



ANNUAL REPORT

2023-24



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Disclaimer

The statements in the "Management Discussion and Analysis Report" describe your Company's objectives, projections, estimates and expectations which may be "forward-looking statements" within the meaning of the applicable laws and regulations. The actual results could differ materially from those expressed or implied, depending upon the economic and climatic conditions, government policies, taxation and other laws and other incidental factors.

GODREJ GROUP

Established in 1897, the Godrej Group is amongst India's most diversified and trusted conglomerates. The Godrej Group comprises a varied business portfolio that includes real estate development, fast moving consumer goods, agriculture, home appliances, and lending and financial services. The Group has a proud tradition of making meaningful products and building businesses that serve the country's interests. Approximately 23% of the promoter holding in the Godrej Group is held in trusts that invest in the environment, health and education in India. We are also bringing together our passion and purpose to make a difference through our Good and Green strategy of shared values to create inclusive and greener India.

127

**YEAR LEGACY OF
EXCELLENCE**

90+

**Countries with
Godrej Products**

1.1 BILLION

**CONSUMERS
WORLDWIDE**





Our Purpose

We constantly innovate to improve farmer productivity and help feed our nation.



Watch the video



THE GODREJ WAY

To live our purpose, we need to ensure that we are guided by the right values

Our Values



Trust

- We hold ourselves to the highest standards of personal and business integrity
- Our word is stronger than any contract
- We put people and our planet alongside profits



Be Bold

- We have bold ambitions. We set the bar high. We outperform expectations.
- We adapt, We are agile and resilient.
- We continuously innovate. We champion new ideas. We take risks.



Create Delight

- We place our consumers at the heart of all we do.
- We obsess over current and future needs of our consumers. And then deliver
- We offer consumers amazing quality products at great value.



Own It

- We are 100/0. Take 100% accountability with 0 excuses.
- We speak our mind. We challenge the status quo.
- We focus on the details, but never forget the bigger picture.



Be Humble

- We own up to and learn from our mistakes.
- We ask for feedback. And then grow with it
- We give credit wherever due.



Show Respect

- We treat people like we would want to be treated
- We embrace and celebrate diversity
- We foster collaboration

Value we Create for our stakeholders



Employees

- Focus on inclusion and diversity, free of discrimination
- Sustainable employment opportunities and responsible remuneration



Shareholders, investors and lenders

- Robust Financial Strength and timely debt repayments
- Commitment to long-term value creation



Customers

- Commitment to provide consistently high-quality products in a responsible and timely manner
- Focus on R&D and Innovation to improve productivity and create delight



Government

- Generating economic value for society and delivering sustainable growth
- Contribution to the government exchequer through timely tax payment



Local community and civil society

- Constant engagement with local communities towards betterment of livelihoods, health and education
- Responsible and action-based monitoring of environmental and social impact from Company's operations



Suppliers and Other Value-chain Partners

- Creating multiple opportunities for local and small entrepreneurs
- Providing necessary trainings and support to improve productivity of value chain partners and boost local economy

CORPORATE INFORMATION

Chief Financial Officer

Mr. S. Varadaraj

Cost Auditors

P. M. Nanabhoy & Co.
Cost Accountants

Company Secretary & Compliance Officer

Mr. Vivek Raizada

Bankers

State Bank of India
ICICI Bank Limited
HDFC Bank Limited
Axis Bank Limited

Secretarial Auditors

BNP & Associates
Company Secretaries

R & D Centre

Nashik
(Maharashtra)
Chintampalli
(Andhra Pradesh)
Rabale
(Maharashtra)

Statutory Auditors

B S R & Co. LLP
Chartered Accountants

Registered Office

“Godrej One”, 3rd Floor,
Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Maharashtra
Telephone No.: 022 – 2519 4416
Fax No.: 022 – 2219 5124
Website: www.godrejagrovet.com
E-mail:
gavlinvestors@godrejagrovet.com
Corporate Identity Number (CIN):
L15410MH1991PLC135359

Registrar & Share Transfer Agent

KFin Technologies Limited

(Formerly:
KFin Technologies Pvt. Ltd.)
Selenium Building, Tower B,
Plot No. 31 & 32, Financial District,
Nanakramguda, Serilingampally
Mandal, Gachibowli,
Hyderabad – 500 032,
Telangana, India
Telephone No.: (91 40) 6716 2222
Fax No.: (91 40) 2343 1551
Investor Grievance E-mail:
einward.ris@kfintech.com
Website: www.kfintech.com

Factories

Crop Protection:

Samba (Jammu)
Lote Parshuram
(Ratnagiri,
Maharashtra)

Vegetable Oil:

Valpoi (Sattari, Goa),
Ch. Pothepalli (West Godavari
Dist., Andhra Pradesh),
Chintalapudi (Andhra Pradesh),
Seethanagaram (West Godavari
Dist. Andhra Pradesh),
Varanavasi (Ariyalur, Tamil Nadu),
Kolasib (Mizoram)

Animal Feed:

Sachin (Surat - Gujarat),
Miraj (Sangli - Maharashtra),
Khanna (Ludhiana - Punjab),
Dhule (Maharashtra),
Khurda (Orissa),
Vijayawada (Andhra Pradesh)
Chandauli (Uttar Pradesh),
Kharagpur (West Bengal),
Erode (Tamil Nadu),
Sarsa (Anand, Gujarat)
Hajipur (Bihar),
Tumkur (Karnataka),
Ikolaha (Ludhiana, Punjab),
Unnao (Uttar Pradesh)

Aqua Feed:

Hanuman Junction
(Andhra Pradesh),
Kondapalli
(Andhra Pradesh),
Barabanki
(Uttar Pradesh)

Animal Feed:

Bundi (Rajasthan),
Nashik (Maharashtra)
Medchal (Telangana)

BOARD OF DIRECTORS



Mr. Nadir B. Godrej
Chairman & Non-Executive Director



Ms. Tanya A. Dubash
Non-Executive Director



Ms. Nisaba Godrej
Non-Executive Director



Dr. Ritu Anand
Independent Director



Ms. Roopa Purushothaman
Independent Director



Ms. Aditi Kothari Desai
Independent Director



Ms. Ritu Verma
Independent Director



Mr. Pirojsha A. Godrej
Non-Executive Director



Mr. Burjis Godrej
Executive Director



Mr. Balram Singh Yadav
Managing Director



Mr. Natarajan Srinivasan
Independent Director



Mr. Kannan Sitaram
Independent Director



Dr. Ashok Gulati
Independent Director



-  Audit Committee
-  Nomination & Remuneration Committee
-  Stakeholders' Relationship Committee
-  Corporate Social Responsibility Committee
-  Risk Management Committee
-  Managing Committee

FROM THE DESK OF THE **CHAIRMAN**



NADIR GODREJ

Dear Shareholders,

It is my privilege to present to you Godrej Agrovet Limited's Annual Report for the Financial Year 2023-24. I hope this letter finds you and your families well and safe.

The global economy demonstrated remarkable resilience in the Financial Year 2023-24, navigating through various challenges such as persistent inflationary pressures, aggressive monetary policy tightening by central banks, continuation of geopolitical tensions, elevated public debt amidst tight financial conditions, weak recovery in China, etc. Concerted efforts by policymakers and structural reforms aimed at boosting productivity emerged as key focus areas to sustain global economic expansion.

India remains a bright spot in the revival of global economy. India's growth continued to be resilient

and India's GDP is estimated to grow by 8.2% in the Financial Year 2023-24 as compared to the growth rate of 7.0% in the Financial Year 2022-23. This exceptional performance is a testament to India's robust economic momentum and resilience.

The year gone by, turned out to be highly favourable for your Company in terms of increasing our overall profitability as compared to the previous year. Our Profit Before Tax (PBT) grew by 22% from ₹346 Crore in the Financial Year 2022-23 to ₹421 Crore in the Financial Year 2023-24. The growth in profitability was primarily driven by exceptional performance of domestic Crop Protection business, structural turnaround of Dairy business, market share gains in Animal Feed and robust volume and margin growth in branded products in our Poultry business.

Before we dive into performance for the year, I would like to express my sincere gratitude to all our Shareholders for their unwavering trust and support in Godrej Agrovet Limited, especially during these volatile times. We truly value your contribution and remain steadfast in our commitment to create sustainable and long-term value for our esteemed Shareholders.

Sustained topline and robust growth in bottom line lays down a strong foundation for improved performance in the coming years

While the year presented numerous challenges, we made sure that the majority of your Company's businesses remained focused on increasing their market share and achieving robust volume growth. In the Animal Feed business, overall volume growth was ahead of the industry, supported by strong growth in Cattle Feed and Fish Feed categories. Profitability of ACI Godrej Agrovet Private Limited, Bangladesh (your Company's joint venture), improved remarkably on account of lower input costs. The Dairy business has successfully transformed its profitability structure in the Financial Year 2023-24 due to improvement in operational efficiencies and improved milk spreads. Sustained improvement in salience of Value Added Products (VAP) has also helped to boost margins.

In the Poultry and Processed Food business, our focus is on brand-building and channel expansion which helped in improving profitability along with consistent improvement in volumes. Improvement in profitability was also attributable to the higher live bird prices this year.

The Crop Protection business has delivered an outstanding performance throughout the Financial Year 2023-24. This was primarily driven by strong growth in sales of in-house and in-licensed portfolio and lower sales returns as compared to the Financial Year 2022-23. As a result, our topline grew by 36.8% and our segment margin stood at 31% in the Financial Year 2023-24.

Your Company's subsidiary, Astec LifeSciences Limited, delivered a strong topline and margin expansion in the Contract Manufacturing business segment. This positive performance was overshadowed by subdued performance in Enterprise products due to lower sales realisations and margins due to severe demand supply imbalance. We have commercialized new products in Quarter 4 of the Financial Year 2023-24, aided by the strong R&D capabilities to accelerate portfolio diversification.

For Vegetable Oil business, Financial Year 2023-24 was a very challenging year due to lower realisations, which came off record highs of Financial Year 2022-23. We have successfully commissioned the refinery and solvent extraction plant which will help to reduce the impact of volatility in prices of Crude Palm Oil (CPO) and Crude Palm Kernel Oil (CPKO).

Robust Balance Sheet, bolstering long-term sustainability

During the Financial Year 2023-24, your Company achieved an improvement in working capital profile and low debt to equity ratio. Net working capital days reduced to 43 days in the Financial Year 2023-24 as compared

to 47 days in the Financial Year 2022-23. This was achieved through a steadfast focus on credit hygiene and accelerated customer collections, primarily in domestic Crop Protection business. Also, your Company have lowered the debt-to-equity ratio from 0.48 in Financial Year 2022-23 to 0.45 in Financial Year 2023-24 reflecting a strong balance sheet, thus bolstering the Company for long term sustainable growth trajectory.

R&D and other future-ready investments to aid in long-term consistent growth

Godrej Agrovet continues to invest strategically in cutting-edge R&D capabilities across its business segments. Our subsidiary, Astec LifeSciences Limited, recently launched an advanced R&D Center for Chemical Research, complementing our existing facilities in Animal Feed, Oil Palm and Crop Protection. These timely investments position us at the forefront of innovation in the competitive agriculture sector. By strengthening our R&D infrastructure now, we aim to accelerate the development and commercialization of new products, enabling Godrej Agrovet's sustainable growth and market leadership in the coming years.

