

Company Name	GODREJ AGROVET LIMITED
Date of the AGM	01-08-2024
Total number of shareholders on record date	108163
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	5
Public:	77

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Financial Statements for the Financial Year ended March 31, 2024									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	13,99,06,159	13,47,23,458	96.2956	13,47,23,458	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		13,99,06,159	13,47,23,458	96.2956	13,47,23,458	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1,29,03,318	65,02,643	50.3951	65,02,643	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,29,03,318	65,02,643	50.3951	65,02,643	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	3,94,51,211	4,17,484	1.0582	4,17,314	170	99.9592	0.0407	0	0
	Poll		6	0.0000	6	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,94,51,211	4,17,490	1.0582	4,17,320	170	99.9593	0.0407	0
Total		19,22,60,688	14,16,43,591	73.6727	14,16,43,421	170	99.9999	0.0001	0	0

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2024									

Whether promoter/ promoter group are interested in the agenda/resolution?										
No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	13,99,06,159	13,47,23,458	96.2956	13,47,23,458	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total	13,99,06,159	13,47,23,458	96.2956	13,47,23,458	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,29,03,318	65,05,893	50.4203	65,05,893	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total	1,29,03,318	65,05,893	50.4203	65,05,893	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	3,94,51,211	4,17,434	1.0581	4,17,280	154	99.9631	0.0368	0	0
	Poll		6	0.0000	6	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total	3,94,51,211	4,17,440	1.0581	4,17,286	154	99.9631	0.0369	0	0
Total		19,22,60,688	14,16,46,791	73.6743	14,16,46,637	154	99.9999	0.0001	0	0

Resolution No.										
3										
Resolution required: (Ordinary/ Special)										
ORDINARY - Re-appointment of Ms. Nisaba Godrej (DIN: 00591503) as a “Director”, liable to retire by rotation, who has offered herself for re-appointment.										
Whether promoter/ promoter group are interested in the agenda/resolution?										
No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	13,99,06,159	13,47,23,458	96.2956	13,47,23,458	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0

	Total	13,99,06,159	13,47,23,458	96.2956	13,47,23,458	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,29,03,318	65,05,893	50.4203	64,51,454	54,439	99.1632	0.8367	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total	1,29,03,318	65,05,893	50.4203	64,51,454	54,439	99.1632	0.8368	0	0
Public- Non Institutions	E-Voting	3,94,51,211	4,15,334	1.0528	4,14,705	629	99.8485	0.1514	0	0
	Poll		6	0.0000	6	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total	3,94,51,211	4,15,340	1.0528	4,14,711	629	99.8486	0.1514	0	0
	Total	19,22,60,688	14,16,44,691	73.6732	14,15,89,623	55,068	99.9611	0.0389	0	0

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Pirojsha Godrej (DIN: 00432983), as a "Director", liable to retire by rotation, who has offered himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	13,99,06,159	13,47,23,458	96.2956	13,47,23,458	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total	13,99,06,159	13,47,23,458	96.2956	13,47,23,458	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,29,03,318	65,05,893	50.4203	65,04,363	1,530	99.9764	0.0235	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total	1,29,03,318	65,05,893	50.4203	65,04,363	1,530	99.9765	0.0235	0	0
Public- Non Institutions	E-Voting	3,94,51,211	4,17,434	1.0581	4,16,832	602	99.8557	0.1442	0	0
	Poll		6	0.0000	6	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total	3,94,51,211	4,17,440	1.0581	4,16,838	602	99.8558	0.1442	0	0
	Total	19,22,60,688	14,16,46,791	73.6743	14,16,44,659	2,132	99.9985	0.0015	0	0

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - 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, 2025									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	13,99,06,159	13,47,23,458	96.2956	13,47,23,458	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total	13,99,06,159	13,47,23,458	96.2956	13,47,23,458	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,29,03,318	65,05,893	50.4203	65,05,893	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total	1,29,03,318	65,05,893	50.4203	65,05,893	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	3,94,51,211	4,17,434	1.0581	4,16,426	1,008	99.7585	0.2414	0	0
	Poll		6	0.0000	6	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total	3,94,51,211	4,17,440	1.0581	4,16,432	1,008	99.7585	0.2415	0	0
Total		19,22,60,688	14,16,46,791	73.6743	14,16,45,783	1,008	99.9993	0.0007	0	0

**COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING & E-VOTING CONDUCTED DURING
THE 33RD (THIRTY-THIRD) ANNUAL GENERAL MEETING OF GODREJ AGROVET LIMITED
HELD ON THURSDAY, AUGUST 1, 2024, AT 4.00 P.M. IST**

To,

Mr. Nadir B. Godrej (Chairman)
Mr. Balram Singh Yadav (Managing Director)
Godrej Agrovet Limited
"Godrej One", 3rd Floor,
Phirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400079,
Maharashtra, India

33rd (Thirty-Third) Annual General Meeting ("33rd AGM") of the Equity Shareholders of Godrej Agrovet Limited held on Thursday, August 1, 2024 by means of Video Conferencing (VC) / Other Audio-Visual Means (OAVM) commenced at 4.00 p.m. (IST)

Sub: Passing of Resolution(s) through electronic voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 "Rules" as amended, the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars"), read with circulars, No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD /CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/Pod-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (SEBI) commonly referred to as "**Applicable Circulars**".

I, Avinash Bagul, Partner of BNP & Associates, Companies Secretaries, have been appointed by the Board of Directors of Godrej Agrovet Limited (*hereinafter referred to as the "Company"*) at its Meeting held on May 8, 2024, as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting (E-Voting) conducted during the 33rd AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Applicable Circulars issued in this connection both by MCA and SEBI, providing relaxation for the manner in which the AGM shall be held and conducted through VC or OAVM.

The Applicable Circulars provide for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the Applicable Circulars.



As mentioned in the Notice, the proceedings of the 33rd AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

Report on Scrutiny:

- The Company had appointed National Securities Depository Limited ('NSDL') as the Service Provider, for the purpose of providing the facility of Remote E-Voting to the Members of the Company and for E-voting conducted during the 33rd AGM.
- KFin Technologies Limited ('Kfintech'), (formerly KFin Technologies Private Limited) is the Registrar and Share Transfer Agents ('RTA') of the Company.
- NSDL had provided a system for recording the votes of the Members electronically through Remote E-voting as well as E-voting conducted during the 33rd AGM on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 33rd AGM of the Company, which was held on **Thursday, August 1, 2024**.
- NSDL had set up electronic voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted at the 33rd AGM on its and on NSDL website and on the websites of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (Stock Exchanges where the Equity Shares of the Company are listed), to facilitate their members to cast their vote through Remote E-Voting.
- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations.
- My responsibility as the Scrutinizer of the voting process (through E-voting), was restricted to scrutinize the E-voting process (Remote E-voting and E-voting conducted during the 33rd AGM), in a fair and transparent manner and to prepare a Combined Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by NSDL.
- The internal cut-off date for the dispatch of the Notice of the AGM was July 5, 2024, and as on that date, there were 1,01,108 Members of the Company. As mentioned in the Applicable Circulars, NSDL had sent the Notices of the AGM along with Annual Report for the Financial Year 2023-24 and E-voting details by email to **96,214** Members constituting **96.41%** of the total members, whose email IDs were made available by the Depositories. For those Members whose email IDs were not available, or holding shares in physical form and who had not registered their email IDs with the RTA the Notices could not be sent. The Company had advertised in the newspapers, asking those Members who have not provided their email IDs to do so and to the extent, details were provided by the Members were considered for sending the Notice of the 33rd AGM. The Notices sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the Applicable Circulars.



- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Thursday, July 25, 2024**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for 4 (Four) days from **Sunday, July 28, 2024, at 9.00 A.M. to Wednesday, July 31, 2024 at 5.00 P.M.**
- The Company completed the dispatch of the notices by email to the Members on **Wednesday, July 10, 2024**.
- As prescribed in **Clause IV of the Circular dated May 5, 2020, issued by MCA**, which is forming part of the Applicable Circulars, the Company had released an advertisement prior to sending Notices to the Shareholders which was published in English in "Business Standard" on June 26, 2024, newspaper having wide circulation in the district where the Registered Office of the Company is situated and in Marathi in "Mumbai Lakshadeep" on June 26, 2024. The Notice contained the required information as provided under clause IV (a) to (g) of the said circular.
- As prescribed in **clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014**, the Company also released an advertisement, which was published more than 21 days before the date of the 33rd AGM in English language in "Business Standard" & "Financial Express" newspapers having country-wide circulation on **Thursday, July 10, 2024** and in Marathi language in "Mumbai Lakshadeep" & "Loksatta" newspaper on **Thursday, July 10, 2024**.
- The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on **Friday, July 31, 2024 at 5.00 P.M.**, the voting portal of the NSDL, service provider was blocked forthwith.
- At the **33rd AGM of the Company held through VC, on Thursday, August 1, 2024**, after considering all the items of businesses, the facility to vote electronically (E-voting) was provided to facilitate those members who are attending the 33rd AGM through VC but could not participate in the Remote E-voting to record their votes.
- **On Thursday, August 1, 2024, after tabulating the votes cast electronically by the system provided by NSDL**, the votes cast through Remote E-Voting facility and E-voting during the 33rd AGM were duly unblocked by me as a Scrutinizer in the presence of Ms. Tejaswini Bhandarkar and Ms. Rupali Tiwari who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. After the voting by electronic means the votes cast through Remote E-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.

