-	-	-	-	-	-	-
Bodies Corporate	-	-	-	-	-	-	-	-	-
Banks / FIs	-	-	-	-	-	-	-	-	-
Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter (A) = (A) (1) + (A) (2)</b>	<b>12,20,30,146</b>	<b>70</b>	<b>12,20,30,216</b>	<b>65.91</b>	<b>13,20,93,101</b>	<b>-</b>	<b>13,20,93,101</b>	<b>68.79</b>	<b>2.88*</b>
<b>B. Public Shareholding</b>									
(1) Institutions									
Mutual Funds	-	-	-	-	75,00,602	-	75,00,602	3.91	-
Banks / FI	-	-	-	-	20,606	-	20,606	0.01	-
Central Govt.	-	-	-	-	-	-	-	-	-
State Govt.(s)	-	-	-	-	-	-	-	-	-
Venture Capital Funds	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
FIs	-	-	-	-	61,68,306	-	61,68,306	3.21	-
Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
Others (specify)	-	-	-	-	11,57,332	-	11,57,332	0.60	-
<b>Sub-total (B) (1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,48,46,846</b>	<b>-</b>	<b>1,48,46,846</b>	<b>7.73</b>	<b>-</b>
(2) Non-Institutions									
(a) Bodies Corporate									
(i) Indian	16,17,084	-	16,17,084	0.87	34,70,372	5	34,70,377	1.81	0.94*
(ii) Overseas	3,70,07,698	-	3,70,07,698	19.99	2,47,07,698	-	2,47,07,698**	12.87	(7.12)*
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	-	-	-	-	75,83,932	583	75,84,515	3.95	-
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	2,44,75,878	-	2,44,75,878	13.22	46,39,998	-	46,39,998	2.42	(10.8)*

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(c) Others (specify)</b>									
NBFC's Registered with RBI	-	-	-	-	3,907	-	3,907	0.00	-
Trusts	-	-	-	-	6,704	-	6,704	0.00	-
Non Resident Indians	-	-	-	-	2,19,838	-	2,19,838	0.11	-
Clearing Members	-	-	-	-	1,25,591	-	1,25,591	0.07	-
Directors	-	-	-	-	42,69,204	-	42,69,204	2.22	-
Non Resident Indian Non Repatriable	-	-	-	-	60,960	-	60,960	0.03	-
<b>Sub-total (B) (2)</b>	<b>6,31,00,660</b>	<b>-</b>	<b>6,31,00,660</b>	<b>34.08</b>	<b>4,50,88,204</b>	<b>588</b>	<b>4,50,88,792</b>	<b>23.48</b>	<b>-</b>
<b>Total Public Shareholding (B) = (B) (1) + (B) (2)</b>	<b>6,31,00,660</b>	<b>-</b>	<b>6,31,00,660</b>	<b>34.08</b>	<b>5,99,35,050</b>	<b>588</b>	<b>5,99,35,638</b>	<b>31.21</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>GRAND TOTAL (A + B + C)</b>	<b>18,51,30,806</b>	<b>70</b>	<b>18,51,30,876</b>	<b>100.00</b>	<b>19,20,28,151</b>	<b>588</b>	<b>19,20,28,739</b>	<b>100.00</b>	<b>-</b>

\*Change in % of shareholding is due to increase in Paid up Equity Share Capital from 18,51,30,876 to 19,20,28,739 on account of Listing of Equity Shares of the Company on the Bombay Stock Exchange and National Stock Exchange of India Limited.

\*\* 12,300,000 Equity Shares were sold by V- Sciences Investments Pte Ltd by way of Offer for Sale in the Initial Public Offer (IPO) process.

(ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change in Shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares pledged / encumbered to Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares pledged / encumbered to Total Shares	
1.	Mr. A.B. Godrej	5,096	0.003	Nil	5,096	0.003	0	-
2.	Mr. N.B. Godrej	41,46,156	2.239	Nil	16,49,502*	0.858	0	(1.38)
3.	Godrej Industries Limited	11,78,78,964	63.673	Nil	11,13,57,225**	57.989	0	(5.68)

\*24,96,654 Equity Shares were transferred from Mr. Nadir Godrej to BNG Family Trust, HNG Family Trust and SNG Family Trust in equal proportion.

\*\*65,21,739 Equity Shares were sold by Godrej Industries Limited (Offer for Sale) at the time of Initial Public Offer (IPO) of the Company.

(iii) Change in Promoters' Shareholding:

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	At the beginning of the year	12,20,30,216	65.91	-	-
2	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	(90,18,393)*	4.69
3	At the End of the Year	-	-	11,30,11,823	58.85

\*24,96,654 Equity Shares were transferred from Mr. Nadir Godrej to BNG Family Trust, HNG Family Trust and SNG Family Trust in equal proportion.

\*\*65,21,739 Equity Shares were sold by Godrej Industries Limited (Offer for Sale) at the time of Initial Public Offer (IPO) of the Company.

**Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

**1. V-SCIENCES INVESTMENTS PTE LTD**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	At the beginning of the year	37,007,698	19.99	-	-
2	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	(1,23,00,000)*	6.41
3	At the End of the Year	-	-	2,47,07,698	12.87

\* 12,300,000 Equity Shares were sold by V- Sciences Investments Pte Ltd by way of Offer for Sale in the Initial Public Offer (IPO) process.

**2. KOTAK OPPORTUNITIES / KOTAK MIDCAP/ KOTAK CLASSIC EQUITY /KOTAK EMERGING EQUITY SCHEME / KOTAK EQUITY SAVINGS FUND/ KOTAK INDIA GROWTH FUND SERIES I :**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	At the beginning of the year	-	-	-	-
2	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	19,80,312*	1.03
3	At the End of the Year	-	-	19,80,312*	1.03