Way Forward

While our strategic focus areas remain largely unchanged, allow me to reiterate some of our commitments under our long-term sustainable growth plan. At Godrej Agrovet, we recognize that the Food and Agri businesses, not just in India but globally, are inherently volatile in nature. To effectively navigate this intrinsic industry characteristic, we have strategically diversified our operational portfolio over the years. Additionally, we benefit from operational efficiencies and economies of scale by centralizing and sharing certain key functions across our businesses, such as finance, legal, information technology, strategy, manufacturing and human resources.

As we look to the future, our Company is dedicated to enhancing resilience and profitability across all business segments. Our strategy aims to mitigate exposure to cyclical market fluctuations and increase the share of high-margin products in our portfolio. In Creamline Dairy, we will capitalise on the operational efficiencies achieved this year and increasing the contribution of the value-added products' portfolio in the overall business mix. For Godrej Tyson, our efforts are to consciously scale down the live bird contribution to the overall mix and scaling up the branded business which is margin accretive.

Going forward our focus will be on the Contract Manufacturing (CDMO) operations of Astec LifeSciences. With the help of the new state-of-the-art R&D centre in operation, we will leverage this asset to increase the contribution of CDMO segment within our overall revenue mix. In the domestic Crop Protection segment, we aim to diversify our product portfolio to serve both harvesting seasons and further developing a pipeline for in-licensed and in-house products. Meanwhile, in Vegetable Oil segment, we will concentrate on unlocking margins across the value chain through initiatives such as refining, solvent extraction and waste-to-wealth strategies.

These strategic moves position us to create sustainable value and drive growth in the coming years, reinforcing our commitment to agricultural innovation and operational excellence.

Digital Transformation – a must to achieve efficiencies

At Godrej Agrovet, we have embarked on a digital transformation journey to support the ambitions of our diverse business portfolio. During the Financial Year 2023-24, your Company dedicated significant efforts towards this endeavour, spanning most of our businesses. We commenced by identifying key problem statements and subsequently crafted a comprehensive future roadmap aimed at achieving desired efficiencies, automation and intelligence across our operations.

Building on this momentum, your Company plans to implement several such digital initiatives across sales and marketing, supply chain and manufacturing operations, enabling us to stay ahead of the curve and deliver exceptional value to our stakeholders.

Sustainability – A Godrej way of doing business

At Godrej Agrovet, our commitment to environmental issues and community development has always been meaningful and long-term, with a deep purpose. Your Company's sustainability targets are guided by the Godrej Group's Good & Green vision of creating a more inclusive and greener world. We are one of the two companies in Indian agricultural sector to be included in the "A" list – leadership band of Climate Disclosure Project (CDP). GAVL CDP scores are ahead of the global averages. We made good progress towards achieving 2025 sustainable targets led by a 77% of energy consumption from clean renewable energy sources as against a target of 90% and being water positive Company already conserving 20x more water than our consumption. Towards achieving Carbon Neutrality by 2035, we have sequestered 29,750 MT of CO₂ in Financial Year 2023-24 which accounts for 28% of the annual CO₂ emission target of GAVL. We have reduced our specific Green House Gas (GHG) emission by 22%, already ahead of the targeted 15% by 2026.

During the year, your Company successfully completed submission of Green House Gas (GHG) emissions reduction roadmap target in line with Science Based Target's (SBTi) "Well Below 2°C" scenario. In doing so, your Company became one of the first Agri companies in India to commit to reduction in Scope 1 & Scope 2 GHG emissions by 37.5% and Scope 3 emissions by 16.0% by 2035. The targets were also validated and approved by the global SBTi committee.

On the people front, our livelihood and entitlement enablement initiatives continue to focus on sustainable economic development of vulnerable and low-income sections of the society. Our CSR programmes positively impacted the livelihoods of over 10,000 households and benefited more than 1,100 students.

At Godrej Agrovet, we strive to create a safe and dignified working environment. We value diversity within the Godrej Group and are committed to offering equal opportunities.

Before I conclude, on behalf of the Board of Directors and the Management, I would like to thank our employees, business partners, customers, vendors, investors and other stakeholders for their trust, efforts and contribution to the Company. We sincerely hope for your continued support as we take this Company forward, the Godrej way.

Nadir Godrej
Chairman

Godrej Agrovet Limited – At a Glance

₹ 9,561 crore
Total revenues
10 Year CAGR **10%**

₹ 743 crore
EBITDA (in FY 2023– 24)
Growth of **18%** y-o-y

₹ 802 crore
Cash generated from
Operations

AA (Stable)
ICRA Long-term rating

60 +
Pan India
manufacturing units
across businesses

Largest Feed
Player in India with 30+
Manufacturing Plants

**Largest Crude
Palm Oil**
Producer in India

77%
Energy utilization from
Clean Renewable
Sources

Water Positive
20x Water Conservation

70,000 +
Farmers were
supported through
various initiatives

A DIVERSIFIED R&D FOCUSED FEED-TO-FOOD AGRI BUSINESS

1

ANIMAL FEED

- #1 compound feed player in India
- Present across Cattle, Poultry and Aqua Feed
- 50:50 JV with ACI Godrej for Animal Feed in Bangladesh



2

OIL PALM

- Largest producer of Crude Palm Oil in India with ~30% market share
- Potential area for plantation of 2,00,000 Hectares

3

CROP PROTECTION

- Agrochemical products catering to entire crop lifecycle
- Acquired majority equity stake in Astec LifeSciences in 2015



4

DAIRY

- Acquired majority equity stake in Creamline Dairy in 2015
- Products sold under the 'Godrej Jersey' brand



5

POULTRY AND PROCESSED FOOD

- 51:49 JV with Tyson India Holdings Limited for processed chicken and frozen foods
- Products sold under the 'Real Good Chicken' and 'Yummiez' brands

Ghar ka Fast Food



Our R&D Capabilities



Nadir Godrej Centre for Animal Research & Development (NGCARD)

- Explore full genetic potential of the animals through nutrition
- Improving productivity of livestock
- Optimize cost of poultry meat, eggs and milk
- Value addition in agricultural by-products
- Explore newer protein rich ingredients
- Team of Veterinary scientists leads activities with State of art farms and laboratories

[R&D Centre at Nashik supporting Cattle, Broiler and Layer Feed Research](#)



Aqua Feed R&D centre

- Develop high quality, scientifically supported products for Aqua farmers
- New Product Development for region specific and varieties of Shrimp and Fish Feed and AHC
- Dissemination of Best Aquaculture practices to farmers

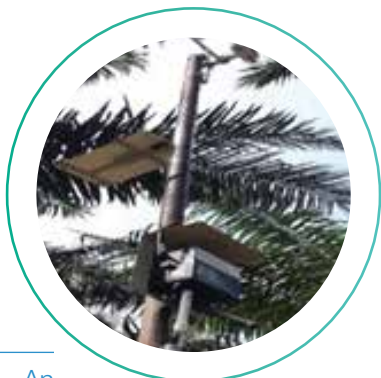
[R&D Centre at Hanuman Junction for Aquaculture Research](#)



Adi Godrej Centre for Chemical Research & Development

- Equipped for New Product Generation, Process Optimization and Scale-up, and Product Lifecycle Management
- Supported with advanced analytical instruments and sophisticated process safety infrastructure
- It will further augment our chemistries and capabilities making us an attractive partner for the Contract Development and Manufacturing (CDMO)

[R&D Centre at Rabale, Maharashtra for Chemical Research](#)



R&D Initiatives in Oil Palm business

- Nurseries for seedlings
- R&D Farm (40 acres)
- Plantation experiments such as Precision agriculture and plant Nutrition
- Diagnostics Lab
- Soil & Leaf analysis
- Microbiology Lab
- Oil Mill Pilot plant
- Biomass Valorization

Sustainability and Us

'Good and Green' approach towards Sustainability

Your Company constantly strives to make this world a better place. As a responsible corporate citizen, we will continue to make efforts towards reducing our environmental impact and work towards well-being & inclusive development of the society.

Our Sustainability & ESG Efforts



**Robust
Governance**



**Healthier
Environment**



**Happier
Societies**

Robust Governance

Our key focus areas:

- Maintain sustainable governance through Board & internal Committees
- Timely disclosures to our stakeholders
- Drive ethics & culture through Code of Conduct and Company Policies
- Compliance of statutory laws and regulations

Happier Societies

Our key focus areas:

- Inclusive & equitable development of communities through partnership programmes
- Holistic upliftment of underprivileged communities through Livelihood programmes, Education & Entitlements
- Being an employer of Diversity & equal opportunities and ensuring well-being and safety of our employees

Healthier Environment

Our key focus areas:

- Reduce specific energy consumption in our processes
- Achieve Water positivity
- Increase share of Renewable energy in our overall energy portfolio
- Reduce our Green House gas emissions and move towards Carbon Neutrality
- Ensure Zero waste to landfill

Your Company has demonstrated its ambitious commitment towards sustainability by being a member/signatory of the following global bodies:



Environment Sustainability Snapshot for the Financial Year 2023-24

What cannot be measured cannot be improved. Therefore, we follow a target-based approach for making headway into the Environmental Sustainability. We have clearly laid down green goals for the Financial Year 2025-26 and we evaluate our performance against them.



CDP Disclosure Score

Leadership band for CDP Climate Change Disclosure – “A-” which is well ahead of Asia Regional and the Global average score of “C”
CDP Forest (Palm Oil) & Water Disclosure Score – “B” which is above the Asia Regional and the Global average score of “C”



Submission of GHG reduction roadmap

1st Agri company in India to set Green House Gas (GHG) emissions reduction target and action plan in line with SBTi’s Well Below 2^o C scenario
 Committed to reduce absolute Scope 1 & Scope 2 GHG emissions by 37.5% and Scope 3 emissions by 16.0% by FY 2034-35



Carbon Neutrality

29,750 MT of CO₂ sequestered through watershed project in FY 2023-24 (accounting for 28% of our Carbon Footprint)
 Targeting **Carbon Neutrality** by FY 2034-35



Increase in the share of Renewable Energy

~77% energy used in our manufacturing plants comes from the renewable sources;
 Installed Solar rooftops at **20+** manufacturing sites
~100% of energy used in our Vegetable Oil business from the renewable portfolio of boiler fuel through waste of fruit bunches



A Water Positive Company

20x water positive company; Sequestered 37 million m³ water

Case Study - 1

A quiet revolution in dairy farming

Every glass of nutritious milk carries with it a carbon footprint. Worldwide producing milk contributes to about 4% of all global greenhouse gas (GHG) emissions. A study by the Food and Agriculture Organization, estimates that farms globally emit about 1.4kg CO₂e / per kg of milk. However, the Godrej Cattle Genetics farm's most recent carbon footprint calculations revealed that our farms emit almost half the emission of the global average, at about 0.7kg CO₂e / per kg of milk. The farm of 1,200 cattle located in the outskirts of Nashik, Maharashtra blends innovation and tradition seamlessly to improve productivity and quality while reducing emissions.

First, the focus on cattle health and feed with smart technology has enabled the average milk yield at 26 kg per day which is almost double the national average. That's not just good for the farm but it's good for the environment as each kg of milk comes with almost half the carbon footprint. Second, with the state-of-the-art embryo management technology, the farm cuts down on decade long breeding programme and produces highest quality in-vitro-ready-for-transfer-pedigree embryos. So you can get a high breeding cattle in just 3 years. Lastly, the farm channels all cattle waste to an in-house biogas plant, generating about 500 kWh/day, accounting for over a quarter of the plant's energy needs.

With a mix of innovation, technology and a commitment to sustainability, the dairy farm not only produces nutritious milk but also nurtures a healthier planet.