Thereafter, I, as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the E-voting held during the AGM, the details of which are as follows:



The results of the Remote E-voting together with the e-voting conducted during the 33rd AGM are as under:

Details	Remote E-voting	E-Voting at AGM	Total voting
Number of members who cast their votes	424	2	426
Total number of Shares held by them	141646835	6	141646841
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Less voted / Abstained Votes	As mentioned under each of the Resolution.		

Note: Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through Remote E-Voting and through E-voting during the 33rd AGM.

ORDINARY BUSINESS:

I) Item No. 1 of the Notice (As an Ordinary Resolution):

Adoption of Financial Statements for the Financial Year ended March 31, 2024:-

To consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2024 and the Reports of the Board of Directors of the Company and the Statutory Auditors thereon, including Annexures thereto.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e. invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and E-voting at meeting	14163421	99.999	170	0.001	3250

Item 1 of Notice stands **PASSED** with the requisite majority.



II) Item No. 2 of the Notice (As an Ordinary Resolution):**Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2024:-**

To declare Final Dividend on Equity Shares at the rate of 100% (One Hundred per cent) [i.e. Rs. 10/- (Rupees Ten Only) per Equity Share of Face Value of Rs. 10/- (Rupees Ten Only)] for the Financial Year ended March 31, 2024.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e. invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	141646637	99.999	154	0.001	50

Item 2 of Notice stands **PASSED** with the requisite majority.

III) Item No. 3 of the Notice (As an Ordinary Resolution):

Re-appointment Ms. Nisaba Godrej (DIN: 00591503), as a “Director”, liable to retire by rotation, who has offered herself for re-appointment:

To appoint a Director in place of Ms. Nisaba Godrej (DIN: 00591503), Non-Executive & Non-Independent Director, who retires by rotation and being eligible, offers herself for re-appointment, as a “Director” of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e. invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	141589617	99.961	55068	0.039	2150

Item 3 of Notice stands **PASSED** with the requisite majority.

IV) Item No. 4 of the Notice (As an Ordinary Resolution):

Re-appointment of Mr. Pirojsha Godrej (DIN: 00432983) as a “Director”, liable to retire by rotation, who has offered himself for re-appointment.

To appoint a Director in place of Mr. Pirojsha Godrej (DIN: 00432983), Non-Executive & Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment, as a “Director” of the Company.



Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e. invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	141644659	99.998	2132	0.002	50

Item 4 of Notice stands **PASSED** with the requisite majority.

SPECIAL BUSINESS:

V) Item No.5 of the Notice (As an Ordinary Resolution):

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, 2025: -

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, 2025.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e. invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	141645783	99.999	1008	0.001	50

Item 5 of Notice stands **PASSED** with the requisite majority.

All the 5 (Five) Resolutions mentioned in the Notice of 33rd AGM dated May 8, 2024, as per the details mentioned above stand **PASSED** under Remote E-voting and E-voting conducted during the 33rd AGM with the requisite majority and hence deemed to be passed as on the date of the AGM.



I hereby confirm that I am maintaining the soft copy of the Registers received from the NSDL, the Service Provider in respect of the votes cast through Remote E-Voting and E-voting conducted during the 33rd AGM by the Members of the Company. All other relevant records relating to Remote E-voting and E-voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,

Yours faithfully,
For BNP & Associates
Company Secretaries



CS. Avinash Bagul
(Partner)
(FCS No : 5578 COP No.: 19862)



Place: Mumbai
Date: August 1, 2024
UDIN: F005578F000869958

The following were the witnesses to the unblocking the votes cast through Remote E-voting and E-voting at the AGM.



1. Ms. Tejaswini Bhandarkar



2. Ms. Rupali Tiwari

I have received the report:

[Faint signature]

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