



**NOTICE OF ANNUAL
GENERAL MEETING
(AGM) & EXPLANATORY
STATEMENT**

NOTICE OF THE 29TH (TWENTY-NINTH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the **29TH (TWENTY-NINTH) ANNUAL GENERAL MEETING (“AGM”)** of the Shareholders of **GODREJ AGROVET LIMITED (“Company”)** will be held on **Friday, July 31, 2020** at **4.00 p.m. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following **BUSINESS:**

ORDINARY BUSINESS:

1. Adoption of Financial Statements for the Financial Year ended March 31, 2020:-

To consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2020 and the Reports of the Board of Directors of the Company and the Statutory Auditors thereon, including Annexures thereto.

2. Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2020:-

To declare Final Dividend on Equity Shares @ 55% (Fifty Five per cent) [i.e., @ ₹ 5.50/- (Rupees Five and Paise Fifty Only) per Equity Share of Face Value of ₹ 10/- (Rupees Ten Only)] for the Financial Year ended March 31, 2020.

3. Re-appointment of Mr. Nadir B. Godrej (DIN: 00066195) as a “Director”, liable to retire by rotation, who has offered himself for re-appointment:-

To appoint a Director in place of Mr. Nadir B. Godrej (DIN: 00066195), Non-Executive & Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment, as a “Director” of the Company:

The Shareholders are requested to consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:-**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act 2013, the approval of the Shareholders of the Company, be and is hereby accorded to the re-appointment of Mr. Nadir B. Godrej [Director Identification Number (DIN): 00066195] as a “Director”, who shall be liable to retire by rotation.”

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

To appoint a Director in place of Ms. Tanya A. Dubash (DIN: 00026028), Non-Executive & Non-Independent Director, who retires by rotation and being eligible, offers herself for re-appointment, as a “Director” of the Company.

The Shareholders are requested to consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:-**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act 2013, the approval of the Shareholders of the Company be and is hereby

accorded to the re-appointment of Ms. Tanya A. Dubash [Director Identification Number (DIN): 00026028] as a “Director”, who shall be liable to retire by rotation.”

SPECIAL BUSINESS:

5. Ratification of Remuneration of M/s. P. M. Nanabhoy & Co., Cost Accountants, Mumbai, appointed as the “Cost Auditors” of the Company for the Financial Year ending March 31, 2021:-

To consider and ratify the remuneration of M/s. P. M. Nanabhoy & Co., Cost Accountants, Mumbai, as the “Cost Auditors” of the Company for the Financial Year ending March 31, 2021 and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:-**

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), based on the recommendation of the Audit Committee of the Board of Directors, the remuneration of M/s. P. M. Nanabhoy & Co., Cost Accountants, Mumbai (Firm Registration Number: 00012), the “Cost Auditors” appointed by the Board of Directors of the Company, for the Financial Year ending March 31, 2021 for conducting audit of the cost records of the Company, of ₹1,20,000/- (Rupees One Lakh Twenty Thousand Only) plus Goods and Service Tax and reimbursement of out-of-pocket expenses, if any, be and is hereby ratified and approved.”

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

6. Appointment of Mr. Vijay M. Crishna (DIN: 00066267) as a ‘Non-Executive & Non-Independent Director’ of the Company:-

To approve the appointment of Mr. Vijay M. Crishna (DIN: 00066267) as a ‘Non-Executive & Non-Independent Director’ of the Company, pursuant to the provisions of Section 152, 160 and other applicable provisions of the Companies Act, 2013 and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, and to consider, and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 152, 160 and other applicable provisions of the Companies Act, 2013 and/or the Rules framed thereunder and Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Shareholders of the Company be and hereby accorded to the appointment of Mr. Vijay M. Crishna [Directors Identification Number (DIN): 00066267], who having attained the age of 75

(seventy-five) years on March 8, 2020, as a Non-Executive & Non-Independent Director of the Company, liable to retire by rotation, with effect from May 11, 2020.”