Case Study - 2

Enhancing farmer well-being through a sustainable approach to palm oil cultivation

Your Company's Oil Palm business is connected with over 10,000+ palm oil farmers across our six oil mills in India. In our operations, we put farmer welfare foremost. Our partnership with any farmer cultivating oil palm begins with a detailed questionnaire. This questionnaire helps to understand the background of the farmers, their farmland, crops cultivated, and technology-fertilisers used, among others.

We work closely with the farmers right from planting the seeds, using the right fertilisers while maintaining seed health, harvesting techniques and equipment use till the final stage of procuring the palm fruit kernels. To ensure traceability and transparency, we have developed a web-based portal & an app 'Farmer Management System' for farmers and agents. Every farmer, agent, and collection centre has a unique code that helps to distinguish farmers and also get data history about past cultivations.

The fields we are working with are also geo-tagged with more than 95% accuracy levels on tree count, giving us a display of all the fields we work with. We ensure the wellbeing of the farmers and their families during the entire stretch from planting to harvesting and provide support if there is any accident or health crisis. With farmers, we envision making India a dominant and sustainable player in the oil palm market.



Engaging With Communities

At Godrej Agrovet, we are committed towards inclusive and equitable development of our communities and the societies which are at the base of the social pyramid. In FY 2023-24, we made significant efforts towards sustainable development of the marginalised and underprivileged communities through various livelihood, education and entitlement programmes in partnership with the non-profit organisations and social enterprises.

Our various CSR programs covered 78,000+ beneficiaries across the country while supporting 16,000+ students in various capacities.



Livelihoods & Entitlements



Water Stewardship



Other work based on the community needs Livelihoods & Entitlements

Livelihoods and Entitlements



Our livelihoods and Entitlement programmes are aimed at economic development of the vulnerable and low-income sections of the society, in line with our belief of their inclusive & equitable development.

Under Value Chain and Grameen Vikas initiatives in FY 2023-24, 3,059 agri farmers benefitted through the crop management and bee hotel management training and 61,249 animal husbandry farmers were reached through the capacity building sessions on nutrition and disease management. 625 floriculture farmers trained on best agricultural practices including land preparation, fertilizer management through agri-demo, exposure visits, farmer field school resulting in reduction of input cost by INR 8,000/farmer/month on fertilizer and an adaption of 70%. With the aim of creating supplemental income, as well as an opportunity to improve livelihoods for the communities, we supported women from the self-help groups in setting up small scale enterprises, for 163 families.



Households benefited through our Entitlement programmes by connecting them with the Govt. welfare schemes



Farmers were trained on improved agricultural practices that resulted into profit generation for them



Animals covered through vet camps leading to savings for farmers



Small scale enterprises set up by women of the Self Help Groups to supplement their household income

Watershed Management



Our Integrated Watershed Development Project aims at restoring the ecological balance in the drought prone areas of Magadi in Karnataka, Barwani in Madhya Pradesh and Nashik in Maharashtra. In Barwani and Magadi, we have partnered with NABARD, efforts are made to recharge the groundwater, make it available for irrigation and to reduce the effect of climate change on the farmers. The local communities are trained in water management and sustainable agriculture practices.



Farmers have been covered through the project by providing support for livelihood and capacity building



of land covering in Magadi, Barwani and Nashik has been treated under the project



of water has been sequestered in FY 2023-24

Education



Around our manufacturing plants in Maharashtra and Uttar Pradesh, with the help of our NGO partner, we have set up digital cafes with pre-loaded syllabus and videos in the educational tablets to facilitate learning for the children from class 6 – 10. The Café also serves as coaching institute for the rural students.



Students watched over 36,000+ hours of digital educational content through our digital cafes

Community development

Under our community development initiatives, 15,000 rural youth were trained across 175 schools in technical, business and leadership skills needed in modern, sustainable agriculture and enterprise. We facilitated training on Indian Music as well as supported school infrastructure for 550+ students.

Case Study - 3

Improving Dairy farming practices

GAVL has been running comprehensive dairy programmes in three blocks of Tamil Nadu to support dairy farmers and improve cattle management practices. The programme aims to increase milk yield and income for farmers with activities such as veterinary camps, artificial insemination, and training on cattle management.

In veterinary camps, the farmers address health issues, establish vaccination schedules, and learn preventive measures to ensure the health of their cattle. Artificial insemination services are offered to enhance the genetic potential of dairy cattle, improving breed quality and milk productivity. The training sessions on cattle management equip farmers with essential skills and knowledge about proper feeding practices, hygiene standards, and efficient farm management techniques to optimise milk production and ensure the well-being of their cattle.

The programme is playing a crucial role in transforming the dairy sector in Tamil Nadu, benefiting both farmers and the community. In FY23-24, we have reached out to 9,400 farmers and provided service to over 14,000 cattle through veterinary camps.

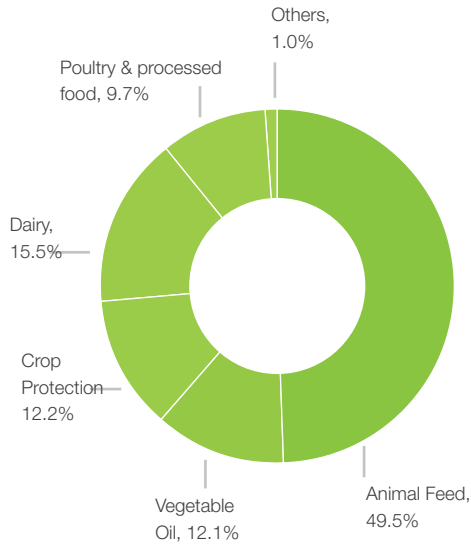


Glimpses of Our CSR Work

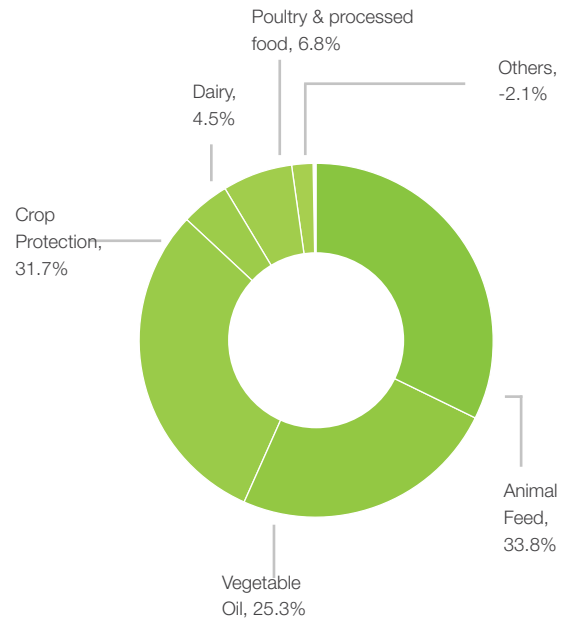


Financial Highlights – At a Glance

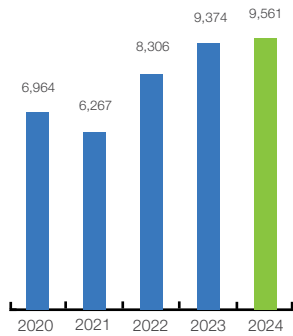
Segmental Revenue (%) - FY 24



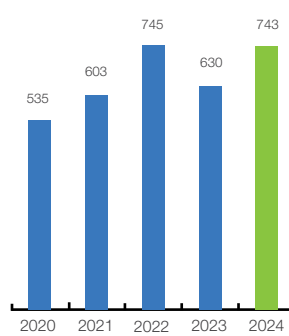
Segmental Results (%) - FY 24



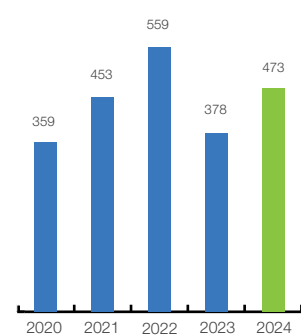
Total Revenue in ₹ Crore



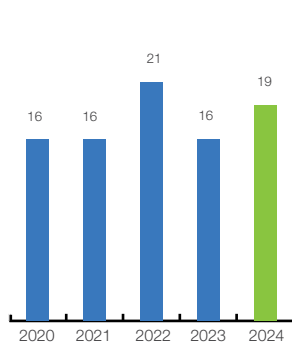
EBITDA in ₹ Crore



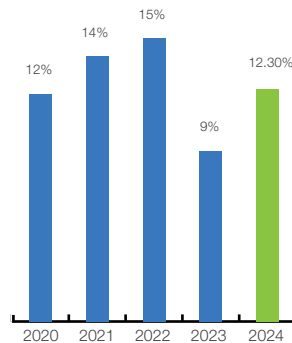
Profit Before Tax in ₹ Crore



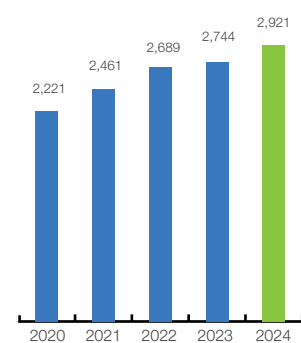
Earning Per Share in ₹



Return on Capital Employed (%)



Net Worth in ₹ Crore



Management Discussion and Analysis Report

A. Indian Economic Overview

Global economies which were impacted by uncertainties and volatility on account of Covid-19 fallout, prolonged geopolitical conflicts and monetary tightening by central banks amidst inflationary trends are witnessing gradual resurgence, marked by waning fears of recession and rebounding growth in major economies. However, there are some regional incongruences, with some regions experiencing subdued economic activity on account of geopolitical tensions. Globally, inflation management continues to remain a key priority. Despite these challenges, leading indicators suggest an overall expansion in economic activity driven by both manufacturing and service sectors.

India remains a bright spot in the revival of the global economy. The Indian economy continued to exhibit robust economic performance with broad-based growth across sectors. RBI also, in its recent MPC meeting, noted the strong growth momentum in the economy and projected real GDP growth for 2024-25 at 7 percent, driven by a pickup in rural demand and sustained momentum in the manufacturing sector. In its April 2024 WEO, IMF revised upwards its estimate of India's GDP growth for FY 2023-24 to 7.8 percent and of estimated a growth rate 6.8 percent in 2024-25 based on its assessment of strength in domestic demand and demographic advantage. In March 2024, India witnessed a surge across multiple economic indicators, reflecting robust and resilient business activity. The month marked significant milestones, from record-breaking performances in the stock market to remarkable advancements in tax revenue collection. The buoyancy extended to the manufacturing and services sectors, as evidenced by the soaring HSBC India Manufacturing PMI and Services PMI. The gross GST collections for the month of April 2024 hit a record high of ₹2.10 lakh crore which is a growth of 12.4 per cent year-on-year. In March 2024, the HSBC India Manufacturing PMI surged to an impressive 59.2, a notable increase from the final figure of 56.9 recorded in the previous month. This marks the fastest growth in factory activity since February 2008.

In March, India's services sector hit a peak, with exports surging to a fiscal year high. The HSBC India Services PMI soared to 61.2, marking one of the sector's most significant expansions in sales and business activity in nearly 14 years.

The Index of Industrial Production (IIP) for February 2024 brought forth encouraging insights into India's industrial landscape.

High inflation though, was a key challenge for the Government and this has resulted in RBI holding on to high policy rates and rise in lending rates.

Overall, India continues to be the fastest-growing major economy with positive assessments of the growth outlook for the current financial year, for India by international organisations and RBI.

B. Indian Agricultural Sector Overview

Agriculture and allied sectors continue to remain one of the most important sectors of the Indian economy and is the main source of livelihood for ~55% of India's population.