\*Increase: Acquired 2,51,265 on 13-10-2017 in the Initial Public Offer (IPO) Process; Acquired 92,928 Equity Shares on 20-10-2017; Acquired 60,000 Equity Shares on 20-10-2017; Acquired 1,45,786 Equity Shares on 27-10-2017; Acquired 2,62,273 Equity Shares on 10-11-2017; Acquired 1,86,157 Equity Shares on 10-11-2017; Acquired 15,000 Equity Shares on 10-11-2017; Acquired 70,000 Equity Shares on 17-11-2017; Acquired 1,13,843 Equity Shares on 17-11-2017; Acquired 5,87,261 Equity Shares on 17-11-2017; Acquired 38,018 Equity Shares on 24-11-2017; Acquired 25,000 Equity Shares on 01-12-2017; Acquired 76,332 Equity Shares on 01-12-2017; Acquired 25,000 Equity Shares on 08-12-2017; Acquired 38,382 Equity Shares on 08-12-2017; Acquired 5,464 on 08-12-2017; Acquired 29,412 Equity Shares on 15-12-2017; Acquired 72,000 Equity Shares on 22-12-2017; Acquired 25,000 Equity Shares on 29-12-2017; Acquired 30,000 Equity Shares on 05-01-2018; Acquired 50,000 Equity Shares on 19-01-2018; Acquired 6,936 Equity Shares on 02-02-2018; Acquired 20,000 Equity Shares on 23-02-2018;

\* Decrease: Sold 88,349 Equity Shares on 09-03-2018; Sold 40,000 Equity Shares on 09-03-2018; Sold 10,000 Equity Shares on 16-03-2018; Sold 32,396 Equity Shares on 16-03-2018; Sold 19,892 Equity Shares on 16-03-2018; Sold 55,108 Equity Shares on 23-03-2018;

**3. RELIANCE CAPITAL TRUSTEE COMPANY LIMITED A/C RELIANCE GROWTH FUND / RELIANCE CAPITAL TRUSTEE CO LTD - RELIANCE TOP 200 FUND:**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	At the beginning of the year	-	-	-	-
2	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	17,38,574*	0.91
3	At the End of the Year	-	-	17,38,574*	0.91

\* Increase: Acquired 3,37,366 Equity Shares on 13-10-2017 in the Initial Public Offer (IPO) Process; Acquired 3,60,208 Equity Shares on 24-11-2017; Acquired 8,78,000 Equity Shares on 08-12-2017; 1,39,112 Equity Shares on 23-02-2018; Acquired 23,888 Equity Shares on 02-03-2018.

4. ICICI PRUDENTIAL RIGHT FUND / ICICI PRUDENTIAL BALANCED ADVANTAGE FUND:

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	At the beginning of the year	-	-	-	-
2	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	9,76,240*	0.51
3	At the End of the Year	-	-	9,76,240*	0.51

\*Increase: Acquired 4,34,783 Equity Shares on 20-10-2017; Acquired 19,619 Equity Shares on 24-11-2017; Acquired 1,17,761 Equity Shares on 15-12-2017; Acquired 45,897 Equity Shares on 22-12-2017; Acquired 3,26,080 Equity Shares on 29-12-2017; Acquired 32,100 Equity Shares on 30-12-2017.

5. THE INDIA FUND INC :

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	At the beginning of the year	-	-	-	-
2	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	9,76,080*	0.51
3	At the End of the Year	-	-	9,76,080*	0.51

\*Increase: Acquired 3,26,080 Equity Shares in the Initial Public Offer (IPO) Process; on 13-10-2017; Acquired 3,00,000 Equity Shares on 20-10-2017; Acquired 3,50,000 Equity Shares on 27-10-2017.

6. NOMURA FUNDS IRELAND PUBLIC LIMITED COMPANY :

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	At the beginning of the year	-	-	-	-
2	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	9,49,842*	0.49
3	At the End of the Year	-	-	9,49,842*	0.49

\*Increase: Acquired 3,26,080 on 13-10-2017 in the Initial Public Offer (IPO) Process; Acquired 2,02,853 Equity Shares on 10-11-2017; Acquired 2,23,790 Equity Shares on 17-11-2017; Acquired 1,78,890 Equity Shares on 23-02-2018; Acquired 100 Equity Shares on 02-03-2018; Acquired 14,364 Equity Shares on 23-03-2018; Acquired 3,765 Equity Shares on 30-03-2018.

7. **GOVERNMENT OF SINGAPORE:**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	At the beginning of the year	-	-	-	-
2	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	8,81,935*	0.46
3	At the End of the Year	-	-	8,81,935*	0.46

\*Increase: Acquired 5,17,509 Equity Shares on 13-10-2017 in the Initial Public Offer (IPO) Process; Acquired 1,15,024 Equity Shares on 09-02-2018; Acquired 1,11,927 Equity Shares on 16-02-2018; Acquired 1,37,475 Equity Shares on 23-02-2018.

8. **DSP ADIKO HOLDINGS PRIVATE LIMITED :**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	At the beginning of the year	-	-	-	-
2	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	8,00,000*	0.43
3	At the End of the Year	-	-	8,00,000*	0.43

\*Increase: Acquired 800000 Equity Shares from Anamudi Real Estates LLP on June 14, 2017.

9. **DSP HMK HOLDINGS PRIVATE LIMITED:**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	At the beginning of the year	-	-	-	-
2	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	8,00,000	0.43
3	At the End of the Year	-	-	8,00,000*	0.43

\*Increase: Acquired 800000 Equity Shares from Anamudi Real Estates LLP on June 14, 2017.

10. **MOTILAL OSWAL FOCUSED BUSINESS ADVANTAGE FUND:**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	At the beginning of the year	-	-	-	-
2	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	7,75,000*	0.40
3	At the End of the Year	-	-	7,75,000*	0.40

\*Increase: Acquired 13,612 Equity Shares in the Initial Public Offer (IPO) Process; on 13-10-2017; Acquired 7,58,000 Equity Shares on 20-10-2017; Acquired 3,388 Equity Shares on 27-10-2017.

## (iv) Shareholding of Directors and Key Managerial Personnel:

## A. Mr. A. B. Godrej:

Sl. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	At the beginning of the year	5,096	0.00	-	-
2	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	-	-
3	At the end of the year	-	-	5,096	0.00

## B. Mr. N. B. Godrej:

Sl. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	At the beginning of the year	41,46,156	2.24	-	-
2	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	(24,96,654)*	1.30
3	At the end of the year	-	-	16,49,502	0.86

\* 24,96,654 Equity Shares were transferred by Mr. Nadir Godrej to BNG Family Trust, HNG Family Trust and SNG Family Trust in equal proportion on March 28, 2018.