**By Order of the Board of Directors
of Godrej Agrovet Limited**

Sd/-

Vivek Raizada

Head – Legal & Company Secretary & Compliance Officer

ICSI Membership No:- ACS11787

Date: May 11, 2020

Place: Mumbai

Registered Office:

“Godrej One”, 3rd Floor, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079, Maharashtra, India

Tel. No.: 022- 2519 4416; Fax: 022-2519 5124

Website: www.godrejagrovet.com;

E-mail: gavlinvestors@godrejagrovet.com;

CIN: L15410MH1991PLC135359

NOTES:

1. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 issued by the Securities and Exchange Board of India (SEBI), have allowed the companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 29th AGM of the Company shall be conducted through VC / OAVM.

National Securities Depositories Limited (‘NSDL’) will be providing facility for voting through remote e-voting, participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the AGM through VC / OAVM is explained below and is also available on the website of the Company www.godrejagrovet.com.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), setting out the material facts relating to Special Business to be transacted at 29th AGM, as set out in this Notice is annexed hereto.

Further additional information, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (ICSI), in respect of Directors seeking appointment/re-appointment at this AGM as mentioned in Item No. 3, 4 and 6 of this AGM Notice is also annexed hereto.

3. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Corporate Shareholders intending to appoint their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer (BN & Associates, Company Secretaries), NSDL and the Company, a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the AGM. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through its registered email address to narasimhan.b8@gmail.com with a copy marked to evoting@nsdl.co.in and gavl.secretarial@godrejagrovet.com.
5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, Register of Contracts and Arrangements in which the Directors and Key Managerial Personnel are interested, maintained under Section 189 of the Act and Certificate from the Statutory Auditors of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, may please be sent to gavl.secretarial@godrejagrovet.com.
8. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, July 24, 2020 to Thursday, July 30, 2020 (both days inclusive)** for annual closing and determining the entitlement of the Shareholders to Final Dividend for the Financial Year 2019-20, if declared.
9. All the documents in connection with the accompanying Notice and Explanatory Statement are available for inspection and request regarding the same may please be sent on gavl.secretarial@godrejagrovet.com.
10. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), bank details including change in bank account number, IFSC Code, MICR Code, name of bank and branch details, to their Depository Participant(s) (DPs) in case the shares are held by them in electronic form and to Kfin Technologies Private Limited, Registrar and Share Transfer Agent of the Company (“Kfintech”) (formerly known as Karvy Fintech Private Limited) in case the shares are held by them in physical form.
11. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India (SEBI),

the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020, including Report of Board of Directors, Statutory Auditors' Report or other documents required to be attached therewith and the Notice of AGM are being sent through electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s) or Kfintech.

12. Members are requested to support "Green Initiative" by registering / updating their e-mail address(es) with the Depository Participant(s) (in case of Shares held in dematerialized form) or with Kfintech (in case of Shares held in physical form). Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules framed thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members holding shares in dematerialized form are requested to register (or update, in case of any change) their e-mail address with their Depository Participant(s), if not already registered / updated and Members holding shares in physical form are requested to register (or update, in case of any change) their e-mail address with Kfintech by sending email at godrej.agrovet@karvy.com, to enable the Company to send electronic communications.
13. Members may also note that the Notice of AGM and the Annual Report for the Financial Year 2019-20 will be available on the Company's website www.godrejagrovet.com, on the websites of the Stock Exchanges where the Equity Shares of the Company are listed, i.e., BSE Limited (at www.bseindia.com) and National Stock Exchange of India Limited (at www1.nseindia.com) and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
14. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Registrar and Share Transfer Agent of the Company, viz. Kfintech at godrej.agrovet@karvy.com along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant(s). In case of any queries / difficulties in registering the e-mail address, Members may write to gavl.secretarial@godrejagrovet.com.
15. The Final Dividend for the Financial Year 2019-20, as recommended by the Board of Directors, if approved at the AGM, would be paid / credited by August 7, 2020 subject to deduction of tax at source, to the shareholders or their mandates:-
 - (a) whose names appear as Beneficial Owners as at the end of the business hours on **Thursday, July 23, 2020**, in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - (b) whose names appear as Shareholders in the Register of Members of the Company after giving effect to valid share

transfers in physical form lodged with the Company / Kfintech on or before **Thursday, July 23, 2020**.