India has the world's largest cattle herd, the largest area planted for wheat, rice, and cotton, and is the largest producer of milk, pulses, and spices in the world. It is the second-largest producer of fruit, vegetables, tea, farmed fish, cotton, sugarcane, wheat, rice, cotton, and sugar. The agriculture sector in India holds the record for second-largest agricultural land in the world generating employment for about half of the country's population. Thus, farmers become an integral part of the sector to provide us with a means of sustenance.

The agriculture and allied sectors have remained resilient throughout the pandemic and geopolitical conflicts and is estimated to have grown by 0.7% in Financial Year 2023-24, as per Second Advance Estimates by Central Statistical Office (CSO).

Foodgrains production declined in kharif season due to deficient and unevenly distributed rainfall (both spatially and temporally) along with depleting reservoir levels. As of March 28, 2024 reservoir levels were at 36 per cent of the full capacity, below the last year's level of 43 percent.

Foodgrains production for 2023-24 is estimated at 3,093.5 lakh tonnes, 1.3 per cent lower than the final estimates of last year (as per Second Advance Estimates). Among major crops, the output of rice declined while that of wheat rose. Pulses production dropped with a sharp decline recorded during the kharif season. Among commercial crops, the output of oilseeds, cotton and sugarcane registered a sharp decline vis-à-vis last year. As per the First Advance Estimates (FAE), the production of horticultural crops during 2023-24 was placed at 355.3 million tonnes, marginally lower than the final estimates of 2022-23 and 1.2 per cent higher than the FAE of 2022-23

The high frequency indicators exhibit a mixed picture of rural activity as two-wheeler sales, agriculture credit and MNREGA demand indicate buoyancy while tractor sales and fertiliser sales suggest some softness in activity during H2. Prospects of rural activity, however, appear bright due to better prospects of agricultural output amidst the IMD's forecast of an above normal south-west monsoon in 2024 and accelerated pick up in informal sector activity.

The interim budget for FY24-25 has promised stepping up of value addition in agricultural sector and boosting farmer's income and has made substantial budgetary allocations as below:

Interim Budget Financial Year 24-25 – Highlights for the agriculture sector

- ***The allocation for the Agriculture ministry has been set at ₹1.27 lakh crore exhibiting an increase from revised estimates of ₹1.16 lakh crore in FY 23-24***
- ***Outlay for agriculture and allied activities enhanced to ₹1.47 trillion in FY2025 Budget Estimates (BE) from ₹1.41 trillion in 2023-24 Revised Estimates (RE)***
- ***Allocation towards modified interest subvention scheme increased to ₹226 billion for FY2025 BE from ₹185 billion for FY2024 RE***
- ***Allocation for Rashtriya Krishi Vikas Yojna increased to ₹75.5 billion for FY2025 BE from ₹61 billion for FY2024 RE***
- ***Allocation of ₹600 billion for FY2025 BE towards the Pradhan Mantri Kisan Samman Nidhi Yojna remains at similar levels as FY2024 RE***
- ***Promotion of private and public investment in post-harvest activities, including aggregation, modern storage, efficient supply chains, primary and secondary processing, as well as marketing and branding***

In view of the above mentioned, agriculture output is expected to remain robust and the sector is likely to continue on a growth path.

C. Key Business Segments

Your Company is a diversified, research and development focused agri-business company with operations across 5 (five) business verticals – animal feed, crop protection, oil palm, dairy and poultry and processed foods. The Company focuses on improving the productivity of farmers by innovating products and services that sustainably increase crop and livestock yields. Detailed information on the current performance and future strategy of these business segments is as below:



Animal Feed Business

The Animal feed business continued the growth momentum with sustained volume growth in key categories ahead of the industry average. Profitability improved significantly on account of softened commodity prices and improved realisations and your Company registered a growth of 31% in segment margins in Financial Year 2023-24. Cattle feed segment continued to reinforce its dominant position in Western region steered by portfolio of new products launched over the last few years. All of these recent products, with Samruddhi in particular, continued to witness a surge in demand and registered a robust volume. Aqua feed segment also recorded a growth in volumes in Financial Year 2023-24 led by market share gains in fish feed across key markets.

During the year, your Company infused additional investment of ₹25 Crore in Godrej Cattle Genetics Private Limited (“GCGPL”) for business expansion and day-to-day operations. Having stabilised lab operations and onboarded large strategic customers, GCGPL continued to achieve new milestones in embryo production and sales.

Godrej Agrovet’s 50:50 joint venture with Advanced Chemical Industries Limited (ACI), Bangladesh, named ACI Godrej Agrovet Private Limited, maintained robust growth momentum by further consolidating its market share in Bangladesh across categories and recording a modest 8% growth in top-line but a massive 117% year-on-year growth in bottom line.

In the coming year, Animal Feed business will remain committed to gain further share in its established markets while expanding into newer regions with new product development efforts backed by its R&D setup. Your Company will also launch several new initiatives to build a strong brand visibility and a deeper customer loyalty in an otherwise unorganised market by fully integrating its digital initiatives.

CROP PROTECTION



Crop Protection Business

In Financial Year 2023-24, deficient and unevenly distributed rainfall along with lower reservoir levels led to weak performance of domestic agrochemicals sector.

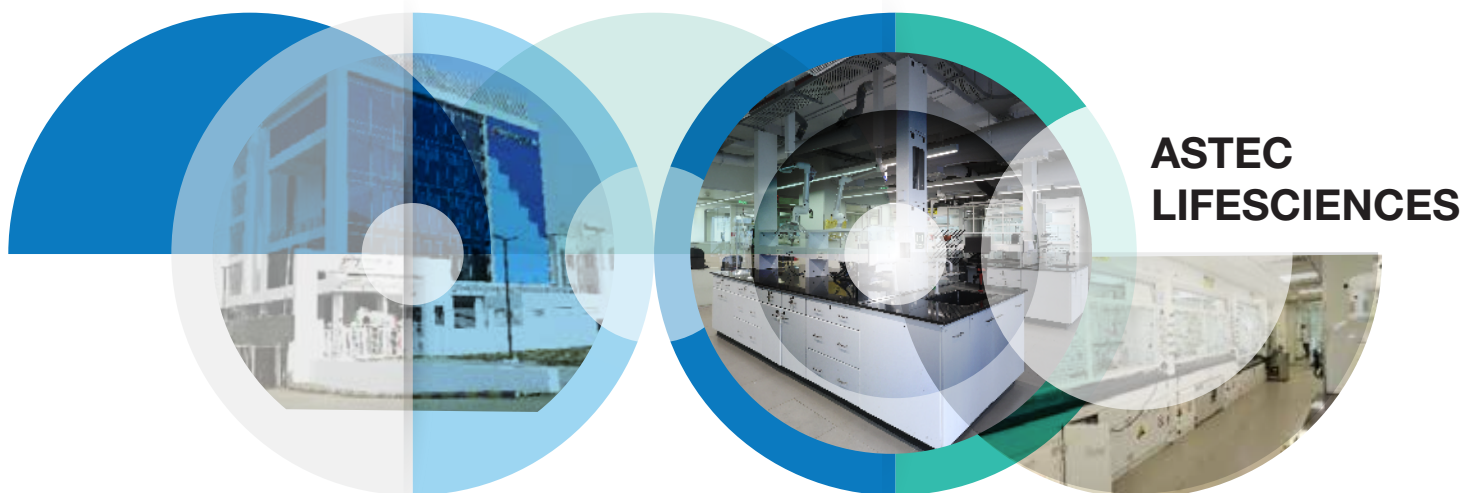
In the midst of a challenging year for the sector, GAVL's standalone Crop Protection business (CPB), delivered a stellar performance in Financial Year 2023-24. The segment registered a topline growth of 37% year-on-year and segment margins grew significantly and were 3.4x of Financial Year 2022-23. The sales growth was led by in-house portfolio comprising of HITWEED range of herbicides coupled with in-licensed insecticides, GRACIA, which was launched in February 2022. Herbicides portfolio registered robust volumes in Financial Year 2023-24 while GRACIA continued to deliver strong volume growth. The spectacular results were achieved by having a single-minded focus on creating "Customer Delight". This involved end-to-end integration of on-field / demand generation activities, supply chain efficiencies and deep understanding of the needs of the end consumer. CPB team also achieved a substantial improvement in the working capital cycle and collections driven by concerted efforts in maintaining credit hygiene.

The Company's in-house herbicide and in-licensing insecticide products have created a strong niche in the fiercely competitive Indian Agrochemical sector. Going forward, along with the existing product portfolio, your Company will also focus on new product development through in-house R&D initiatives and in-licensing collaborations with innovators / large global players.

Your Company's subsidiary, Astec LifeSciences Limited, faced volume headwinds and price corrections in both exports as well as domestic markets. In the export markets, a number of active ingredients and intermediaries witnessed drop in volumes during the year on account of several factors such as high inventories, de-stocking strategies and demand-supply imbalance. As a result, Astec reported decline in revenues and losses in Financial Year 2023-24 as compared to the previous year. Nonetheless, Astec's performance in contract manufacturing (CMO) and new products segment was in line with the expectations with 67% growth in revenues as compared to the previous year.

The Company's investment in a new state-of-the-art Research & Development centre, named "Adi Godrej Centre for Chemical Research and Development" in Rabale, Maharashtra has started showing results with new products being commercialised in Financial Year 2023-24.

In the next Financial Year, Astec LifeSciences will continue to focus on scaling up R&D projects, diversification into other molecules as well as chemistries and expanding its customer base for contract manufacturing business. In addition to R&D facility, Astec has also initiated expansion of herbicides plant at existing Mahad facility during the year. With steadfast focus on R&D, business diversification and future-ready investments, Astec's management team remains committed to long-term strategic growth.





OIL PALM

Oil Palm Business

Your Company is the largest oil palm processor in India and works directly with more than 11,000 farmers for the entire lifecycle of the crop.

During the Financial Year 2023-24, your Company completed the forward integration and margin expansion in Palm Oil value chain. Refinery with a capacity of 400 metric ton per day and Solvent extraction plant with a capacity of 200 metric ton per day were commissioned in Q1 2023-24.

Financial Years 2021-22 and 2022-23 had witnessed prices at record high levels for both Crude Palm Oil (CPO) and Palm Kernel Oil (PKO) primarily due to supply chain disruptions caused by Covid-19 fallout and geopolitical conflicts in the form of Russia-Ukraine war. With the gradual return of normalcy, the average realisations of end-products also returned to usual levels but were significantly lower as compared to Financial Year 2022-23. CPO & PKO prices were lower by 20% and 28% respectively over previous year. Consequently, the segment revenues and margins were lower.

GAVL continued to work aggressively on area expansion in the newly allocated areas in states of Assam, Manipur, Tripura, Nagaland, Orissa and Telangana. Your Company also signed multiple Memorandum of Understanding (MOUs) and received allocations from various state Governments – namely Telangana, Andhra Pradesh and Odisha during the year. With these newer opportunities, GAVL is working towards the goal to add 60,000 hectares of additional oil palm plantations over the course of the next five years to support the long-term sustainable development of oil palm in India. Similarly, to achieve this goal, GAVL launched a unique initiative called “Samadhan” centres, a one stop solution centre which would provide a comprehensive package of knowledge, tools, services and solutions to oil palm farmers. Your Company aims to establish Samadhan centre as a critical enabler in Indian Palm Oil industry and assist oil palm farmers in optimising their yields by adopting latest agricultural techniques and boosting their productivity. As a part of the Samadhan initiative, GAVL plans to establish 50 Samadhan centers across the India by 2027 with each center supporting ~2,000 hectares of area under oil palm. It will also help to support farmers to avail developmental finance, government subsidies/schemes and other benefits. GAVL has operationalised 8 new centres in Andhra Pradesh & Telangana in Financial Year 2023-24. With this the total count of Samadhan centres is 13 across key states of Andhra Pradesh & Telangana.