## C. Mr. J. N. Godrej:

Sl. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	At the beginning of the year	20,73,078	1.11	-	-
2	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	(20,73,075)*	1.08
3	At the end of the year	-	-	3	0.00

\* 20,73,075 Equity Shares were transferred by Mr. J. N. Godrej to Ms. Raika Godrej on March 28, 2018.

## D. Ms. Tanya A. Dubash:

Sl. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	At the beginning of the year	13,82,052	0.74	-	-
2	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	(8,32,218)*	0.43
3	At the end of the year	-	-	5,49,834	0.29

\* 8,32,218 Equity Shares were transferred by Ms. Tanya A. Dubash to NG Family Trust on March 28, 2018.

**E. Ms. Nisaba Godrej:**

Sl. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	At the beginning of the year	13,82,052	0.74	-	-
2	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	(8,32,218)*	0.43
3	At the end of the year	-	-	5,49,834	0.29

\* 8,32,218 Equity Shares were transferred by Ms. Nisaba Godrej to PG Family Trust on March 28, 2018.

**F. Mr. S. Varadaraj:**

Sl. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	At the beginning of the year	2,01,890	0.11	-	-
2	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	6,056*	0.03
3	At the End of the Year	-	-	2,07,946	0.11

\*5,000 Equity Shares were acquired through "Godrej Agrovet Limited- Employees Share Purchase Scheme" and 1,056 Equity Shares were acquired under the Employee reservation category in the Initial Public Offer (IPO) Process.

**G. Mr. Vivek Raizada:**

Sl. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	At the beginning of the year	-	-	-	-
2	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	6,056*	0.03
3	At the End of the Year	-	-	6,056*	0.03

\*\*5,000 Equity Shares were acquired through "Godrej Agrovet Limited- Employees Share Purchase Scheme" and 1,056 Equity Shares were acquired under the Employee reservation category in the Initial Public Offer (IPO) Process.

**H. Ms. Roopa Purushothaman:**

Sl. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	At the beginning of the year	-	-	-	-
2	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	992*	0.00
3	At the end of the year	-	-	992*	0.00

\* 992 Equity Shares were acquired by Ms. Roopa Purushothaman under the Employee reservation category in the Initial Public Offer (IPO) Process.

## I. Dr. S. L. Anaokar:

SI. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
		1	At the beginning of the year	-	-
2	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	480*	0.00
3	At the end of the year	-	-	480*	0.00

\* 480 Equity Shares were acquired by Dr. S. L. Anaokar under the Employee reservation category in the Initial Public Offer (IPO) Process.

## J. Mr. B. S. Yadav:

SI. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
		1	At the beginning of the year	44,06,676	2.38
2	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	(1,38,944)*	0.072
3	At the end of the year	-	-	42,67,732	2.22

\*Increase: 10,000 Equity Shares were acquired through "Godrej Agrovet Limited- Employees Share Purchase Scheme" and 1,056 Equity Shares were acquired under the Employee reservation category in the Initial Public Offer (IPO) Process.

\* Decrease: Transfer of 1,50,000 Equity Shares Mr. B. S. Yadav by way of Gift on 13-11-2017.

## V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding / accrued but not due for payment (₹ in Lakh)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
(i) Principal Amount	-	48,306.22	-	48,306.22
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	33.92	-	33.92
<b>TOTAL (i +ii + iii)</b>	-	<b>48,340.14</b>	-	<b>48,340.14</b>
<b>Changes in Indebtedness during the financial year</b>				
(i) Principal Amount	891.65	(27,530.43)	-	(26,638.78)
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	(29.19)	-	(29.19)
<b>Net Change</b>	<b>891.65</b>	<b>(27,559.62)</b>	-	<b>(26,667.97)</b>
<b>Indebtedness at the end of the financial year</b>				
(i) Principal Amount	891.65	20,775.79	-	21,667.44
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	4.73	-	4.73
<b>TOTAL (i +ii + iii)</b>	<b>891.65</b>	<b>20,780.52</b>	-	<b>21,672.17</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

## A. Remuneration to Managing Director:

Sr. No.	Particulars of Remuneration	Name of Managing Director –	
		Mr. B. S. Yadav (₹)	Total Amount (₹)
1	Gross Salary	6,36,62,628	6,36,62,628
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	4,39,99,158	4,39,99,158
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	1,96,63,470	1,96,63,470
	(c) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	0	0
2	Stock Option	0	0
	Sweat Equity	0	0
	Commission	0	0
	As a % of profit	0	0
	Others (specify)	0	0
	<b>Total (A)</b>	<b>6,36,62,628</b>	<b>6,36,62,628</b>
	Ceiling as per the Companies Act, 2013 (₹ in lakh)		1,434.95

## B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Names of Directors (Amount in ₹)						Total Amount ₹		
		Mr. K. N. Petigara	Dr. S. L. Anaokar	Mr. A. B. Choudhury	Dr. Raghunath A. Mashelkar	Dr. Ritu Anand	Ms. Aditi Kothari Desai		Ms. Roopa Purushothaman	
<b>1.</b>	<b>Independent Directors:</b>									
	Fee for attending Board & Committee Meetings	11,40,000	6,60,000	9,40,000	6,50,000	8,00,000	7,00,000	4,50,000	53,40,000	
	Commission	-	-	-	-	-	-	-	-	
	Others (please specify)	-	-	-	-	-	-	-	-	
	<b>TOTAL (1)</b>	<b>11,40,000</b>	<b>6,60,000</b>	<b>9,40,000</b>	<b>6,50,000</b>	<b>8,00,000</b>	<b>7,00,000</b>	<b>4,50,000</b>	<b>53,40,000</b>	
<b>2.</b>	<b>Other Non-Executive Directors:</b>								<b>Mr. A. B. Godrej</b>	
	Fee for attending Board & Committee Meetings								8,00,000	
	Commission								-	
	Others (please specify)								-	
	<b>TOTAL (2)</b>								<b>8,00,000</b>	
	<b>TOTAL (B) = (1) + (2)</b>	<b>11,40,000</b>	<b>6,60,000</b>	<b>9,40,000</b>	<b>6,50,000</b>	<b>8,00,000</b>	<b>7,00,000</b>	<b>4,50,000</b>	<b>8,00,000</b>	<b>61,40,000</b>
	<b>Total Managerial Remuneration</b>	<b>11,40,000</b>	<b>6,60,000</b>	<b>9,40,000</b>	<b>6,50,000</b>	<b>8,00,000</b>	<b>7,00,000</b>	<b>4,50,000</b>	<b>8,00,000</b>	<b>61,40,000</b>
	Overall Ceiling as per the Companies Act, 2013									The sitting fees paid to Non-Executive Directors were within the limits prescribed under the Companies Act, 2013 and the Rules framed thereunder.