16. Compulsory Transfer of Equity Shares to Investor Education and Protection Fund ("IEPF") Suspense Account:

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all Equity Shares on which dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred to the Investor Education and Protection Fund (IEPF) authority after complying with the procedure laid down under the said Rules.

Pursuant to the provisions of Sections 124 and 125 of the Act, there is no amount of Dividend remaining unclaimed / unpaid for a period of 7 (seven) years and/or unclaimed Equity Shares which are required to be transferred to the Investor Education and Protection Fund (IEPF).

17. Shareholders who have not encashed the dividend warrants for the previous year(s), are requested to make their claim with Kfintech ("RTA"), Registrar and Share Transfer Agent of the Company, having its office at Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Rangareddy, Telangana, India. The Company has also uploaded details of Unclaimed dividend amount(s) lying with the Company as on date of Annual General Meeting on the website of the Company i.e., www.godrejagrovet.com.
18. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of the Shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of making payment of Final Dividend, if declared by the Shareholders. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.
 - a) For Resident Shareholders, TDS shall be deducted under Section 194 of the Income Tax Act, 1961 at rate in force (at present 7.5%) on the amount of Dividend declared and paid by the Company during Financial Year 2020-21, provided Permanent Account Number (PAN) is registered by the Shareholder. If PAN is not registered, TDS would be deducted at rate in force (at present 20%) as per Section 206AA of the Income Tax Act, 1961.

However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by such resident individual during the Financial Year 2020-21 does not exceed Rs.5,000/-. Please note that this includes future dividends, if any, which may be declared by the Company during the Financial Year 2020-21.

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

- b) For Mutual Fund Shareholders, TDS is exempt under Section 10(23D), provided Mutual Funds provide SEBI Registration / Central Board of Direct Taxes (CBDT) notification and a declaration that their income is exempt under Section 10(23D) of the Income Tax Act, 1961.
- c) For Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the Income Tax Act, 1961, at applicable rate, including surcharge and cess.
- d) For Other Non-Resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961, at the rates in force. However, as per Section 90 of the Income Tax Act, 1961, the Non-Resident Shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the Shareholder, if they are more beneficial to them. For this purpose, i.e., to avail the Tax Treaty benefits, the Non-Resident Shareholder will have to provide the following:
- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the Shareholder is resident;
 - Self-declaration in Form 10F;
 - Self-attested copy of the Permanent Account Number (PAN) Card allotted by the Indian Income Tax authorities;
 - Self-declaration, certifying the following points:
 - i) Member is and will continue to remain a tax resident of the country of its residence during the Financial Year 2020-21;
 - ii) Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - iii) Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - iv) Member is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
 - v) Member does not have a taxable presence or a permanent establishment in India during the Financial Year 2020-21.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non- Resident Shareholder.
19. Shareholders may make an online submission of Form 15G / 15H and Form 10F, along with the requisite supporting documents as mentioned above, as applicable, on the website of Kfintech (at <https://ris.kfintech.com/form15>). The Shareholders may also download these forms from Kfintech's website and upload the duly filled form at <https://ris.kfintech.com/form15> for submission. The aforesaid declarations and documents need to be submitted by the Shareholders on or before Friday, 23rd July, 2020 by 11.59 p.m. (IST) to Kfintech. It may please be noted that Forms received after the said date and incomplete or incorrect forms shall not be considered and shall not be eligible for non-deduction or lower deduction of tax.
- It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from a Shareholder, there would still be an option available with such Shareholder to file the return of income and claim an appropriate refund, if eligible.
- The Company shall arrange to e-mail the soft copy of TDS certificate to a Shareholder on its registered email ID in due course, post payment of the said Dividend.
20. Shareholders can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with the Rules made thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled-in to Kfintech. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
21. The Securities and Exchange Board of India ("SEBI") has made it mandatory for all listed Companies to use the Bank Account details furnished by the Depositories and the Bank Account details maintained by the RTA for payment of Dividend through Electronic Clearing Service (ECS) to investors wherever ECS and Bank details are available. In the absence of ECS facilities, the Company will print the Bank Account details, if available, on the payment instrument for distribution of Dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of / change in such Bank Account details. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such Bank Account details are therefore requested to advise their Depository Participant(s) about such change, with complete details of Bank Account.
22. Shareholders holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the Shareholders to their Depository Participant(s). In the absence of availability of NECS/ECS facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations. For Shareholders who have not updated their bank account details, Dividend Warrants / Demand Drafts will be sent to their registered addresses upon normalization of the postal services.
23. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their dematerialized accounts. Members holding shares in physical form can submit their PAN details to Kfintech.