GAVL continued to make significant progress in several digital initiatives as well as ESG targets. To ensure traceability and transparency, GAVL has developed a web-based portal & an app 'Farmer Management System' for farmers and agents. The same is being fully revamped to provide improved service levels to all key stakeholders. We have also made satisfactory progress on our ESG goals for Oil Palm business and it continues to generate entire energy requirements inhouse, achieving net zero carbon emissions.

DAIRY



Dairy Business

Financial Year 2023-24 was a year of structural turnaround for our dairy business. Our dairy subsidiary, Creamline Dairy Products Limited ("CDPL"), reported a profit for Financial Year 2023-24 and has charted a path to sustained margin expansion. This was possible due to the significant improvement in operational efficiencies across all key areas of business i.e. milk procurement, supply chain & logistics, sales & marketing, etc. This led to a significant expansion in gross margin across all categories i.e. liquid milk and value added products.

Growth in VAP portfolio was led by market share gains in some of the key markets, primarily in curd, buttermilk and milk-based flavoured drinks. Share of VAP in total sales increased to 36% in Financial Year 2023-24 from 32% in Financial Year 2022-23.

In the medium term, CDPL will be focussing on two key levers for achieving a sustainable growth in profitability – (a) Volume growth led by VAP portfolio, and (2) Margin expansion through Procurement & Supply Chain Efficiencies. While liquid milk volumes will continue to grow at a steady pace, rapid expansion of VAP portfolio would be a key priority in the coming year. This will be supplemented by strengthening the direct milk procurement network and improving operating leverage. Your Company remains fully focused on improving the profitability of CDPL.

POULTRY & PROCESSED FOOD



Poultry and Processed Food Business

Godrej Tyson Foods Limited (“GTFL”) continued to build on improving & sustaining operational efficiencies and delivered excellent improvement in profitability. The profitability for the year improved significantly over Financial Year 2022-23 and was 2.8x of Financial Year 2022-23 segment margin, while topline remained flat. This was a result of robust volume performance in branded categories coupled with recovery in live bird prices.

Amongst branded categories, Real Good Chicken (RGC) continued to register a volume growth of 16% for the second straight year on the back of QSR and Institutional sales.

On operational front, the live bird business continued to sustain healthy improvement in key performance metrics such as feed conversion ratio, hatchability success rate etc. Improved realisations in current financial year resulted in significant improvement in profitability.

GTFL would continue to focus on rapidly increasing the proportion of branded categories in the overall revenue mix to improve margin stability in the long term. In RGC, the emphasis would be on brand building and accelerating e-commerce channel for enhancing retail presence. In Yummiez segment, GTFL’s aim is to scale up volume growth through expanding product portfolio and by adding new sales channels for increasing the distribution reach.

Opportunities, Strengths, Concerns

Opportunities and Strengths

- **Increase market share in existing business verticals:** Several sectors in which your Company operates are largely unorganized, therefore, cost leadership is a key enabler for your Company to increase the market share of its products in those segments. The Company’s ability to increase sales will be strengthened by continued focus on offering a wide range of innovative products across all business verticals which will help in gaining market share. Additionally, in the medium-term, due to supply chain disruption and lack of liquidity leading to the closure of smaller business units, larger players with strong balance sheets will gain market share.

- **Pan-India presence with extensive supply and distribution network to benefit the Company in the long-run:** Your Company has a pan-India presence and operations spanning across 5 (five) business verticals. The Company has set up processing facilities and supporting infrastructure as well as R&D to develop a modern operating platform across key agriculture verticals. As a result of its widespread network and significant operational experience, the Company is well placed to identify key market trends and introduce a range of innovative and value-added products in the market to cater to the evolving needs of the customers. The nationwide footprint also allows the Company to leverage the competitive advantages of each location to enhance competitiveness and reduce geographic and political risks in businesses.
- **Diversified businesses with synergies in operations:** Segmental and geographical diversification across business verticals provide a hedge against the risks associated with any particular industry segment or geography while benefiting from the synergies of operating in diverse but related businesses. Synergies across diverse businesses provide the ability to drive growth, optimize capital efficiency and maintain competitive advantage. The Company also derives operational efficiencies by centralizing and sharing certain key functions across businesses such as finance, legal, information technology, strategy, procurement and human resources.
- **Strong Research & Development (R&D) Capabilities:** The Company's emphasis on R&D has been critical to its success and a differentiating factor from competitors. Dedicated R&D is undertaken in existing products primarily with a focus to improve yields and process efficiencies. The Company also focuses on R&D efforts in areas where there is significant growth potential. Through our subsidiary Astec LifeSciences Limited, your Company has access to strong R&D capabilities in the agrochemical active ingredients category. Investment is also being made in developing innovative technologies to further grow our product portfolio across businesses.
- **Focus on inorganically growing business offerings:** Your Company will evaluate inorganic growth opportunities, in keeping with the strategy to grow and develop market share or to add new product categories. Your Company may consider opportunities for inorganic growth, such as through mergers and acquisitions, if, amongst other things, they consolidate market position in existing business verticals or achieve operating leverage in key markets by unlocking potential efficiency and synergy benefits. Your Company can also look at opportunities that will strengthen and expand its product portfolio and increase its sales and distribution network.

Threats, Risk & Concerns

- **Unfavourable local and global weather patterns can have an adverse effect on the business:** As an agri-based Company, the businesses are sensitive to weather conditions, including extremes such as drought and natural disasters. The availability of raw materials required for operations and the demand for products may be adversely affected by longer than usual periods of heavy rainfall in certain regions or a drought in India. The occurrence of any unfavourable weather patterns may adversely affect business, results of operations and financial condition.
- **Availability of raw materials and arrangements with suppliers for raw materials:** Each of the businesses depends on the availability of reasonably priced, high-quality raw materials in the quantities required by operations. The price and availability of such raw materials depend on several factors beyond the Company's control, including overall economic conditions, production levels, market demand and competition for such materials, production and transportation cost, duties and taxes and trade restrictions. The Company typically sources raw materials from third-party suppliers or the open market which exposes the Company to volatility in the prices of raw materials and dependence on third-party for delivery of raw material. Also, any inability to procure raw materials from alternate suppliers in a timely fashion, or on commercially acceptable terms, may adversely affect operations.

- **Improper handling, processing or storage of raw materials or products:** The products that your Company manufactures or processes are subject to risks such as contamination, adulteration and product tampering during their manufacturing, transport or storage. Inherent business risks exist in form of product liability or recall claims if products fail to meet the required quality standards or are alleged to result in harm to customers. Such risks may be controlled, but not eliminated, by adherence to good manufacturing practices and finished product testing. Although the Company has product liability insurance cover for domestic and international markets for businesses, it cannot assure that this insurance coverage is adequate or that any losses will be adequately compensated by the insurers in the event of a product liability claim.
- **Seasonal variations in the businesses:** Your Company's businesses are subject to seasonal variations that could result in fluctuations in performance. For example, in the animal feed business, the Company sells lower volumes of cattle feed during the monsoons due to the availability of green fodder. In the poultry and processed foods business, the demand for poultry products is higher in the second half of the Financial Year since the consumption of poultry meat and eggs is higher during winter months, while the sale of such products is lower during certain religious festivals. As a result of such seasonal fluctuations, sales and results of operations may vary by fiscal quarter. The sales and results of operations of any given fiscal quarter may not be relied upon as indicators of the sales or results of operations of other fiscal quarters or future performance. In addition, financial performance is also impacted by other risks such as inability to manage diversified operations, dependency of revenue from animal feed business and dependency of the utilization of services of third parties for our operations.

D. Disclaimer:

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

Company's Financial Performance

Consolidated Performance:

For the Financial Year 2023-24, your Company reported consolidated total income of ₹9,602 Crore as compared to ₹9,481 Crore in the previous Financial Year. Profit before exceptional items and tax was ₹473 Crore in FY 2023-24 as compared to ₹378 Crore in the previous Financial Year.

The key highlights of Consolidated Financials for the Financial Year ended March 31, 2024 are as under:

Particulars (in ₹ Crore)	FY 2023-24	FY 2022-23
Total Income	9,602	9,481
Earnings Before Interest, Tax, Depreciation and Amortization*	757	564
Profit Before Tax*	434	280
Profit After Tax*	370	240
Total Comprehensive Income	358	291

* Excluding non-recurring & exceptional items

Key Financial Ratios

The key financial ratios for Consolidated financials are as per the below table:

Particulars	FY 2023-24	FY 2022-23
Debtors Turnover Ratio	17.4	12.3
Inventory Turnover Ratio	7.0	6.7
Interest Coverage Ratio	4.9	4.5
Current Ratio	1.0	1.0
Debt Equity Ratio	0.5	0.5
Operating Profit Margin (%)	7.3%	5.6%
Net Profit Margin (%)	3.8%	3.2%
Return on Net worth (%)	12.3%	10.7%

The formulae used for computation of key financial ratios are as follows:

Debtors Turnover Ratio	Net Sales / Average Trade Receivable
Inventory Turnover Ratio	Cost of Goods sold / Average Inventory
Interest Coverage Ratio	Profit Before Interest and Taxes / Finance Costs
Current Ratio	Current Assets / Current Liabilities
Debt Equity Ratio	Total Debt / Shareholder's Equity
Operating Profit Margin (%)	Profit Before Interest and Taxes / Net Sales
Net Profit Margin (%)	Profit After Tax / Net Sales
Return on Net worth (%)	Profit After Tax / Average of Total Equity

GODREJ AGROVET LIMITED

Registered Office: "Godrej One", 3rd Floor, Pirojshanagar,
Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra
E-mail: gavlinvestors@godrejagrovet.com; **Website:** www.godrejagrovet.com;
Tel. No.: +91 22 - 2519 4416, **Fax No.:** +91 22 - 2519 5124
Corporate Identity Number (CIN): L15410MH1991PLC135359

NOTICE OF THE 33RD (THIRTY-THIRD) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33RD (THIRTY-THIRD) ANNUAL GENERAL MEETING ("33rd AGM") of the Shareholders of **GODREJ AGROVET LIMITED** ("Company") will be held on **Thursday, August 1, 2024 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, 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 and the Statutory Auditors thereon, including Annexures thereto.

2. 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. ₹ 10/- (Rupees Ten Only) per Equity Share of Face Value of ₹ 10/- (Rupees Ten Only)] for the Financial Year ended March 31, 2024.

3. Re-appointment of 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 [Director Identification Number (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 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, and/or the Rules framed thereunder, the approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Ms. Nisaba Godrej [Director Identification Number (DIN): 00591503], as a "Director" of the Company, who shall be liable to retire by rotation."

4. 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 [Director Identification Number (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 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, and/or the Rules framed thereunder, the approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Pirojsha Godrej [Director Identification Number (DIN): 00432983], as a "Director" of the Company, 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, 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 and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of 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, 2025 for conducting audit of the cost records of the Company, of ₹ 1,51,800/- (Rupees One Lakh Fifty One Thousand and Eight Hundred Only) plus Goods and Service Tax and reimbursement of out-of-pocket expenses at actuals, if any, be and is hereby ratified and approved."

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary and/or the Chief Financial Officer of the Company 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.”