## C. Remuneration to Key Managerial Personnel (KMP) other than Managing Director:

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount (₹)
		Chief Executive Officer	Company Secretary (Mr. Vivek Raizada) (₹)	Chief Financial Officer (Mr. S. Varadaraj) (₹)	
1	Gross Salary	N/A	66,05,060	1,45,32,127	2,11,37,187
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	N/A	65,83,460	1,09,20,204	1,75,03,664
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	N/A	21,600	36,11,923	36,33,523
	(c) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	N/A	0	0	0
2	Stock Option	N/A	0	0	0
	Sweat Equity	N/A	0	0	0
	Commission	N/A	0	0	0
	As a % of profit	N/A	0	0	0
	Others (specify)	N/A	0	0	0
	<b>Total</b>	<b>N/A</b>	<b>66,05,060</b>	<b>1,45,32,127</b>	<b>2,11,37,187</b>

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding Fee imposed	Authority [RD / NCLT / Court]	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board of Directors of  
Godrej Agrovet Limited

N. B. Godrej  
Chairman  
(DIN: 00066195)

Date: May 14, 2018  
Place: Mumbai

## ANNEXURE 'B' TO THE DIRECTORS' REPORT

### NOMINATION AND REMUNERATION POLICY

#### of GODREJ AGROVET LIMITED

#### Preamble

Pursuant to Section 178 of the Companies Act, 2013 and the Rules framed thereunder (as amended from time to time) (the "Act") and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (the "SEBI Listing Regulations"), the Board of Directors of every listed company is required to constitute the Nomination and Remuneration Committee.

#### I. Objective

In order to comply with the requirements of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations and any other applicable provisions, the Nomination and Remuneration Committee of the Board of Directors of the Company (the "Committee") had formulated this policy (the "Policy").

The key objectives of the Policy are as follows:

- a. To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive / Non-Executive) and recommend to the Board of Directors of the Company (the "Board"), policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- b. To formulate criteria for evaluation of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- c. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- d. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- e. To devise a Policy on Board Diversity.
- f. To develop a succession plan for the Board and to regularly review the plan.
- g. To determine whether to extend or continue the term of appointment of the Independent Director(s), on the basis of the report of performance evaluation of Independent Directors.

#### II. Definitions

- a. "Act" means the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time.
- b. "Board" means the Board of Directors of the Company.

- c. "Directors" shall mean Directors of the Company.
- d. "Key Managerial Personnel" or "KMP" means:
  - i. Chief Executive Officer or the Managing Director or the Manager;
  - ii. Whole-time director;
  - iii. Chief Financial Officer;
  - iv. Company Secretary; and
  - v. Such other officer as may be prescribed under the Act.
- e. "Senior Management" means personnel of the Company who are members of its core management team excluding the Board. This would include all members of management one level below the executive directors, including all the functional heads.
- f. "Independent Director" means a director referred to in Section 149(6) of the Act.

#### III. Appointment and Removal of Directors, KMPs and Senior Management

##### a. Appointment Criteria and Qualifications:

- i. The Committee may identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or Senior Management and recommend to the Board his / her appointment.
- ii. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has the discretion to decide whether qualifications, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- iii. The Company shall not recommend or appoint or continue the employment of any person as the Managing Director, Whole-time director or Manager within the meaning of the Act, who has attained the age of 70 (seventy) years. Provided that the appointment of such a person who has attained the age of 70 (seventy) years shall be made with the approval of the Shareholders by passing a special resolution, based on the explanatory statement annexed to the notice for the Meeting of the Shareholders for such motion indicating the justification for appointment or extension of appointment beyond the age of 70 (seventy) years.

**b. Term / Tenure:****i. Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding 5 (five) years at a time. No re-appointment shall be made earlier than 1 (one) year before the expiry of term.

**c. Independent Director:**

i. An Independent Director shall hold office for a term upto 5 (five) consecutive years on the Board and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report.

ii. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of 3 (three) years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of 3 (three) years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

iii. At the time of appointment of Independent Director(s) it should be ensured that number of Boards on which such Independent Director serves is restricted to 7 (seven) listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act or the SEBI Listing Regulations.

**d. Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular intervals (yearly).

**e. Removal:**

Due to reasons for any disqualification mentioned in the Act or under any other applicable law, rules and regulations thereunder, the Committee may recommend, to the Board with reasons to be recorded in writing, removal of a Director, KMP or Senior Management, subject to the provisions and compliance of the said Act, such other applicable law, rules and regulations.

**f. Retirement:**

The Directors, KMP and Senior Management shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**g. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management:**

i. The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the Shareholders of the Company and Central Government, wherever required.

ii. The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down as per the provisions of the Act.

iii. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director or as laid down as per the provisions of the Act.

**h. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management:****i. Fixed pay:**

The Whole-time / Executive / Managing Director / KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including but not limited to, employer's contribution to Provident Fund (P.F.), Superannuation Fund, Pension Scheme, medical expenses, club fees, leave travel allowance, etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the Shareholders and Central Government, wherever required.

**ii. Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time / Executive / Managing Director in accordance with the provisions of Schedule V to the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

**IV) Provisions for excess remuneration:**

If any Whole-time / Executive / Managing Director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company

shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

**i. Remuneration to Non- Executive / Independent Director:**

**1) Remuneration / Commission:**

The remuneration / commission shall be in accordance with the statutory provisions of the Act and the Rules made thereunder for the time being in force.

**2) Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of the Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Act, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

**3) Limit of Remuneration/Commission:**

Remuneration/ Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

**4) Stock Options:**

An Independent Director shall not be entitled to any stock option of the Company.

**V. Membership**

- a) The Committee shall comprise of at least (3) Directors, all of whom shall be non-executive Directors and at least half shall be Independent Directors.
- b) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Act and the SEBI Listing Regulations.
- c) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- d) Membership of the Committee shall be disclosed in the Annual Report.
- e) Term of the Committee shall be continued unless terminated by the Board of Directors.

