



**GODREJ AGROVET LIMITED**

**(Corporate Identity Number (CIN): L15410MH1991PLC135359)**

**Registered Office:** "Godrej One", 3<sup>rd</sup> Floor, Pirojshanagar, Eastern Express Highway,  
Vikhroli (East), Mumbai – 400 079, Maharashtra, India

**Tel. No.:** (022) 2519 4416; **Fax No.:** (022) 2519 5124

**Website:** [www.godrejagrovat.com](http://www.godrejagrovat.com); **E-mail:** [gavlinvestors@godrejagrovat.com](mailto:gavlinvestors@godrejagrovat.com)

**POSTAL BALLOT NOTICE**

Dear Member(s),

**NOTICE IS HEREBY GIVEN THAT** the Resolution set out below is proposed to be passed by the Members of **GODREJ AGROVET LIMITED ("the Company")** by means of Postal Ballot by way of electronic voting ("**e-voting**"), pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("**the Companies Act**" or "**the Act**"), and the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No.20/2021 dated December 8, 2021, General Circular No.3/2022 dated May 5, 2022 and General Circular No. 11/ 2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (the "**MCA Circulars**") and Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/Pod-2/P/CIR/2023/4 dated January 5, 2023 (the "**SEBI Circular**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force). The Explanatory Statement pursuant to Section 102(1) of the Act, setting out all the material facts relating to the Resolution mentioned in this Postal Ballot Notice, is enclosed herewith for your consideration.

In compliance with the requirements of the MCA Circulars, the Company will send Postal Ballot Notice along with Explanatory Statement and Postal Ballot Form by e-mail to all its Members who have registered their e-mail addresses with the Depositories / Depository Participants / Registrar and Share Transfer Agent of the Company and the communication of assent / dissent of the Members will take place through the e-voting system. The physical Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will, therefore, **not** be sent to the Members for this Postal Ballot. However, in order to facilitate voting by Members who may not be able to access e-voting facilities, the Members are also allowed to cast their votes by physical Postal Ballot, as per the instructions contained in this Notice.

In accordance with the provisions of the MCA Circulars, those Members who have not yet registered their e-mail addresses, are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Board of Directors of the Company, by a resolution passed on **Saturday, January 28, 2023**, has approved the business, as set out in this Notice, for approval of the Members of the Company through Postal Ballot. Accordingly, the proposed Resolution and the Explanatory Statement thereto, along with the Postal Ballot Form are annexed herewith for your consideration and you are requested to record your assent or dissent by means of Postal Ballot by way of e-voting facility provided by the Company.

Members may please note that, in accordance with the provisions of Sections 108 and 110 of the Companies Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its Members, the facility to exercise their right to vote by electronic means through e-voting services provided by National Securities Depository Limited (“NSDL”).

**The e-voting facility will be available from 9.00 a.m. (IST) on Friday, February 3, 2023 upto 5.00 p.m. (IST) on March 4, 2023.** The e-voting module shall be disabled by NSDL for voting thereafter. During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date, **January 27, 2023**, may cast their vote electronically. Please carefully read and follow the instructions on e-voting listed in the Notes to this Notice. It may please be noted that failure to cast vote during the e-voting period will be strictly considered that no vote has been received from the Member.

The Board of Directors has appointed Mr. B. Narasimhan, Practicing Company Secretary (Proprietor of M/s. BN & Associates), having ICSI Membership No. FCS 1303 and Certificate of Practice No.10440, or failing him, M/s. BNP & Associates, Company Secretaries, having Firm Registration No. P2014MH037400, to act as the Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

The Scrutinizer will submit his / their report to the Chairman / any other Director / Key Managerial Personnel as may be authorized by the Chairman, after completion of the e-voting. The results of Postal Ballot by way of e-voting will be declared on or before **Tuesday, March 7, 2023** at the Registered Office of the Company. The declaration / announcement of the results as stated above shall be treated as declaration of results at a Meeting of the Members as per the provisions of the Companies Act and applicable Rules framed thereunder. The results declared along with the Scrutinizer’s Report shall be placed on the website of the Company, viz., [www.godrejagrovet.com](http://www.godrejagrovet.com) immediately after the results are declared and will simultaneously be communicated to the Stock Exchanges, viz., BSE Limited and the National Stock Exchange of India Limited, where the Equity Shares of the Company are listed and to NSDL and shall also be displayed at the Registered Office of the Company.