24. Shareholders holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. For the safety and interest of the Shareholders, it is important that bank account details are correctly provided to the Depository Participants and registered against their demat account.
25. Shareholders who have not provided the information regarding bank particulars, are requested to immediately notify the name of the bank and the branch, 9 digits MICR number, 11 digit IFSC and the nature of account along with a copy of cancelled cheque to Kfintech, in respect of shares held in physical form and to their Depository Participant in case of shares held in electronic form.
26. SEBI has mandated that the securities of listed companies can be transferred only in dematerialized form from 1st April, 2019, except in case of transmission and transposition of securities. In view of the same and to avail various benefits of dematerialization to eliminate all risks associated with physical shares and for ease of portfolio management, Members are advised to dematerialize shares held by them in physical form. Shareholders can contact the Company or Kfintech for assistance in this regard.
- Shareholders holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.
27. At the 26th (Twenty-Sixth) AGM held on August 4, 2017, the Members approved appointment of B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) as Statutory Auditors of the Company to hold office for a period of 5 (five) years from the conclusion of the 26th (Twenty-Sixth) AGM till the conclusion of the 31st (Thirst-First) AGM, subject to ratification of their appointment by Members at every AGM. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at this AGM.
28. Shareholders are requested to send in their queries at least a week in advance to the Company Secretary at gavl.secretarial@godrejagrovat.com to facilitate clarifications during the AGM.
29. The venue of the 29th AGM shall be deemed to be the Registered Office of the Company at Godrej One, 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079.

30. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:

(A) VOTING THROUGH ELECTRONIC MEANS

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs (MCA), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting

through electronic means, as the authorized agency. The facility of casting votes by a Shareholder using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.

- b) The Shareholders who wish to cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again, and if casted again, then the same will not be counted.
- c) The remote e-voting period shall commence on **Monday, July 27, 2020 (at 9.00 a.m. IST)** and ends on **Thursday, July 30, 2020 (at 5.00 p.m. IST)**. During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., **Friday, July 24, 2020**, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- d) The voting rights of Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date i.e., **Friday, July 24, 2020**.
- e) Any person, who acquires Shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:-

Manner of Voting Electronically using NSDL e-Voting system:

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if your folio number is 001*** and EVEN is 113103 then user ID is 113103001

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you by NSDL in your mailbox. Open the attachment in the e-mail i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **"process for those shareholders whose email ids are not registered"**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Company, i.e., 113103 for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for the Shareholders:

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to parasimhan.b8@gmail.com with a copy marked to the Company at gavl.secretarial@godrejagrovvet.com and to NSDL at evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in or amitv@nsdl.co.in or at telephone number 022-2499 4360 or Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone number 022-2499 4545.