By Order of the Board of Directors

Sd/-

Vivek Raizada

Head – Legal & Company Secretary & Compliance Officer

Date: May 8, 2024

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 No.: 022 - 2519 5124

Website: www.godrejagrovet.com;

E-mail: gavlinvestors@godrejagrovet.com;

CIN: L15410MH1991PLC135359

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) had, vide its 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, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”), permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 33rd AGM of the Company will be conducted through VC / OAVM.

National Securities Depositories Limited (“NSDL”) will be providing facility for voting through remote e-voting, for 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 viz., www.godrejagrovet.com.

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

Further additional information, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), in respect of Directors seeking re-appointment at this AGM as mentioned in Item Nos. 3 and 4 of this Notice of AGM is also annexed hereto.

3. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, 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. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) 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 (M/s. BNP & Associates, Practicing 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 email through its registered email address to ab@bnpassociates.in, venkatk1960@gmail.com and venkatk60@yahoo.co.in with a copy marked to evoting@nsdl.co.in and gavlinvestors@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 are interested, maintained under Section 189 of the Act and Certificate from Secretarial Auditors of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, may please be sent to gavlinvestors@godrejagrovet.com.

8. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, July 27, 2024 to Wednesday, July 31, 2024 (both days inclusive)** for annual closing and determining the entitlement of the Shareholders to the Final Dividend for the Financial Year 2023-24, if declared at the 33rd AGM.

9. All the documents in connection with the accompanying Notice and Explanatory Statement are available for inspection through electronic mode on the basis the request being sent on gavinvestors@godrejagrovvet.com.
10. Shareholders are requested to register / 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:
- In case of Equity Shares held in Electronic form:** To their Depository Participant(s) (DPs);
 - In case of Equity Shares held in Physical form:** To Kfin Technologies Limited (formerly known as “Kfin Technologies Private Limited”), Registrar and Share Transfer Agent of the Company (“**Kfintech**”) or the Company in prescribed Form ISR–1 along with the supporting documents pursuant to Circular issued by the Securities and Exchange Board of India (“**SEBI**”), bearing No. SEBI/HO/ MIRSD /MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, read with SEBI Circular No. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/35 dated March 16, 2023. The format of the Form is available on the Company’s website at <https://www.godrejagrovvet.com/investors/investor-service-request> and on the website of Kfintech at <https://ris.kfintech.com/clientservices/isc/default.aspx>.
11. Shareholders are also requested to note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate share certificate, claim from unclaimed suspense account, renewal / exchange of share certificate, endorsement, sub-division, splitting of share certificate, consolidation of share certificates / folios, transmission and transposition. Accordingly, the Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR–4, the format of which is available on the Company’s website at <https://www.godrejagrovvet.com/investors/investor-service-request> and on the website of the Kfintech at <https://ris.kfintech.com/clientservices/isc/default.aspx>.
12. In accordance with, 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, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the MCA, Circular 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, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI and Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules framed thereunder, the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, including the Report of Board of Directors, Statutory Auditors’ Report and/or other documents required to be attached therewith and the Notice of AGM are being sent through electronic mode to Members whose e-mail addresses are registered with the Company or the Depository Participant(s) or Kfintech. Members are requested to support the “Green Initiative” by registering / updating their email address(es) in the manner specified in Point No. 10 above, to enable the Company to send electronic communications.
13. Members may also note that the Notice of 33rd AGM and the Annual Report for the Financial Year 2023-24 will be available on the Company’s website www.godrejagrovvet.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 www.nseindia.com) and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
14. The Final Dividend for the Financial Year 2023-24, as recommended by the Board of Directors, if approved at the AGM, would be paid / credited on or before **Tuesday, August 6, 2024** subject to deduction of tax at source, to the shareholders or their mandates:
- whose names appear as Beneficial Owners as at the end of the business hours on **Friday, July 26, 2024**, 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
 - 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 **Friday, July 26, 2024**.
15. **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).

Unclaimed / Unpaid Dividend:

Shareholders who have not encashed the dividend warrants for the previous year(s), are requested to make their claim with KFin Technologies Limited (formerly known as Kfin Technologies Private Limited) (“**RTA**”), Registrar and Share Transfer Agent of the Company,

at Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Hyderabad – 500032, Telangana, India. The Company has also uploaded the 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.

16. Shareholders 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 April 1, 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 the 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 on the amount of Dividend declared and paid by the Company during Financial Year 2024-25, provided Permanent Account Number (PAN) is registered by the Shareholder. If PAN is not registered or if they are specified person (non-filers) as per Section 206AB of the Income Tax Act, 1961, TDS would be deducted at a higher rate as per the provisions of the Income Tax Act, 1961 and/or the Rules framed thereunder. 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 2024-25 does not exceed ₹5,000/-. Please note that this includes future dividends, if any, which may be declared by the Company during the Financial Year 2024-25.

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 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 if all the details required in this form are not mentioned in the TRC.
- 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 2024-25;
 - 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 2024-25.

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.

Kindly note that the aforementioned documents are required to be submitted by 11.59 p.m. (IST) on **Monday, July 29, 2024** to the Company at gavlinvestors@godrejagrovet.com / gavl.secretarial@godrejagrovet.com and to Kfintech at web-link (<https://ris.kfintech.com/form15>), in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication on the tax determination / deduction received post **Monday, July 29, 2024** will be considered for payment of Final Dividend. No claim shall lie against the Company for such taxes deduction(s). In case of any queries / difficulties, Shareholders may write to Kfintech at inward.ris@kfintech.com / gavlinvestors@godrejagrovet.com / gavl.secretarial@godrejagrovet.com. Shareholders are also requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate.

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 will arrange to send the soft copy of TDS certificate to a Shareholder on its registered email ID or make such functionality available on its website in due course, post payment of the said Dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://eportal.incometax.gov.in/iec/foervices/#/login>.

17. 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 locations of the Reserve Bank of India (RBI) or National Electronic Fund Transfer (NEFT) or Real Time Gross Settlement (RTGS). 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 / NEFT / RTGS facility, the Dividend would be paid through demand drafts / dividend warrants and the Bank details as furnished by the respective Depositories to the Company. The same will be printed on their demand drafts / 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.
18. SEBI vide its Circulars dated November 3, 2021 and December 15, 2021, March 16, 2023 read with Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 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.

Shareholders are requested to submit their PAN, KYC and nomination details to the Registrar and Share Transfer Agent of the Company, viz., Kfintech at einward.ris@kfintech.com. The forms for updating the same are available at <https://www.godrejagrovvet.com/investors/investor-service-request>.

19. The 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 Companies Act, 2013 read with the Rules framed thereunder and the SEBI Circular No. SEBI/HO/ MIRSD /MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, read with SEBI Circular No. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/35 dated March 16, 2023. The Shareholders desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in, to Kfintech. If a Member desires to 'Opt Out' or 'Cancel the nomination' or 'Change the nomination', he/she may submit the same in Form ISR-3 or SH-14 as the case may be, the format of which is available on the Company's website at <https://www.godrejagrovvet.com/investors/investor-service-request> and on the website of the Kfintech at <https://ris.kfintech.com/clientservices/isc/default.aspx>. The Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

Pursuant to the above-mentioned Circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://www.godrejagrovvet.com/investors/online-resolution-of-disputes-in-the-indian-securities-market>.

20. 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. Shareholders who hold shares in physical form and who have not provided the information regarding Bank particulars, are requested to immediately notify the name of the Bank and the branch, 9-digit MICR number, 11-digit IFS Code and the nature of account and other required information in Form ISR-1 along with the supporting document(s) to Kfintech. The said Form ISR-1 is available on the Company's website at <https://www.godrejagrovvet.com/investors/investor-service-request> and on the website of the Kfintech at <https://ris.kfintech.com/clientservices/isc/default.aspx>.
21. The Stock Broker(s), Custodian(s) or any other person(s) / entity(ies) holding Equity Shares of the Company as the Registered Owner(s), for and on behalf of the Beneficial Owner(s) of the Company on the Cut-off date for payment of Final Dividend (if declared), i.e., on **Friday, July 26, 2024**, is / are requested to provide the details of the Beneficial Owner(s) of the Equity Shares so as to reach the Company on or before **Monday, July 29, 2024**, in the below format, to enable the Company to ensure / make suitable arrangements, to provide TDS credit to the actual beneficiary:

S r . No.	Particulars of the Registered Owner						Particulars of the Beneficial Owner			
	Name of the Registered Owner	DP-ID	Client ID / Folio- No.	No. of Equity Shares	Category – Individual /Firm/ Trust/ Company /FPI/ NRI, etc.	PAN	Name of the Beneficial Owner	Address of the Beneficial Owner	Category – Individual / Firm / Trust /Company/ FPI / NRI, etc.	PAN

22. The Certificates with respect to TDS on Final Dividend paid by the Company for the Financial Year 2022-23, as declared by the Shareholders at the previous 32nd AGM held on August 1, 2023 (payment made during the Financial Year 2023-24 and pertaining to the Assessment Year 2024-25), are available for the concerned Shareholders to download from the Company's website at the weblink <https://www.godrejagrovvet.com/tds-certificates-shareholders>, through a simple and secure OTP-based downloading process. In case of any doubt / query / difficulty, the concerned Shareholder(s) may please write to us at gavlinvestors@godrejagrovvet.com.
23. As per Regulation 40 of the SEBI Listing Regulations, as amended from time to time, the listed entity will give effect to the request for transfer, transmission and transposition of its securities only when the same is in dematerialized form. In view of the same and to avail

various benefits of dematerialization and 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.

24. Shareholders are requested to send their queries at least a week in advance of the AGM, to the Company Secretary & Compliance Officer at gavininvestors@godrejagrovet.com to facilitate clarifications during the AGM.

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, DP ID and Client ID/Folio number, PAN, mobile number at gavininvestors@godrejagrovet.com from Wednesday, July 24, 2024 (9.00 a.m. IST) to Friday, July 26, 2024 (5.00 p.m. IST).

25. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM are requested to write to the Company on or before Tuesday, July 30, 2024, through e-mail on gavininvestors@godrejagrovet.com. The same will be replied by the Company suitably.
26. The venue of the 33rd AGM shall be deemed to be the Registered Office of the Company situated at “Godrej One”, 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, India.
27. Pursuant to Sections 101 and 136 of the Act read with 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). To support this **Green Initiative**, Members holding shares in dematerialised form are requested to register their e-mail address with their Depository Participant(s). In case of any change, the Members are requested to update their e-mail address with the Company or Kfintech or with the Depository Participant(s) to enable the Company to send electronic communications.

28. **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:**

- 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 and Regulation 44 of the SEBI Listing Regulations (as amended), and the Circulars issued by the MCA, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the ensuing 33rd AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by the Shareholders using Remote E-voting System as well as E-Voting during the AGM will be provided by NSDL.
- b) The Remote E-Voting period commences on **Sunday, July 28, 2024 (at 9.00 a.m. IST)** and ends on **Wednesday, July 31, 2024 (at 5.00 p.m. IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (Cut-off date), i.e., **Thursday, July 25, 2024**, may cast their vote electronically.
- c) 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., **Thursday, July 25, 2024**.