#### **PROPOSED RESOLUTION:**

##### **ITEM NO. 1: SPECIAL RESOLUTION**

- 1) Appointment of Ms. Ritu Verma (DIN: 05262828) as an “Independent Director” of the Company for a term of 5 (five) years commencing from January 27, 2023 upto January 26, 2028:**

To consider, and if thought fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, **Ms. Ritu Verma (DIN: 05262828)**, who has submitted a declaration that she meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment under the provisions of the Companies Act, 2013 and the Rules framed thereunder and the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, be appointed as an “Independent Director” of the Company for a term of 5 (five) years commencing from January 27, 2023 upto January 26, 2028, not liable to retirement by rotation.”

“**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary or the Chief Financial Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient to give effect to this resolution.”

“**RESOLVED FURTHER THAT** a copy of the foregoing resolution certified to be true by any one of the Directors or the Company Secretary or the Chief Financial Officer of the Company be submitted to the concerned authority(ies) / person(s) and they be requested to act thereupon.”

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

Sd/ -

**Vivek Raizada**  
**Head – Legal & Company Secretary & Compliance Officer**  
**(ACS 11787)**

**Saturday, January 28, 2023**

**Registered Office:**

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

**Tel. No.:** 022 - 2519 4416

**Fax No.:** 022 – 2519 5124

**Website:** [www.godrejagrovet.com](http://www.godrejagrovet.com)

**E-mail:** [gavlinvestors@godrejagrovet.com](mailto:gavlinvestors@godrejagrovet.com)

**CIN:** L15410MH1991PLC135359

**NOTES:**

- 1) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“**the Act**”) setting out all material facts and reasons for the proposal set out relating to the Resolution No. 1 as mentioned in this Postal Ballot Notice is annexed herewith.
- 2) This Notice is being electronically sent to all the Members whose names appear in the Register of Members / List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on **Friday, January 27, 2023** and who have registered their e-mail addresses with the Depositories / Depository Participants / Registrar and Share Transfer Agent. It is however, clarified that all the persons who are Members of the Company as on **Friday, January 27, 2023**, including those Members who may not have received this Notice due to non-registration of their e-mail address with the Depositories / Depository Participants / Registrar and Share Transfer Agent, shall be entitled to vote in relation to the Resolution specified in this Notice.
- 3) Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Member / Beneficial Owner as on **Friday, January 27, 2023**. The voting rights of the 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, January 27, 2023**. A person who is not a Member as on the Cut-off date should treat this Notice

for information purpose only.

- 4) In compliance with the provisions of Sections 108 and 110 of the Act and the Rules framed thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and the relevant Circulars issued by the Ministry of Corporate Affairs (“**the MCA Circulars**”), the Company is pleased to provide its Members the facility to exercise their right to vote electronically on the Postal Ballot through the Electronic Voting (e-voting) Services provided by National Securities Depository Limited (“NSDL”). The instructions for electronic voting are annexed to this Notice.
- 5) Members have option to vote either through e-voting or through physical Postal Ballot Form. If a Member has opted for e-voting, then he/she/they should not vote by physical Postal Ballot also and vice-versa. However, in case Members cast their vote both via physical Postal Ballot and e-voting, then voting done through electronic means shall prevail and voting done by physical Postal Ballot shall be treated as INVALID.
- 6) E-voting will be available from **9.00 a.m. (IST) on Friday, February 3, 2023 upto 5.00 p.m. (IST) on Saturday, March 4, 2023**. The e-voting module shall be disabled by NSDL for voting after the abovementioned time. Members are requested to refer to instructions for e-voting, appended to this Notice.
- 7) During the e-voting period, Members can login to NSDL’s e-voting platform any number of times till they have voted on the Resolution. Once the vote on the Resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- 8) Resolution passed by the Members through Postal Ballot is deemed to have been passed effectively at a General Meeting of the Members. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution are not less than three times the number of votes cast against the Special Resolution.