**VI. Chairperson**

- a) Chairperson of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

- c) In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the annual general meeting or may nominate some other member to answer the shareholders' queries.

**VII. Frequency of Meetings**

The meeting of the Committee shall be held at such regular intervals as may be required.

**VIII. Committee Members' interests**

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

**IX. Secretary**

The Company Secretary of the Company shall act as Secretary of the Committee.

**X. Duties of the Nomination & Remuneration Committee**

**Duties with respect to Nomination:**

The duties of the Committee in relation to nomination matters include:

- Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Independent Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- Identifying and recommending Directors who are to be put forward for retirement by rotation.
- Determining the appropriate size, diversity and composition of the Board;
- Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- v Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;

- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary changes to the Board; and
- Considering any other matters, as may be requested by the Board.

**Duties with respect to Remuneration:**

The duties of the Committee in relation to remuneration matters include:

- to consider and determine the remuneration policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.

- to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and variable pay reflecting short and long term performance objectives appropriate to the working of the Company.
- to delegate any of its powers to one or more of its members or the Secretary of the Committee.
- to consider any other matters as may be requested by the Board.

**XI. Minutes of Committee Meeting**

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

**XII. Deviations from this Policy**

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

## ANNEXURE 'C' TO THE DIRECTORS' REPORT

### CRITERIA FOR DETERMINING QUALIFICATION, POSITIVE ATTRIBUTES AND INDEPENDENCE OF DIRECTORS

#### of GODREJ AGROVET LIMITED

As at the Financial Year ended March 31, 2018

#### 1. Qualifications of Independent Director:

An Independent Director shall possess appropriate skills, experience and knowledge in one or more fields of Finance, Law, Management, Sales, Marketing, Administration, Research, Corporate Governance, Technical Operations or other disciplines related to the Company's business.

#### 2. Positive Attributes of Independent Directors:

An Independent Director shall be a person who shall:

- i. uphold ethical standards of integrity and probity;
- ii. act objectively and constructively while exercising his duties;
- iii. exercise his responsibilities in a bona fide manner in the interest of the Company;
- iv. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- v. not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board of Directors in its decision making;
- vi. not abuse his position to the detriment of the Company or its Shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;

vii. refrain from any action that would lead to loss of his independence;

viii. where circumstances arise which make an Independent Director lose his independence, the Independent Director must immediately inform the Board accordingly;

ix. assist the Company in implementing the best corporate governance practices.

#### 3. Independence of Independent Directors:

An Independent Director should meet the criteria for independence prescribed under Section 149(6) of the Companies Act, 2013 (as may be amended from time to time) and Regulation 16 (1) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements)

**For and on behalf of the Board of Directors of  
Godrej Agrovet Limited**

**N. B. Godrej  
Chairman  
(DIN: 00066195)**

Date: May 14, 2018

Place: Mumbai

## ANNEXURE 'D' TO THE DIRECTORS' REPORT

### Form No. MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and  
Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Godrej Agrovet Limited,**  
Godrej One, 3<sup>rd</sup> Floor,  
Pirojshanagar Eastern Express Highway,  
Vikhroli (East),  
Mumbai- 400 079  
Maharashtra

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Godrej Agrovet Limited (hereinafter called the 'Company') for the audit period from April 1, 2017 to March 31, 2018 ("the Audit Period"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and Authorized Representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the Audit Period, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Audit Period according to the provisions of:

- i. The Companies Act, 2013 ("the Act") and the Rules framed thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 and the Rules framed thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of equity shares of the Company kept in demat/fungible form;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment ('FDI) in relation to the investment under Initial Public Offer (IPO) / Offer for Sale;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- b) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (applicable with effect from October 16, 2017);
  - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
  - d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and
  - f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
- vi. Other laws as specifically applicable to the Company:
- a) The Insecticides Act, 1968; and Rules framed thereunder and
  - b) The Andhra Pradesh Oil Palm (Regulation of Production and Processing) Act, 1993.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute Company Secretaries of India.

During the Audit Period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

During the Audit Period under review, provisions of the following Act/ Regulations were not applicable to the Company: -

- a) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings;
- b) The following Regulations and Guidelines prescribed under the SEBI Act: -
  - i. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - ii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - iii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

**We further report that-**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was change in the composition of the Board of Directors that took place during the audit period.

Adequate notice is given to all the directors to schedule the Board Meetings. Agenda and detailed notes on Agenda were sent at least 7 (seven) days in advance, and in case where the Meetings were held at a shorter notice (i.e., notice was given less than 7 (Seven) days), proper consent thereof were obtained. There exists a system for seeking and obtaining further information and clarifications on the Agenda items before the Meeting and for meaningful participation at the Meeting.

Majority decision is carried through and there was no instance of any of the Directors expressing dissent on any of the items placed before it.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit Period the Company has following specific events:

1. On May 12, 2017, the Board of Directors approved acquisition / purchase of agrochemicals business of Kashmir Chemicals, a partnership firm in Jammu in the State of Jammu & Kashmir.
2. The Company at its Meeting held on May 12, 2017 gave their approval to waiver of recovery of excess remuneration as prescribed under the Companies Act, 2013 to its Managing Director due to exercise of ESOP by him. The Company thereafter applied to the Ministry of Corporate Affairs (MCA) seeking its approval to waiver of the recovery of the said excess remuneration. While the application of the Company was pending before the MCA, the Companies (Amendment) Act, 2017 was notified and consequently the application pending before the MCA stood abated. As per the Companies (Amendment) Act, 2017 only approval of the Members would suffice.

We have been informed that the Members approval for the same is being sought at the ensuing Annual General Meeting, provided that relevant provisions of the Companies (Amendment) Act, 2017 are notified before the notice of the ensuing Annual General Meeting.

3. On July 18, 2017, the Board of Directors had approved the Redemption of 6000 (Six Thousand) 8% Redeemable Preference Shares at a face value of ₹ 10/- (Rupees Ten Only) each.
4. On July 18, 2017, the Company instituted the Employees Share Purchase Scheme to grant, issue and allot upto 4,05,500 Equity Shares of face value ₹10/- (Rupees Ten Only) under Godrej Agrovet Limited- Employee Share Purchase Scheme.
5. On September 14, 2017, IPO Committee of Board of Directors approved Preferential allotment 1,92,901 Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each at a premium of ₹ 430/- (Rupees Four Hundred Thirty Only) to the investor of the Group Companies and Joint Venture Companies of the Company.