INSTRUCTIONS FOR MEMBERS FOR REMOTE EVOTING AND JOINING GENERAL MEETING:

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

Login Method for e-Voting and joining Virtual Meeting for Individual Shareholders holding Securities in Demat Mode:

In terms of Circular dated December 9, 2020 issued by 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
<p>Individual Shareholders holding Securities in Demat Mode with NSDL</p>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open, wherein you will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual AGM and voting during the AGM.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal.</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ 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 options available against Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual AGM and voting during AGM.</p> <p>Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

Type of Shareholders	Login Method
Individual Shareholders holding Securities in Demat mode with CDSL	<p>Existing users who have opted for CDSL Easi / Easiest can login through their User Id and password. Option will be made available to reach e-Voting page without any further authentication. The users can login to Easi / Easiest on CDSL website www.cdslindia.com and click on login icon and New System Myeasi tab. Then the user can use his/her existing Myeasi Username and Password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there is also link provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly.</p> <p>If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from an e-voting link available on the homepage of CDSL's website www.cdslindia.com. The system will authenticate the user by sending OTP on registered mobile and e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
Individual Shareholders (holding Securities in Demat mode) login through their Depository Participants	<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. Once login, you will be able to see e-voting option. Once you 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 options available against the company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual AGM and voting during the AGM.</p>

Important Note: Shareholders who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password options 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 NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

A. Login Method for E-Voting and joining virtual AGM 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:
For Shareholders 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*****.
For Shareholders 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*****
For Shareholders holding shares in Physical Form	EVEN Number (129130) of the Company, followed by Folio Number registered with the Company For example, if Folio Number is 001*** and EVEN is 129130 then user ID is 129130001***

5. Password Details for Shareholders other than Individual Shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - If your e-mail ID is registered in your Demat Account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail 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'.
 - If your e-mail 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:

- 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.
- Physical User Reset Password?" (If you are holding shares in Physical mode) option available on www.evoting.nsdl.com.
- 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, your registered address etc.
- Shareholders 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 AND JOIN THE AGM ON NSDL E-VOTING SYSTEM:

How to cast your vote electronically and join the AGM on NSDL e-Voting system?

- 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 and General Meeting is in active status.
- Select "EVEN" of the Company, which is 129130, for which you wish to cast your vote during the remote e-voting period or cast your vote during the AGM. For joining virtual AGM, you need to click on "VC / OAVM" link placed under "Join Meeting".
- 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 Equity 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 / Corporate Shareholders (i.e., other than individuals, Hindu Undivided Family (HUF), NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution / Power of Authority / Authority Letter, etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer (M/s. BNP & Associates, Practicing Company Secretaries) by e-mail to ab@bnpassociates.in, venkatk1960@gmail.com and venkatk60@yahoo.co.in, with a copy marked to gavlinvestors@godrejagrovet.com and evoting@nsdl.co.in. Such Shareholders 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 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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to NSDL at 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 FOR THE RESOLUTIONS SET OUT IN THE NOTICE OF THE 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), Aadhaar Card (self-attested scanned copy) to Kfintech on its website at www.kfintech.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), Aadhaar Card (self-attested scanned copy) to your Depository Participant (DP). 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 and joining virtual AGM for Individual Shareholders holding securities in demat mode.
3. Alternatively, a Shareholder may send a request to evoting@nsdl.co.in for procuring User Id and Password for e-voting by providing above mentioned documents in advance.
4. In terms of SEBI Circular dated December 9, 2020 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.

INSTRUCTIONS FOR SHAREHOLDERS 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 in 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. Shareholders 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.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM:

- a) Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join Meeting**” menu against the Company’s name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company (129130) 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 AGM Notice to avoid last minute rush.
- b) The Members can join the AGM in the VC / OAVM mode 30 (Thirty) minutes before and after the scheduled time of commencement of the AGM, by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made

available for 1,000 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.

- c) Members are encouraged to join the Meeting through Laptops for better experience.
 - d) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the AGM.
 - e) Please note that Members 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 a stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - f) Shareholders who would like to express their views / have questions may send their questions in advance, mentioning their name Demat Account number / Folio Number, e-mail Id, mobile number at gavlinvestors@godrejagrovnet.com or gavl.secretarial@godrejagrovnet.com. The same will be replied by the company suitably, either in advance or at the time of AGM.
 - g) 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, DP ID and Client ID / Folio Number, PAN, mobile number at gavlinvestors@godrejagrovnet.com from **Friday, July 26, 2024 (9.00 a.m. IST) to Monday, July 29, 2024 (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.
 - h) Members who need assistance before or during the AGM, can contact NSDL at the designated e-mail ID: evoting@nsdl.co.in
 - i) Any person holding Shares in physical form and Non-individual Shareholder, who acquires shares of the Company and becomes a Member of the Company after the Notice of AGM is sent through e-mail and holding Shares as of the Cut-off date, i.e., **Thursday, July 25, 2024**, may obtain the login ID and password by sending a request on evoting@nsdl.co.in or to the Company or Kfintech. 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. If he/she has forgot his/her password, he/she can reset his/her password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholder holding securities in demat mode who acquires Shares of the Company and becomes a Member of the Company after sending of the Notice of AGM and holding Shares as of the Cut-off date, i.e., **Thursday, July 25, 2024** may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
29. M/s. BNP & Associates, Practicing Company Secretaries (Firm Registration No. P2014MH037400) have been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting to be conducted at the AGM, in a fair and transparent manner.
30. The Scrutinizer shall, after the conclusion of voting at the Meeting, unblock and count the votes cast during the meeting and through remote e-voting, in the presence of at least 2 (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 the Director or the Company Secretary authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
31. The results shall be declared not later than 2 (Two) working days of conclusion of the AGM. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.godrejagrovnet.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.
32. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., **Thursday, August 1, 2024**.

By Order of the Board of Directors

Sd/-

Vivek Raizada

Head – Legal & Company Secretary & Compliance Officer

Place: Mumbai

Date: May 8, 2024

Registered Office:

"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway,

Vikhroli (East), Mumbai – 400 079, Maharashtra, India

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

Website: www.godrejagrovnet.com

E-mail: gavlinvestors@godrejagrovnet.com

CIN: L15410MH1991PLC135359

ANNEXURE TO THE NOTICE OF THE 33RD (THIRTY-THIRD) ANNUAL GENERAL MEETING OF GODREJ AGROVET LIMITED

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

The Explanatory Statement in terms of the provisions of Section 102(1) of the Companies Act, 2013, sets out all material facts relating to the Special Business mentioned at Item No. 5 in the accompanying Notice for convening the 33rd (Thirty-Third) Annual General Meeting (“33rd AGM”) of **Godrej Agrovat Limited** to be held on **Thursday, August 1, 2024 at 4.00 p.m. (IST)**: -

SPECIAL BUSINESSES:

Ordinary Resolution under Item No. 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, 2025:

Upon recommendation made by the Audit Committee, the Board of Directors of the Company at its Meeting held on May 8, 2024, has 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 2024-25, pursuant to the provisions of 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 ₹ 1,51,800/- (Rupees One Lakh Fifty One Thousand and Eight Hundred Only), plus Goods and Service Tax and reimbursement of out-of-pocket expenses at actuals, if any, payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, shall require subsequent 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.

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

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

By Order of the Board of Directors

Sd/-

Vivek Raizada

Head – Legal & Company Secretary & Compliance Officer

Place: Mumbai

Date: May 8, 2024

Registered Office:

“Godrej One”, 3rd 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

E-mail: gavlinvestors@godrejagrovat.com

CIN: L15410MH1991PLC135359

**BRIEF RESUME OF DIRECTOR(S) / PERSON(S) SEEKING RE-APPOINTMENT AT THE
33RD (THIRTY-THIRD) 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	Ms. Nisaba Godrej (Non-Executive & Non-Independent Director)	Mr. Pirojsha Godrej (Non-Executive & Non-Independent Director)
Director Identification Number (DIN)	00591503	00432983
Date of Birth (DD/MM/YYYY)	12/02/1978	27/10/1980
Age (In years)	46 Years	43 Years
Nationality	Indian	Indian
Date of Appointment (DD/MM/YYYY)	24/07/2006	05/11/2018
Tenure on the Board	18 Years	5 Years
Qualification	<ul style="list-style-type: none"> ● Bachelor's Degree of Science in Economics from the University of Pennsylvania ● MBA from Harvard University 	<ul style="list-style-type: none"> ● Graduated from the Wharton School of Business ● Master's in international Affairs from Columbia University ● MBA from Columbia Business School
Nature of Expertise in Specific Functional Areas	<ul style="list-style-type: none"> ● Strategy & Business ● Market Expertise ● People & Talent Understanding ● 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	34 Equity Shares	4,14,034 Equity Shares
As a Registered Owner	8,61,001 Equity Shares (as a Trustee of NG Family Trust) 1 Equity Share (as a Trustee of NG Children Trust)	1 Equity Shares (as a Trustee of PG Family Trust) 1 Equity Share (as a Trustee of PG Children Trust) 1 Equity Share (as a Trustee of PG Lineage Trust)
Number of Board Meetings attended during the Financial Year 2023-24	4 out of 4	4 out of 4
Directorships in other Listed Companies*	1) Godrej Consumer Products Limited 2) VIP Industries Limited 3) Mahindra and Mahindra Limited 4) Bharti Airtel Limited	1) Godrej Industries Limited 2) Godrej Consumer Products Limited 3) Godrej Properties Limited

Name of Director	Ms. Nisaba Godrej (Non-Executive & Non-Independent Director)	Mr. Pirojsha Godrej (Non-Executive & Non-Independent Director)
Directorships in other Companies (Excluding Listed Entities, Foreign Companies and Section 8 Companies)	1) Godrej Seeds & Genetics Limited 2) Innovia Multiventures Private Limited	1) Godrej Housing Finance Limited 2) Godrej Capital Limited 3) Godrej Finance Limited 4) Godrej Funds Management and Investment Advisers Private Limited 5) Ceres Developers Private Limited 6) Praviz Developers Private Limited 7) Karukachal Developers Private Limited 8) Eranthus Developers Private Limited 9) Swaddle Projects Private Limited 10) Swaddle Studios Private Limited
Chairmanships / Membership of Committees in other Companies**	1) Godrej Consumer Products Limited Member: (i) Corporate Social Responsibility Committee (ii) Risk Management Committee Chairperson: (i) Environment Social & Governance Committee (ii) Management Committee 2) Godrej Seeds & Genetics Limited Member: (i) Corporate Social Responsibility Committee Chairperson: None 3) VIP Industries Limited Member: (i) Nomination & Remuneration Committee Chairperson: None 4) Mahindra & Mahindra Limited Member: (i) Governance, Nomination & Remuneration Committee Chairperson: None	1) Godrej Properties Limited Member: (i) Stakeholders' Relationship Committee Chairperson: (i) Environment Social & Governance Committee (ii) Management Committee (iii) Risk Management Committee (iv) Corporate Social Responsibility Committee (v) Allotment Committee 2) Godrej Consumer Products Limited Member: (i) Management Committee Chairperson: (i) Stakeholders' Relationship Committee 3) Godrej Housing Finance Limited Member: (i) Nomination & Remuneration Committee (ii) Asset Liability Management Committee Chairperson: (i) Credit Committee (ii) Corporate Social Responsibility Committee (\$\$) 4) Godrej Finance Limited Member: None Chairperson: (i) Credit Committee (ii) Asset Liability Management Committee 5) Godrej Fund Management and Investment Advisers Limited Member: (i) Corporate Social Responsibility Committee Chairperson: (i) Remuneration Committee