However, pursuant to Regulation 25(2A) of the SEBI Listing Regulations, appointment of an Independent Director shall be subject to the approval of Members by way of a Special Resolution and where a Special resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public Shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under the said Regulation 25(2A).

- 9) In case any Member opts to vote physically, such Member is requested to carefully read the instructions given in the Postal Ballot Form. Such Member can take printout of the Postal Ballot Form attached to this Notice of Postal Ballot or may also download and print it from the Company’s website, viz., [www.godrejagrovet.com](http://www.godrejagrovet.com) and return the same in original, duly completed and signed, so as to physically reach the Scrutinizer at Mr. B. Narasimhan, Practicing Company Secretary, at **601-602, B Wing, Cosmic Heights, Bhakti Park, Near Imax Theatre Compound, Wadala (East) - 400037, Mumbai, Maharashtra, India, on or before 5.00 p.m. (IST) on Saturday, March 4, 2023**, failing which, it will be strictly treated as if no reply has been received from the Member. The Company, in no way, would be responsible for late / non delivery of Postal Ballot Form on account of restrictions due to any reason whatsoever. Therefore, the Members are requested to send the duly completed Postal Ballot Form well before the last date. Postage / courier expenses for sending such physical Postal Ballot Form to the Scrutinizer will be borne by the Members.
- 10) Please note that the Postal Ballot Form shall be considered invalid if: (i) the form other than the one annexed to this Postal Ballot Notice has been used; and/or (ii) it has not been signed by or on behalf of

the Member; and/or (iii) signature on the Postal Ballot Form does not match with the specimen signatures registered with the Company or the Registrar and Share Transfer Agent; and/or (iv) it is not possible to determine without any doubt, the assent or dissent of the Member; and/or (v) neither assent nor dissent is mentioned; and/or (vi) any competent authority has given directions in writing to the Company to freeze the voting rights of the Member; and/or (vii) the Postal Ballot Form is received after the last date prescribed; and/or (viii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/or (ix) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; and/or (x) the Member has made any amendment to the Resolution set out herein or imposed any condition while exercising his vote; and/or (xi) the Member has also voted through e-voting. The Scrutinizer's decision on the validity of a Postal Ballot Form shall be final and binding.

#### **DISPATCH OF POSTAL BALLOT NOTICE THROUGH E-MAIL AND REGISTRATION OF E-MAIL IDS:**

- 11) In accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Postal Ballot Notice will not be circulated, and the Company will also not be under any obligation to provide physical copies upon specific request of any Member(s).

The Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depository(ies) / Depository Participant(s), as on **Friday, January 27, 2023**, and who have registered their e-mail addresses with the Company or with the Depositories / Depository Participants.

Therefore, Members are requested and encouraged to register / update their email addresses, with their Depository Participant (in case of Shares held in dematerialized form) or with Kfin Technologies Limited ("Kfintech"), our Registrar and Share Transfer Agent ("RTA") (in case of Shares held in physical form).

- 12) Members holding shares in physical mode and who have not registered / updated their email addresses are requested to update their email addresses with the Registrar and Transfer Agents of the Company, viz., Kfintech on its website (at [www.ris@kfintech.com](mailto:www.ris@kfintech.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, Aadhar Card, Passport) in support of the address of the Member. In case of any queries / difficulties in registering the e-mail address, such Members may write to [gavlinvestors@godrejagrovvet.com](mailto:gavlinvestors@godrejagrovvet.com) / [gavl.secretarial@godrejagrovvet.com](mailto:gavl.secretarial@godrejagrovvet.com). Members holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant(s). The Company and RTA will co-ordinate with NSDL and provide the login credentials to the abovementioned Members, subject to receipt of the required documents and information from the Members. The Postal Ballot Notice is also being uploaded on the website of the Company viz. [www.godrejagrovvet.com](http://www.godrejagrovvet.com) and on the websites of the Stock Exchanges at BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).
- 13) The result of voting on the Resolution will be declared on or before **Tuesday, March 7, 2023** at the Registered Office of the Company and will also be displayed on the website of the Company ([www.godrejagrovvet.com](http://www.godrejagrovvet.com)) besides being communicated to the Stock Exchanges and NSDL.