Process for those Shareholders whose e-mail ID are not registered with the Depositories, for procuring User ID and Password and registration of e-mail ID on E-voting for the Resolutions set out in the Notice of AGM:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the Share Certificate (front and back), Permanent Account Number (PAN) Card (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by e-mail to godrej.agrovvet@karvy.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to your Depository Participant (DP).

INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM:-

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

(B) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. The Members can join the AGM in the VC/OAVM mode 30 (Thirty) minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders, who would like to express their views / have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at gavl.secretarial@godrejagrovvet.com. The same will be replied by the Company suitably either in advance or at the time of AGM.
7. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DPID and Client ID / folio number, PAN, mobile number at gavl.secretarial@godrejagrovvet.com from **July 27, 2020 (9.00 a.m. IST) to July 29, 2020 (5.00 p.m. IST)**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

8. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in or amitv@nsdl.co.in or at telephone number 022-2499 4360 or Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone number 022-2499 4545.
9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 5th May, 2020.
31. B N & Associates, Company Secretaries (CS B. Narasimhan, Proprietor) has been appointed as the Scrutinizer to scrutinize the remote e-voting as well as the e-voting process to be conducted at the 29th AGM, in a fair and transparent manner.
32. The Scrutinizer shall immediately after 15 minutes from the conclusion of voting at the Meeting, will unblock and count the votes cast during the meeting and through remote e-voting, in the presence of at least two witnesses not in the employment of the Company and shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director or Company Secretary authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
33. The Results shall be declared not later than 48 (forty-eight) hours from conclusion of the AGM. The Results declared along

with the Scrutinizer's Report will be placed on the website of the Company at www.godrejagrovet.com immediately after the Result is declared by the Chairman and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed.

34. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **Friday, July 31, 2020.**

**By Order of the Board of Directors
of Godrej Agrovet Limited**
Sd/-

Vivek Raizada
Head – Legal & Company Secretary & Compliance Officer
ICSI Membership No:- ACS 11787

Place: Mumbai
Date: May 11, 2020

Registered Office:
"Godrej One", 3rd Floor, Pirojshanagar,
Eastern Express Highway, Vikhroli (East),
Mumbai – 400 079, Maharashtra, India
Tel. No.: 022- 2519 4416; Fax: 022-2519 5124
Website: www.godrejagrovet.com
E-mail: gavlinvestors@godrejagrovet.com
CIN: L15410MH1991PLC135359

ANNEXURE TO THE NOTICE OF THE 29TH (TWENTY-NINTH) ANNUAL GENERAL MEETING (AGM) OF GODREJ AGROVET LIMITED

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

The following Explanatory Statement in terms of the provisions of Section 102(1) of the Act, sets out all material facts relating to the Special Business mentioned in the accompanying Notice for convening the 29th (Twenty-Ninth) Annual General Meeting ("AGM") of **Godrej Agrovet Limited** on **Friday, July 31, 2020, at 4.00 p.m. (IST)**:-

Ordinary Resolution under Item No. 5:

The Board of Directors of the Company, at its Meeting held on May 11, 2020, based on recommendations of the Audit Committee, has re-appointed M/s. P. M. Nanabhoy & Co., Cost Accountants, Mumbai (Firm Registration Number: 00012), as the "Cost Auditors" of the Company for the Financial Year 2020-21, pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014.

Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand Only) per annum, exclusive of applicable tax(es) and reimbursement of out-of-pocket expenses, if any, payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, shall require ratification by the Shareholders.

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

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

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in **Item No. 5**.

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

Special Resolution under Item No. 6:

Pursuant to sub-regulation (1A) of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members by way of a Special Resolution is necessary for appointment or continuation of appointment of any Non-Executive Director who has attained the age of 75 (Seventy-five) years.