On October 16, 2017, the Company's IPO in respect of issue of 2,55,26,701 shares of ₹10/- (Rupees Ten Only) each at a premium of ₹ 450/- (Rupees Four Hundred Fifty Only) consisting of a fresh issue of 63,37,225 Equity Share aggregating to ₹ 2915.2 million and Offer for Sale of 65,21,739 Equity Shares by Godrej Industries Limited aggregating to ₹3,000 million and 12,300,000 Equity Shares by V-Sciences Investment Pte Ltd aggregating to ₹ 5,658 million and Issue of 3,67,737 Equity Shares aggregating to ₹169.16 million to identified employees of our Company, Holding and Subsidiary Company(ies) under the Godrej Agrovet Limited- Employee Share Purchase Scheme (ESPS) was completed and the Company got listed on the Stock Exchanges [Bombay Stock Exchange (BSE) & National Stock Exchange of India Limited (NSE)].

**For BNP & Associates  
Company Secretaries**  
[Firm Regn. No. P2014MH037400]

**Prakash K. Pandya**  
**Partner**  
FCS No.: 3901  
C P No.: 2311

Date: May 14, 2018  
Place: Mumbai

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

## Annexure A to the Secretarial Audit Report

To,  
The Members,  
**Godrej Agrovet Limited,**

Secretarial Audit Report of even date is to be read along with this letter.

1. The compliance of provisions of all laws, rules, regulations, standards applicable to Godrej Agrovet Limited (the 'Company') is the responsibility of the Management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the Management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. We believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and major events during the Audit Period.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

**For BNP & Associates**  
Company Secretaries  
[Firm Regn. No. P2014MH037400]

**Prakash K. Pandya**  
Partner  
FCS No.: 3901  
C P No.: 2311

Date: May 14, 2018  
Place: Mumbai

## ANNEXURE 'E' TO THE DIRECTORS' REPORT

### PARTICULARS IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO OF GODREJ AGROVET LIMITED

As at the Financial Year ended March 31, 2018

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 and Rule 8 of the Companies (Accounts) Rules, 2014]

#### A. Conservation of Energy:

Your Company has a relentless focus on productivity and environmental sustainability at its manufacturing plants and continues to adopt various energy conservation measures.

Some of the measures adopted by your Company for conservation of energy are as follows:

1. Investment in robust technology solutions that have revolutionized the speed and accuracy of data monitoring.
2. Identification of high-energy consumption equipment and replacing it with cost effective energy efficient equipment.
3. Monitoring operations and build capacity optimization of pumps, compressors, motors and other utilities.
4. Diversion from fossil based fuel to renewable biomass
5. Reduction of dependency on grid by switching to renewable electricity via solar rooftop and open access

The adoption of above energy conservation measures has resulted in the following benefits to the Company:-

- a) Direct decrease in the levels of energy consumption
- b) Reduction in water consumption level
- c) Reduction in process losses and storage losses
- d) Reduction in idle time running of machines
- e) Increase in the useful life of plant and machinery

The capital investment on energy conservation equipments is approximately ₹115 Lakh.

#### B. Technology Absorption, Adaptation and Innovation:

Your Company endeavours to implement various technological upgradations in order to obtain improved quality output at a reduced cost.

Your Company's In-house Research & Development (R&D) Centre at Vikhroli, Mumbai (Maharashtra) conducts research related to agriculture and development of environmentally benign agrochemical products and technologies that increase agricultural productivity and farm efficiency in a sustainable manner.

Your Company also has a R&D Centre for Animal Feed at Nashik (Maharashtra) which conducts research related to cattle feed and poultry feed to enhance the productivity of livestock, reduce cost of production and increase the profitability of farmers.

The benefits derived out of R&D activities include product improvement and cost reduction.

The Company's expenditure on R&D is given below:-

	Current Year (2017-18) ₹ In Lakh	Previous Year (2016-17) ₹ In Lakh
(a) Capital	48.67	227.28
(b) Recurring	1,175.44	938.61
(c) Total	1,224.11	1,165.89
(d) Total R&D expenditure as a percentage of total turnover	0.33%	0.3%

#### C. Foreign Exchange Earnings and Outgo:

The details of Foreign Exchange earnings and outgo of the Company during the Year under review are as follows:-

	Current Year (2017-18) ₹ In Lakh	Previous Year (2016-17) ₹ In Lakh
A. Foreign Exchange Earned	1,155.64	1,564.63
B. Foreign Exchange Used	7,148.01	6,765.46

**For and on behalf of the Board of Directors of  
Godrej Agrovet Limited**

**N. B. Godrej**  
Chairman  
(DIN: 00066195)

Date: May 14, 2018  
Place: Mumbai

## ANNEXURE 'F' TO THE DIRECTORS' REPORT

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES OF GODREJ AGROVET LIMITED

As at the Financial Year ended March 31, 2018

[Pursuant to Section 135 of the Companies Act, 2013 and  
the Companies (Corporate Social Responsibility Policy) Rules, 2014]

#### 1. A brief outline of the Company's CSR policy, including overview of projects or programs to be undertaken and a reference to the web-link to the CSR Policy and projects or programs

The Corporate Social Responsibility (CSR) Policy of Godrej Agrovet Limited (GAVL) aligns itself with the Godrej Group's (Group) 'Good & Green' vision of creating a more inclusive and greener India. Each of GAVL's CSR projects are aligned with the Good & Green goals of the Group and correspond to different items listed in Schedule VII of Companies Act, 2013.

GAVL aspires to be a sustainable company through leadership commitment, multiple stakeholder engagement and disciplined value chain mechanisms. GAVL's holistic approach towards sustainability not only manages its externalities but also integrates the prevalent social and environmental issues into business strategies to provide tangible solutions, which benefit the underserved communities and deliver competitive advantage to the business.

For instance, GAVL's employability projects are committed to the Good & Green goals that aims to "Train 1 million rural and urban youth in skills that enhance their earning potential" These projects fall under the second item listed in Schedule VII "Promoting employment and enhancing vocational skill." Similarly, Greener India projects contributes to goals that aim to "Achieve zero waste to landfill, carbon neutrality, a positive water balance, 30% reduction in specific energy consumption and increase utilization of renewable energy sources". Activities under these projects fall under "Ensuring Environmental Sustainability, Ecological Balance, Protection of Flora and Fauna" of Schedule VII. Our goals are well in line with the Sustainable Development Goals and the National Action Plan on Climate Change; this enables us to gather a holistic view and understanding for the objectives of our CSR activities/programs.