#### **14) INSTRUCTIONS FOR VOTING**

##### **How do I vote 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: ACCESS TO NSDL E-VOTING SYSTEM:**

**A) Login method for e-Voting for Individual Shareholders holding securities in Demat mode:**

In terms of Circular dated December 9, 2020 issued by the Securities and Exchange Board of India (SEBI) on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their Demat accounts in order to access e-Voting facility.

Login method for **Individual Shareholders** holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"><li data-bbox="671 734 1506 1182">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL, viz., <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider, i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the e-Voting period.</li><li data-bbox="671 1227 1506 1391">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb /Ideas DirectReg.jsp</a></li><li data-bbox="671 1435 1506 1962">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider, i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period.</li></ol>

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider, i.e., NSDL. Click on “NSDL” to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e., NSDL, where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in Demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company’s name or e-Voting service provider, i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period.</p>

**Important Note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository, i.e., NSDL and CDSL:

Login type	Helpdesk Details
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for Shareholders other than Individual Shareholders holding securities in Demat Mode and Shareholders holding securities in Physical Mode:**

**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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 folio number is 001*** and EVEN is 123356 then User ID is 123356001***



5. Password details for Shareholders other than Individual Shareholders 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 from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (if you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
  - 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.

## **STEP 2: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM:**

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle exists.
2. Select “EVEN” of company for which you wish to cast your vote during the e-Voting period. In the present case, EVEN is **123356** for Postal Ballot of Godrej Agrovet Limited.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**GENERAL GUIDELINES FOR 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 [narasimhan.b8@gmail.com](mailto:narasimhan.b8@gmail.com) with a copy marked to [gavl.secretarial@godrejagrovet.com](mailto:gavl.secretarial@godrejagrovet.com) / [gavlinvestors@godrejagrovet.com](mailto:gavlinvestors@godrejagrovet.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Authority / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-voting” tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING ON THE RESOLUTION SET OUT IN THIS POSTAL BALLOT NOTICE:**

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), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Kfintech on its website [www.kfintech.com](http://www.kfintech.com).

2. In case shares are held in demat mode, please provide DPID-CLID [16 digit DPID + CLID (For NSDL Demat Account) or 16 digit beneficiary ID (For CDSL Demat Account), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Kfintech on its website [www.kfintech.com](http://www.kfintech.com). If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)**, i.e., **Login method for e-Voting for Individual Shareholders holding securities in demat mode.**
3. Alternatively, Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring User ID and password for e-voting by providing above mentioned documents.
4. In terms of the Circular dated December 9, 2020 issued by the Securities and Exchange Board of India (SEBI) on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their Mobile number and E-mail ID correctly in their demat account in order to access e-Voting facility.
- 15) The last date for the receipt of duly completed Postal Ballot Forms and e-voting (i.e., **Saturday, March 4, 2023, on or before 5.00 p.m. (IST)**) shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority.
- 16) The relevant documents referred to in this Postal Ballot Notice are available for inspection by the Members. The request for inspection may please be sent on [gavlinvestors@godrejagrovvet.com](mailto:gavlinvestors@godrejagrovvet.com) / [gavl.secretarial@godrejagrovvet.com](mailto:gavl.secretarial@godrejagrovvet.com) along with the Folio No. / DP ID and Client ID.
- 17) A Shareholder need not to cast all his/her votes for the Resolution nor does he require to cast all the votes in the same manner (i.e., either "For" or "Against").
- 18) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all material facts relating to the Resolution mentioned in this Postal Ballot Notice is given below:

### **ITEM NO. 1:**

The Company is required to have 50% (fifty percent) Independent Directors on its Board pursuant to the Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and consequent to the changes in the constitution of the Board of Directors, the Company is required to appoint at least 1 (one) Independent Director on its Board, to comply with the requirement mentioned under Regulation 17 of the SEBI Listing Regulations.