Mr. Vijay M. Crishna, Non-Executive & Non-Independent Director of the Company, who has attained the age of 75 (Seventy-five) years on March 8, 2020, has been re-appointed by the Board of Directors at its Meeting

held on May 11, 2020 as an "Additional Director" (Non-Executive and Non-Independent), subject to approval of the Shareholders by way of a Special Resolution at the 29th AGM, pursuant to the provisions of Section 152, 160 and other applicable provisions of the Companies Act, 2013 and sub-regulation (1A) of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief Profile:

Mr. Vijay M. Crishna is a B.A. (Economics) from St. Stephen's College, University of Delhi. He is also a Director of Godrej & Boyce Manufacturing Company Limited, Godrej Industries Limited and Precision Wires India Limited. He serves as a Trustee of the Bombay Scottish Orphanage Society and is a member of the Advisory Board of the Institute for Technology and Management, Navi Mumbai, the President's International Advisory Board Colorado College and on the Advisory Panel of the New Zealand Trade and Enterprise Beachhead Programme. In 1991, he had established the Naoroji Godrej Centre for Plant Research at Shindewadi, Satara District, which researches and propagates rare and endangered species of medicinal plants endemic to the Western Ghats. He is a Life Member of The Himalayan Club since 1973 and now its Honorary Secretary. He has trekked in the Garhwal, Sikkim, Ladakh, Nepal and Tibet. He has been active in theatre since 1965 in Delhi, Kolkata and Mumbai.

A brief resume of Mr. Vijay M. Crishna, nature of his expertise in specific functional areas, names of companies in which he is holding Directorships, Committee Memberships / Chairmanships, his shareholding etc. is annexed in terms of Regulation 36(3) of the Listing Regulations.

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the appointment of Mr. Vijay M. Crishna as a "Non-Executive Director" of the Company, considering his experience, knowledge and contribution to the Company for many years.

Except Mr. Vijay M. Crishna, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned Resolution as mentioned in **Item No. 6**.

The Board recommends the **SPECIAL RESOLUTION** set forth in **Item No. 6** for approval of the Shareholders.

By Order of the Board of Directors of Godrej Agrovet Limited

Sd/-

Vivek Raizada

Head – Legal & Company Secretary & Compliance Officer
ICSI Membership No:- ACS 11787

Place: Mumbai

Date: May 11, 2020

Registered Office:

"Godrej One", 3rd Floor, Pirojshanagar,
Eastern Express Highway, Vikhroli (East),
Mumbai – 400 079, Maharashtra, India
Tel. No.: 022- 2519 4416; Fax: 022-2519 5124
Website: www.godrejagrovnet.com
E-mail: gavinvestors@godrejagrovnet.com
CIN: L15410MH1991PLC135359

BRIEF RESUME OF DIRECTOR(S) / PERSON(S) SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 29TH (TWENTY-NINTH) ANNUAL GENERAL MEETING OF GODREJ AGROVET LIMITED