The web-link to the CSR Policy and projects or programs is [www.godrejagrovet.com / codes-and-policies.aspx](http://www.godrejagrovet.com/codes-and-policies.aspx).

#### 2. The composition of the CSR Committee

The Company has constituted a CSR Committee of the Board of Directors. The Members of the CSR Committee as on March 31, 2018 are:

Name	Designation
Dr. Raghunath A. Mashelkar	Chairman – Independent Director
Mr. N. B. Godrej	Member – Non-Executive, Non-Independent Director
Mr. B. S. Yadav	Member – Executive, Non-Independent Director
Ms. Roopa Purushothaman	Member – Independent Director

#### 3. Average Net Profit of the Company for last three financial years (₹ In Lakh)

Financial Year (as per Section 198)	2014-15	2015-16	2016-17
Net Profit for the year (₹)	22,872	18,334	23,459

Average Net Profit of the Company for last three Financial Years: ₹ 21,555/- Lakhs

#### 4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above)

- The prescribed CSR expenditure: ₹ 431.10/- Lakh (2% of average net profit for last three preceding financial years)

#### 5. Details of CSR Spend during the Financial Year

- Total amount spent during the financial year: ₹ 438.97/- Lakh
- Amount unspent, if any: NIL

- Manner in which the amount spent during the financial year is detailed below (all numbers are in INR):

Sr. No	CSR Project or Activity identified	Sector in which the Project is covered	Project/ Programme: 1.Local area or other 2.Specify the State and district where the projects or programs were undertaken	Amount outlay (budget) project or programs wise (in INR Lakh)	Amount spent on projects 1. Direct expenditure 2. Overheads (in INR Lakh)	Cumulative expenditure up to the reporting period (in INR Lakh)	Amount spent direct or through the implementing agency (Implementing agency name; Legal structure of the agency; Year of establishment of implementing agency)
1	Rural Livelihoods Program for marginal farmers on sustainable agriculture and animal husbandry to increase household income	Schedule (VII) (x) Rural development (ii) Livelihoods enhancement (iv) Agriculture & animal husbandry	1. (a)Local 2.Locations a. Nashik, Maharashtra b. Lote Parshuram, Maharashtra c. Tilda, Chattisghar d. Hajipur, Bihar 1. (b) Other 2. Locations e. Reheti (Madhya Pradesh) f.Chickballapur (Karnataka) g.Aruppakkottai, Vellore & Pudukkottai (Tamil Nadu) h.Coochbehar (West Bengal) i. Khargone, Madhya Pradesh j. Almora (Uttarakhand) k. Sitapur (Uttar Pradesh) l. Indore, (Madhya Pradesh)	175.00	Direct expenditure – 231.98 Overheads – NIL	231.98 a. 10.88 b. 03.05 c. 07.20 d. 04.70 e. 60.00 f. 46.00 g. 06.50 h. 10.00 i. 13.60 j. 23.00 k. 15.75 l. 31.30	Implementing Agency: a. Sampada Trust, Registered Trust 2002 b. Parivartan, Registered Society, 1995 c. Ambuja Cement Foundation, Registered Section 25 Company, 1993 d. Aga Khan Rural Support Programme India, Registered Section 25 Company, 1983 e,f,g.Vrutti Livelihoods Resource Center, Bangalore; Registered Society, 1960 h. Satmile Satish Club; Registered Society; 2001 i. Aga Khan Rural Support Programme India, Registered Section 25 Company, 1983 j. Udyogini, Delhi; Registered Society; 1860 k. Goat Trust, Lucknow; Registered Trust, 2008 l. JK Trust; Registered Trust; 1955
2	Community development initiatives focusing on education, sanitation and clean drinking water in schools and anganwadis, health awareness and environmental sustainability with community stakeholders across manufacturing sites	Schedule (VII) (ii) Promoting Education (i) Sanitation, health and hygiene (vii) Promotion of sports and games	1. Local Area 2. Factory locations (Samba, Tumkur, Chandauli, Erode, Chintampalley, Baramati, Miraj, Sachin, Chitradurga, Hanuman Junction, Vijaymanaglam Pothehalli, Kondapal)	50.00	1. Direct expenditure – 34.20 2. Overheads – NIL	34.20	Direct Implementation
3	Integrated watershed management	Schedule (VII) (x) Rural development (ii) Livelihoods enhancement (iv) Water Conservation	1. Other 2. Locations a. Magadi (Karnataka) b. Bhirwani (Madhya Pradesh)	100.00	1. Direct expenditure – 84.33 2. Overheads – NIL	84.33 a. 54.60 b. 16.53 c. 13.20	Implementing Agency: a. IRIDS (Indian Rural Integrated Development Society); Registered Society; Karnataka; 1960 b. Aga Khan Rural Support Programme India, Registered Section 25 Company, 1983 c. Centre for Energy & Environment Development

Sr. No	CSR Project or Activity identified	Sector in which the Project is covered	Project/ Programme: 1. Local area or other 2. Specify the State and district where the projects or programs were undertaken	Amount outlay (budget) project or programs wise (in INR Lakh)	Amount spent on projects 1. Direct expenditure 2. Overheads (in INR Lakh)	Cumulative expenditure up to the reporting period (in INR Lakh)	Amount spent direct or through the implementing agency (Implementing agency name; Legal structure of the agency; Year of establishment of implementing agency)
4	Solar electrification for energy dark villages of tribal households in Madhya Pradesh for overall development and improve overall quality of life	Schedule (VII) (x) Rural development (ii) Livelihoods enhancement (iv) Environmental Sustainability	1. Other 2. Khargone & Khandwa (Madhya Pradesh)	50.00	1. Direct expenditure – 23.99 2. Overheads - NIL	23.99	Implementing Agency: Aga Khan Rural Support Programme India, Registered Section 25 Company, 1983
5	Promotion of Agricultural vocational training skills for students	Schedule (VII) (x) Rural development (ii) (ii) promoting education	1. Other 2. Locations a. Maharashtra b. Telangana	35.00	1. Direct expenditure – 30.00 2. Overheads - NIL	30.00 a. 25.00 b. 05.00	Implementing Agency: a. Gandhi Research Foundation; Section 25 Company; 2006 b. Vande Mataram, Registered Trust, 2005
6	Relief and rehabilitation support for Assam and Gujarat flood victims	Schedule (VII) (x) Others - Disaster Relief	1. Other 2. Assam and Gujarat	NIL	Direct: 13.59 Overheads: NIL	13.59	SEED, Registered Society, 1998
7	Overheads			21.90		20.88	
	TOTAL			431.00		438.97	

In case the Company has failed to spend the two per cent, of the average net profit of last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report.