The Board of Directors of the Company, by a resolution passed on **January 28, 2023**, pursuant to the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Ms. Ritu Verma as an “Independent Director” of the Company for a term of 5 (Five) years commencing from January 27, 2023 upto January 26, 2028, based on her skills, experience, knowledge, and expertise, subject to approval of the Shareholders by way of special resolution.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Ritu Verma fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and also the SEBI Listing Regulations, for her appointment as an “Independent Director” of the Company and she is independent of the Management.

Further, in the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Ritu Verma possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering her rich qualifications, experience and expertise as mentioned in her Brief Profile provided hereunder.

In conformity with the Company’s Nomination and Remuneration Policy, Ms. Ritu Verma will be entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board of Directors and Committees thereof of which membership, if any, is held, reimbursement of expenses for participation in the Meetings and also commission on annual basis of such sum as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, subject to the overall limits as specified under the Companies Act, 2013 and the Rules framed thereunder.

Pursuant to Regulation 25(2A) of the SEBI Listing Regulations, appointment of an Independent Director shall be subject to the approval of the Members by way of a Special Resolution and where a Special Resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an Independent Director shall be deemed to have been made under the said Regulation 25(2A).

The Company has received a declaration from Ms. Ritu Verma confirming that she meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations. Further, the Company has also received consent from Ms. Ritu Verma for her proposed appointment as an “Independent Director” in terms of Section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and “Enforcement of SEBI Orders regarding appointment of Directors by listed companies’.

The draft letter of appointment of Ms. Ritu Verma, setting out the terms and conditions of her appointment, shall be available for inspection by the Members electronically. Members seeking to inspect the same can send a request e-mail to [gavlinvestors@godrejagrovvet.com](mailto:gavlinvestors@godrejagrovvet.com) / [gavl.secretarial@godrejagrovvet.com](mailto:gavl.secretarial@godrejagrovvet.com).

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the Resolution set out at Item No. 1.

The Board of Directors recommends the Special Resolution at Item No. 1 for approval of the Members by way of **Special Resolution**.

The brief profile of Ms. Ritu Verma in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is provided hereunder:

**Brief Profile of Ms. Ritu Verma:**

Ms. Ritu Verma is the co-founder and Managing Partner at Ankur Capital – an early stage venture capital firm that invests in disruptive digital and science led technologies. She is passionate about supporting breakthrough ideas that can solve challenging problems and create a better world. She has sat on the sides of many category creating companies as they establish roots and scale across the globe over the past 10 years.

Ms. Ritu serves on the Board or at Board observer positions at multiple of Ankur's portfolio – Cropin, Niramai, StringBio, Vegrow, Krishify, Piatrika, OffGrid, IBISA, Superfone and BigHaat.

Prior to starting Ankur Capital, Ms. Ritu ran Truven, an advisory firm for venture funds looking at investments in India and South East Asia. One of the funds she worked with was BASF corporate venture fund, which focused on investments in renewable energy, agri-biotech and materials. She has also brought products from lab to market across the globe as parts of innovation teams in Unilever and Philips working across roles from product development to marketing strategy. She holds 7 (seven) Patents and has authored and contributed to 7 (Seven) peer reviewed research publications in prestigious journals.

Ms. Ritu Verma is a Director and a Member of the Steering Committee at ThinkAg, a non-profit platform for scaling ag-tech innovations in India. She is a Member of the Global Development Committee for American Society of Mechanical Engineers, that focuses on hardware innovations globally. She is also a Member of the Core Advisory Committee for the Centre of Excellence in Agri Innovation at C-CAMP and IKP Advisory Group for our Agri and Sustainability. She has also been part of Government led initiatives to drive agricultural growth and sustainability.

Ms. Ritu holds an MBA from INSEAD and a Ph.D. in Physics from the University of Pennsylvania and has Bachelors from Middlebury College, Vermont.