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

Name of Director	Mr. Nadir B. Godrej (Chairman - Non - Executive & Non - Independent Director)	Ms. Tanya A. Dubash (Non - Executive & Non - Independent Director)	Mr. Vijay M. Crishna (Additional Director - Non - Executive & Non - Independent Director)
Director Identification Number (DIN)	00066195	00026028	00066267
Date of Birth (DD/MM/YYYY)	26/08/1951	14/09/1968	08/03/1945
Age (in years)	68	51	75
Nationality	Indian	Indian	Indian
Date of Appointment (DD/MM/YYYY)	25/11/1991	10/04/2003	11/05/2020
Qualification	Master of Science degree in Chemical Engineering from Stanford University and an MBA from Harvard Business School	Bachelor's degree in Arts from Brown University and Certificate in Advanced Management Program from Harvard Business School.	Bachelor's degree in Economics from St. Stephen's College, University of Delhi.
Nature of expertise in specific functional areas	<ul style="list-style-type: none"> • Strategy & Business • Industry & Market Expertise • Technology Perspective • Governance, Finance & Risk 	<ul style="list-style-type: none"> • Strategy & Business • Market Expertise • Governance, Finance & Risk • Diversity of Perspective 	<ul style="list-style-type: none"> • Strategy & Business • Market Expertise • Governance, Finance & Risk • Diversity of Perspective
Number of Equity Shares held in the Company: By self: As a Beneficial Owner of:	<p>102 Equity Shares</p> <p>13,82,018 Equity Shares each (as Trustee of BNG Family Trust, HNG Family Trust and SNG Family Trust)</p> <p>1 Equity Share each (as Trustee of NBG Family Trust, RNG Family Trust, SNG Successor Trust, SNG Lineage Trust, BNG Successor Trust and BNG Lineage Trust)</p>	<p>34 Equity Shares</p> <p>13,82,018 Equity Shares (as Trustee of TAD Family Trust)</p> <p>1 Equity Share (as Trustee of TAD Children Trust)</p>	<p>Nil</p> <p>1 Equity Share each (as a Trustee of VMC Family Trust and SGC Family Trust)</p>
Number of Board Meetings attended during the Financial Year 2019-20	4	5	3
Directorships held in other Companies*	<ol style="list-style-type: none"> 1. Godrej Industries Limited 2. Godrej Consumer Products Limited 3. Mahindra and Mahindra Limited 4. Godrej Properties Limited 5. Astec LifeSciences Limited 	<ol style="list-style-type: none"> 1. Godrej Industries Limited 2. Godrej Consumer Products Limited 3. Britannia Industries Limited 4. Escorts Limited 	<ol style="list-style-type: none"> 1. Godrej Industries Limited 2. Percison Wires India Limited
Chairmanships of Committees in other companies**	<ol style="list-style-type: none"> 1. Godrej Consumer Products Limited <ul style="list-style-type: none"> • Stakeholders' Relationship committee • Corporate Social Responsibility Committee • Securities Committee 2. Godrej Industries Limited <ul style="list-style-type: none"> • Corporate Social Responsibility Committee • Risk Management Committee 	-	-
Memberships of Committees in other companies**	<ol style="list-style-type: none"> 1. Godrej Industries Limited <ul style="list-style-type: none"> • Stakeholders' Relationship committee • Management Committee 2. Mahindra & Mahindra Limited <ul style="list-style-type: none"> • Audit Committee • Governance, Nomination & Remuneration Committee • Strategic Investment Committee • R&D Committee • Risk Management Committee 	<ol style="list-style-type: none"> 1. Godrej Industries Limited <ul style="list-style-type: none"> • Stakeholders' Relationship committee • Risk Management Committee • Corporate Social Responsibility • Managing Committee 2. Godrej Consumer Products Limited <ul style="list-style-type: none"> • Management Committee • Corporate Social Responsibility 3. Britannia Industries Limited <ul style="list-style-type: none"> • Strategy and Innovation Steering Committee 	-

Name of Director	Mr. Nadir B. Godrej (Chairman - Non - Executive & Non - Independent Director)	Ms. Tanya A. Dubash (Non - Executive & Non - Independent Director)	Mr. Vijay M. Crishna (Additional Director - Non - Executive & Non - Independent Director)
Relationships between Directors of the Company <i>inter-se</i>	None [No relationship in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]	Elder Sister of Ms. Nisaba Godrej (Director) and Mr. Pirojsha Godrej (Director)	None [No relationship in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]
Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person.	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website, i.e. www.godrejagrovet.com . • Entitled to Commission on Profits as a Non- Executive Director	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website, i.e. www.godrejagrovet.com . • Entitled to Commission on Profits as a Non- Executive Director	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website, i.e. www.godrejagrovet.com . • Entitled to Commission on Profits as a Non- Executive Director

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

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