During the Financial Year 2017–18, the Company has spent ₹ 438.97/- Lakhs of the required prescribed expenditure for CSR. During this year, the Company has collaborated with implementing agencies of repute and has committed to incur expenditure for CSR initiatives in the coming years through structured programs and projects. These projects and programmes are ongoing and have a longer socio economic development agenda aimed at both qualitative and qualitative long -term development for the beneficiaries. GAVL has met the required expenditure for Financial Year 2017–18 and stays committed to its social responsibilities towards society. GAVL intends to continuously create a holistic impact through its CSR initiatives undertaken. The Company makes concerted efforts to spend the prescribed CSR amount in the subsequent years.

## 6. Responsibility Statement of the CSR committee

Through this Report, the Company seeks to communicate its commitment towards CSR to the Ministry of Corporate Affairs. The implementation and monitoring of our CSR Policy complies with the CSR objectives and policies as laid down in this Report. The Board of the Company and the CSR Committee is responsible for the integrity and the objectivity of all the information provided in the disclosure above. All the projects reported have been considered and undertaken with the best of our intentions to contribute to the greater good of the society. We have undertaken and implemented these projects with careful consideration and these projects are aligned with our vision as provided in our CSR Policy. In line with the requirements of the Companies Act, 2013, we have also instituted monitoring mechanisms to ensure the projects go on smoothly as planned.

For and on behalf of the Board of Directors of

Godrej Agrovet Limited

Raghunath A. Mashelkar  
Independent Director & Chairman of CSR Committee  
(DIN: 00074119)

B. S. Yadav  
Managing Director & Member of CSR Committee  
(DIN: 00294803)

Date: May 14, 2018  
Place: Mumbai

## ANNEXURE 'G' TO THE DIRECTORS' REPORT

### PARTICULARS IN RESPECT OF REMUNERATION OF GODREJ AGROVET LIMITED

As at the Financial Year ended on March 31, 2018

#### Disclosure as per provisions of Section 197 of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2017-18 and the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2017-18 is as under:

Sr. No.	Name of Director / Key Managerial Personnel (KMP)	Designation of Director / KMP	Remuneration of Director / KMP for the Financial Year 2017-18 (in ₹)	% Increase in Remuneration in the Financial Year 2017-18	Ratio of Remuneration of each Director to Median Remuneration of Employees
1	Mr. N. B. Godrej	Chairman - Promoter, Non-Executive, Non-Independent Director	Nil	Nil	Nil
2	Mr. A. B. Godrej (*)	Promoter, Non-Executive, Non-Independent Director	Nil	Nil	Nil
3	Mr. J. N. Godrej	Non-Promoter, Non-Executive, Non-Independent Director	Nil	Nil	Nil
4	Mr. V. M. Crishna	Non-Promoter, Non-Executive, Non-Independent Director	Nil	Nil	Nil
5	Ms. Tanya A. Dubash	Non-Promoter, Non-Executive, Non-Independent Director	Nil	Nil	Nil
6	Ms. Nisaba Godrej	Non-Promoter, Non-Executive, Non-Independent Director	Nil	Nil	Nil
7	Mr. B. S. Yadav	Managing Director - Non-Promoter, Executive, Non-Independent Director	6,36,62,628	14.67%	158.36:1
8	Mr. K. N. Petigara (*)	Non-Promoter, Non-Executive, Independent Director	Nil	Nil	Nil
9	Mr. A. B. Choudhury (*)	Non-Promoter, Non-Executive, Independent Director	Nil	Nil	Nil

Sr. No.	Name of Director / Key Managerial Personnel (KMP)	Designation of Director / KMP	Remuneration of Director / KMP for the Financial Year 2017-18 (in ₹)	% Increase in Remuneration in the Financial Year 2017-18	Ratio of Remuneration of each Director to Median Remuneration of Employees
10	Dr. S. L. Anaokar (*)	Non-Promoter, Non-Executive, Independent Director	Nil	Nil	Nil
11	Dr. Ragnath A. Mashelkar (w.e.f. July 18, 2017) (*)	Non-Promoter, Non-Executive, Independent Director	Nil	Nil	Nil
12	Dr. Ritu Anand (w.e.f. July 18, 2017) (*)	Non-Promoter, Non-Executive, Independent Director	Nil	Nil	Nil
13	Ms. Aditi Kothari Desai (w.e.f. July 18, 2017) (*)	Non-Promoter, Non-Executive, Independent Director	Nil	Nil	Nil
14	Ms. Roopa Purushothaman (w.e.f. July 18, 2017) (*)	Non-Promoter, Non-Executive, Independent Director	Nil	Nil	Nil
15	Mr. Rohit Sipahimalani (Upto July 12, 2017)	Non-Promoter, Non-Executive, Non-Independent Director	Nil	Nil	Nil
16	Mr. S. Varadaraj	Chief Financial Officer	1,45,32,127	10.00%	Not Applicable
17	Mr. Vivek Raizada	Company Secretary	66,05,060	10.97%	Not Applicable
(*) – Not paid any remuneration other than sitting fees during the Financial Year 2017-18.					
(ii)	The percentage increase in the median remuneration of employees in the Financial Year				12.70%
(iii)	The number of permanent employees on the rolls of Company				2,598 as on 31st March, 2018
(iv)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration				Average percentile increase in remuneration of employees during the Financial Year 2017-18 was 12.67% as compared to average percentile increase in remuneration of managerial personnel which was 13.36%.

For and on behalf of the Board of Directors of  
Godrej Agrovet Limited

**N. B. Godrej**  
Chairman  
(DIN: 00066195)

Date: May 14, 2018  
Place: Mumbai