**By the Order of the Board of Directors  
For Godrej Agrovvet Limited**

Sd/ -

**Vivek Raizada**

**Head – Legal & Company Secretary & Compliance Officer  
(ACS 11787)**

**Saturday, January 28, 2023**

**Registered Office:**

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

**Tel. No.:** 022 - 2519 4416

**Fax No.:** 022 – 2519 5124

**Website:** [www.godrejagrovet.com](http://www.godrejagrovet.com)

**E-mail:** [gavlinvestors@godrejagrovet.com](mailto:gavlinvestors@godrejagrovet.com)

**CIN:** L15410MH1991PLC135359

**DETAILS OF DIRECTOR SEEKING APPOINTMENT THROUGH POSTAL BALLOT**

<b>Name of Director</b>	Ms. Ritu Verma
<b>Director Identification Number (DIN)</b>	05262828
<b>Date of Birth (DD/MM/YYYY)</b>	06/07/1970
<b>Age (in years)</b>	52 Years
<b>Nationality</b>	Indian
<b>Date of original appointment (DD/MM/YYYY)</b>	27/01/2023
<b>Percentage of Shareholding in the Company</b>	0.00%
<b>Qualification</b>	MBA from INSEAD and a Ph.D. in Physics from the University of Pennsylvania and bachelors from Middlebury College, Vermont.
<b>Nature of expertise in specific functional areas</b>	Finance, Technology and General Management
<b>Number of Equity Shares held in the Company</b>	Nil
<b>Number of Board Meetings attended during the Financial Year 2021-22</b>	Not Applicable
<b>Directorships held in other Companies (*)</b>	<ol style="list-style-type: none"> <li>1. IKP Centre for advancement in Agricultural Practice</li> <li>2. Cropin Technology Solutions Private Limited</li> <li>3. Ankur Fincon Management Private Limited</li> </ol>
<b>Chairmanships of Committees in other companies (*)</b>	Nil
<b>Memberships of Committees in other Companies (*)</b>	Nil
<b>Names of the Listed Entities from which the appointee has resigned in the past three years</b>	Nil
<b>Relationships between Directors of the Company <i>inter-se</i> or with Key Managerial Personnel</b>	None
<b>Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid and</b>	Terms and conditions of appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website, i.e.,

<b>remuneration last drawn by such person</b>	<p><a href="http://www.godrejagrovvet.com">www.godrejagrovvet.com</a>.</p> <p>The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board of Directors and Committees thereof, as may be approved by the Board of Directors, reimbursement of expenses for participation in the Meetings and also commission on annual basis of such sum as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, subject to the overall limits as specified under the Companies Act, 2013 and the Rules framed thereunder.</p>
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(\*) The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies and private companies and position in companies under Section 8 of the Companies Act, 2013.





**GODREJ AGROVET LIMITED**

(Corporate Identity Number (CIN): L15410MH1991PLC135359)

Registered Office: "Godrej One", 3<sup>rd</sup> Floor, Pirojshanagar, Eastern Express Highway,  
Vikhroli (East), Mumbai – 400 079, Maharashtra, India

Tel. No.: (022) 2519 4416; Fax No.: (022) 2519 5124

Website: [www.godrejagrovat.com](http://www.godrejagrovat.com); E-mail: [gavlinvestors@godrejagrovat.com](mailto:gavlinvestors@godrejagrovat.com)

**POSTAL BALLOT FORM**

1.	Name of the First Named Member (in BLOCK LETTERS)	
2.	Registered Address of the Sole / First Named Member / Beneficial Owner	
3.	Regd. Folio No./ DP ID No.* / Client ID No.* (*applicable only to Members holding equity shares in dematerialized form)	
4.	Number of Equity Share(s) held	

I / We hereby exercise my / our vote(s) in respect of the Special Resolution to be passed by means of Postal Ballot for the business stated in the Postal Ballot Notice dated **Saturday, January 28, 2023**, by conveying my / our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Item No.	Description	Number of Equity Shares for which votes cast	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1.	<b>Special Resolution:</b> Appointment of Ms. Ritu Verma (DIN: 05262828), as an "Independent Director" of the Company for a term of 5 (five) years commencing from January 27, 2023 upto January 26, 2028.			

Place:

Date:

\_\_\_\_\_  
Signature of Member / Authorized Signatory

**E-VOTING PARTICULARS**

EVEN	USER ID	PASSWORD
123356		

Cut-off date for reckoning Voting Rights for Postal Ballot and E-Voting	Commencement of voting by Postal Ballot and E-Voting (Start Date)	Last date of receipt of Postal Ballot and close of E-Voting (End Date)
Friday, January 27, 2023	9:00 a.m. (IST) on Friday, February 3, 2023	5:00 p.m. (IST) on Saturday, March 4, 2023

(Please see the instructions overleaf for filling the Postal Ballot Form.)

**IMPORTANT INSTRUCTIONS FOR VOTING:**

1. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Member / Beneficial Owner as on **Friday, January 27, 2023**. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members as on the Cut-off date.
2. For E-voting, please refer the instructions under "E-voting Instructions" in the Notice attached herewith.
3. A Member may vote through electronic mode. E-voting will be available **from 9.00 a.m. (IST) on Friday, February 3, 2023 upto 5.00 p.m. (IST) on Saturday, March 4, 2023**. Members are requested to refer to instructions for e-voting, appended to this Notice.
4. Alternatively, Members may print the Postal Ballot Form and return the same duly completed and signed, so as to reach the Scrutinizer at **Mr. B. Narasimhan, Practicing Company Secretary, at 601-602, B Wing, Cosmic Heights, Bhakti Park, Near Imax Theatre Compound, Wadala (East) - 400037, Mumbai, Maharashtra, India, on or before 5.00 p.m. (IST) on Saturday, March 4, 2023**, failing which, it will be strictly treated as if no reply has been received from the Member. The Company, in no way, would be responsible for late / non delivery of Postal Ballot Form on account of any reason whatsoever. Therefore, the Members are requested to send the duly completed Postal Ballot Form well before the last date. Postage / Courier expenses for sending such physical Postal Ballot Form to the Scrutinizer will be borne by the Members. The Members are also requested NOT to send any other paper along with the Postal Ballot Form. Any extraneous paper found with the Postal Ballot Form would be destroyed by the Scrutinizer and the Company would not act on the same.
5. The Members can opt for only one mode of voting, i.e., either by physical Postal Ballot Form or E-voting. In case Members cast their vote by Physical Postal Ballot Form and E-voting, the voting done through E-voting shall prevail and voting done by physical Postal Ballot Form will be treated as invalid.
6. The Postal Ballot Form should be completed in all respects and signed by the Member (as per the specimen signature registered with the Company). Voting Rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint shareholding, this Form should be completed and signed (as per the specimen signature registered with the Company) by a First Named Member and in his / her absence, by the next named Member. Holders of the Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
7. In case of Equity Shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
8. The consent must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate box. The assent or dissent received in any other form shall not be considered valid. A Member need not use all his / her / their votes nor does he / she / they need to cast his / her / their votes in the same way.
9. The vote(s) of a Member will be considered invalid, *inter alia*, on any of the following grounds:
  - a. If a form other than the Postal Ballot Form issued by the Company is used;
  - b. If the Postal Ballot Form has not been signed by the Member or if the Member's signature does not tally with the specimen signature of the Company;
  - c. If the Member has put a tick mark (✓) in both the columns, that is, for 'Assent' and also for 'Dissent' to the resolution in such manner that the aggregate shares voted for 'Assent' and 'Dissent' exceed the total number of shares held;
  - d. If the Postal Ballot Form is incomplete or incorrectly filled;
  - e. If the Member has made any amendment to the resolution or imposed any condition while exercising his / her / their vote;
  - f. If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes;
  - g. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Members.
10. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
11. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to [gavlinvestors@godrejagrovet.com](mailto:gavlinvestors@godrejagrovet.com) / [gavl.secretarial@godrejagrovet.com](mailto:gavl.secretarial@godrejagrovet.com).
12. The Result of voting on the resolution will be declared within 2 (two) working days of the end date, at the Registered Office of the Company and will also be displayed on the website of the Company ([www.godrejagrovet.com](http://www.godrejagrovet.com)) besides being communicated to the Stock Exchanges.

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