Name of Director	Ms. Nisaba Godrej (Non-Executive & Non-Independent Director)	Mr. Pirojsha Godrej (Non-Executive & Non-Independent Director)
Names of Listed Entities from which the Director has resigned in the past 3 (Three) years	-	-
Relationships between Directors of the Company inter-se	Younger Sister of Ms. Tanya Dubash (Non-Executive & Non-Independent Director) and Elder Sister of Mr. Pirojsha Godrej (Non-Executive & Non-Independent Director).	Younger Brother of Ms. Tanya Dubash (Non-Executive & Non-Independent Director) and Ms. Nisaba Godrej (Non-Executive & Non-Independent Director).
Brief Profile / Resume of the Director	<p>Ms. Nisaba Godrej is a Non-Executive Director of Godrej Agrovet Limited (GAVL) since July 24, 2006.</p> <p>She is the Executive Chairperson of Godrej Consumer Products. She has been a key architect of Godrej Consumer Products GCPL's strategy and transformation in the last fifteen years.</p> <p>She is also the Chairperson of Teach for India and sits on the board of Bharti Airtel and Mahindra and Mahindra.</p> <p>She has a BSc degree from The Wharton School at the University of Pennsylvania and an MBA from Harvard Business School.</p> <p>She is passionate about education, the human mind, trekking and equestrian sports.</p>	<p>Mr. Pirojsha Godrej is the Non-Executive Director of Godrej Agrovet Limited, Executive Chairperson of Godrej Properties Limited, Godrej Housing Finance Limited and a Non-Executive Director at Godrej Consumer Products Limited.</p> <p>Mr. Pirojsha Godrej graduated from the Wharton School of Business in 2002, completed his Masters in International Affairs from Columbia University in 2004, and an MBA from Columbia Business School in 2008.</p> <p>Mr. Pirojsha Godrej joined Godrej Properties Limited in 2004, became an Executive Director in 2008, and was appointed as a CEO of Godrej Properties Limited in 2012. He has led Godrej Properties through a phase of rapid growth. In Financial Year 2016, Godrej Properties Limited for the first time became India's No. 1 publicly listed real estate developer by residential sales, a position it has retained for the past 5 years. Under Pirojsha's leadership, Godrej Properties Limited has been at the forefront of the sustainable development movement; in 2013, Godrej Properties Limited received an award from former President of India, APJ Abdul Kalam for being one of the companies in India from across sectors to have driven the green building movement. In 2020, Godrej Properties Limited ranked No. 1 amongst listed residential developers across the world in the Global Real Estate Sustainability Benchmark, an organization committed to rigorous and independent evaluation of the sustainability performance of real assets across the globe. The Indian Green Building Council (IGBC) has awarded Mr. Pirojsha Godrej the IGBC Green Champion Award 2016 for his contribution to the sustainability of India's built environment.</p>
Terms and Conditions of Appointment / Reappointment Along with Details of Remuneration sought to be paid and Remuneration last drawn by such person.	<p>Terms and conditions of 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.</p> <p>Entitled to Commission on Profits as a Non-Executive Director.</p>	<p>Terms and conditions of 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.</p> <p>Entitled to Commission on Profits as a Non-Executive Director.</p>
Last Drawn Remuneration	The details pertaining to last drawn remuneration are provided in the Corporate Governance Report forming part of the Annual Report for the Financial Year 2023-24.	The details pertaining to last drawn remuneration are provided in the Corporate Governance Report forming part of the Annual Report for the Financial Year 2023-24.

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

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

(\$\$) Mr. Pirojsha Godrej is ceased to be the Chairman & Member of Corporate Social Responsibility Committee of the Board of Directors of Godrej Housing Finance Limited, with effect from April 30, 2024.

DIRECTORS' REPORT

[Corporate Identity Number (CIN): L15410MH1991PLC135359]

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

TO THE MEMBERS:

Your Directors have pleasure in presenting this Thirty-Third (33rd) Directors' Report along with the Audited Financial Statements for the Financial Year ended March 31, 2024.

1. HIGHLIGHTS OF FINANCIAL PERFORMANCE:

Your Company's Standalone and Consolidated Financial Performance during the Financial Year 2023-24 as compared to that of the previous Financial Year 2022-23 is summarized below:

(₹ in Crore)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Total Income	7,164.38	7,014.14	9,601.87	9,481.18
Profit Before Taxation & Exceptional Items	469.50	388.76	472.65	377.68
Less: Exceptional Expense	-	-	-	-
Profit Before Taxation (PBT)	469.50	388.76	472.65	377.68
Less: Tax Expense	112.38	85.12	113.20	82.32
Profit After Taxation (PAT)	357.12	303.64	359.45	295.36

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

Review of Operations / State of Affairs of the Company:

There has been no change in the nature of business of your Company during the Financial Year 2023-24.

The business-wise performance of your Company is discussed in detail as follows:

Businesses of the Company:

Animal Feed:

During the Financial Year 2023-24, the profitability of Animal Feed segment improved considerably by 31.3% over Financial Year 2022-23 on account of higher volumes and realisations in cattle feed category and softened commodity prices. Cattle feed segment continued to record robust volume growth of 11% year-on-year through portfolio of new products launched over the last few years. Fish feed category also delivered strong volume growth of 19% year-on-year.

Crop Protection:

Standalone Crop Protection business delivered a stellar performance during the year and segment profitability improved sharply and was 3.4x of Financial Year 2022-23. Segment revenue also improved significantly and was higher by 37% year-on-year. Sales growth and improvement in margin profile was led by in-house and in-licensed product portfolio. The segment achieved substantial improvement in working capital position with continued focus on channel hygiene during the year.

Vegetable Oil:

Segment revenues and margins were adversely impacted by lower end-product prices. Average prices for crude palm oil and palm kernel oil fell by 19% and 27% respectively year-on-year which constrained growth in revenue and profitability. While revenue was lower by 6% year-on-year, segment margins were lower by 30% over high base of Financial Year 2022-23.

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

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

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with the Rules framed thereunder, a Statement containing the salient features of the Financial Statements of your Company's Subsidiaries and Associates in Form AOC-1 is annexed to and forms a part of the Financial Statement. The Statement provides the details of performance and financial position of each of the Subsidiaries and

Associates. In accordance with Section 136 of the Companies Act, 2013, the Audited Financial Statements, including the Consolidated Financial Statement, Audited Accounts of all the Subsidiaries and other documents attached thereto are available on your Company's website www.godrejagrovet.com.

Your Directors present herewith, a broad overview of the operations and financials of Subsidiaries, Joint Ventures and other Associates of your Company for the Financial Year 2023-24, as follows:

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

1. Godvet Agrochem Limited:

Godvet Agrochem Limited ("Godvet") is a wholly-owned subsidiary of your Company.

During the Financial Year 2023-24, Godvet recorded Profit Before Tax of ₹ 1.41 Crore, as compared to Profit Before Tax of ₹ 0.99 Crore in the previous Financial Year 2022-23.

2. Astec LifeSciences Limited & Its Subsidiaries:

Astec LifeSciences Limited ("Astec") manufactures agrochemical active ingredients (technical), bulk and formulations, intermediate products and sells its products in India as well as exports them to approximately 24 countries. During the Financial Year 2023-24, Astec recorded consolidated total income of ₹ 463.82 Crore as compared to ₹ 641.22 Crore in the previous year. For the year under review, Astec reported a loss of ₹61.74 Crore before exceptional items and tax as compared to a profit of ₹34.95 Crore in the previous year. Decline in total income and profitability in Financial Year 2023-24 was attributable to unprecedented drop in volumes as well as realisations in respect of key enterprise products.

The shareholding of your Company in Astec as on March 31, 2024, was 64.76% of the total Paid-up Equity Share Capital of Astec.

Subsidiaries of Astec LifeSciences Limited:

Astec had the following 2 (Two) Subsidiaries throughout the Financial Year 2023-24:

(i) Behram Chemicals Private Limited:

During the Financial Year 2023-24, Behram Chemicals Private Limited ("Behram") reported a Profit Before Tax of ₹ 0.15 Crore, as compared to Profit Before Tax of ₹ 0.11 Crore during the previous Financial Year 2022-23.

The shareholding of Astec in Behram as on March 31, 2024 was 65.63% of the total Paid-up Equity Share Capital of Behram.

(ii) Comercializadora Agricola Agrostrachem Cia Ltda (Bogota, Columbia):

During the Financial Year 2023-24, Comercializadora Agricola Agrostrachem Cia Ltda ("Comercializadora"), reported Nil Profit / Loss Before Tax as compared to Nil Profit / Loss during the previous Financial Year 2022-23.

Comercializadora is a wholly-owned subsidiary of Astec.

3. Creamline Dairy Products Limited:

Creamline Dairy Products Limited ("CDPL") is one of the leading private dairy companies in southern India and its products are sold under the brand name 'Godrej Jersey'.

During the Financial Year 2023-24, CDPL achieved significant turnaround in its profitability and recorded a profit of ₹10.73 Crore as compared to a loss of (₹ 56.27 Crore) in the previous Financial Year. The significant improvement in profitability was led by operational efficiencies and favourable milk spread. Revenues for the Financial Year 2023-24 of ₹1,576.69 Crore were higher by 5% over the previous year.

The shareholding of your Company in CDPL as on March 31, 2024 was 51.91% of the total Paid-up Equity Share Capital of CDPL.

4. Godrej Tyson Foods Limited:

Godrej Tyson Foods Limited ("GTFL") is engaged in the manufacturing of processed poultry and vegetarian products under its brands 'Real Good Chicken' and 'Yummiez'. GTFL is also engaged in the sale of live poultry birds in the market.

During the Financial Year 2023-24, GTFL has achieved excellent growth in profitability and recorded a Profit Before Exceptional Items & Tax of ₹ 49.87 Crore *vis-à-vis* ₹ 13.20 Crore in the previous Financial Year. Growth in profitability was primarily due to sustained operational efficiencies and consistent performance in branded products.

Your Company currently holds a 51.00% equity stake in GTFL.

5. Godrej Cattle Genetics Private Limited (Formerly known as "Godrej Maxximilk Private Limited"):

Godrej Cattle Genetics Private Limited ("GCGPL") is a wholly-owned subsidiary of your Company.

GCGPL is engaged in in-vitro production of high-quality cows that aid dairy farmers produce top-quality milk, thereby increasing their yield by a significant proportion.

During the Financial Year 2023-24, GCGPL has reported a Loss Before Tax of (₹ 5.35 Crore), as compared to a Loss Before Tax of (₹ 4.70 Crore) in the previous Financial Year.

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

(i) ACI Godrej Agrovet Private Limited, Bangladesh:

ACI Godrej Agrovet Private Limited ("ACI GAVPL") recorded Revenue of ₹ 1,954.02 Crore during the Financial Year 2023-24, as compared to ₹ 1,946.70 Crore during the Financial Year 2022-23.

ACI GAVPL continues to remain amongst top players in all the feed categories it operates in Bangladesh.

The shareholding of your Company in ACI GAVPL as on March 31, 2024 was 50% of the total Paid-up Equity Share Capital of ACI GAVPL.

3. FINANCE & CREDIT RATING:

Your Company continues to manage its treasury operations efficiently and has been able to borrow funds for its operations at competitive rates.

During the Financial Year 2023-24, your Company had dual rating for its Commercial Paper Programme of ₹ 1,000 Crore (Rupees One Thousand Crore Only) as follows:

1. Credit Rating by ICRA Limited: "ICRA A1+" (pronounced as 'ICRA A one plus' rating); and
2. Credit Rating by CRISIL: "CRISIL A1+" (pronounced as 'CRISIL A one plus' rating).

The borrowing by way of issuance of Commercial Papers upto the aforesaid aggregate limit of ₹ 1,000 Crore (Rupees One Thousand Crore Only) has been approved by the Board of Directors of the Company.

Moreover, your Company continues to enjoy long term rating of "ICRA AA" (pronounced as 'ICRA double A' for its ₹ 68.25 Crore Bank limits / facilities and short-term rating of "ICRA A1+" (pronounced as 'ICRA A one plus' rating) for its ₹ 595 Crore Bank limits / facilities and a short term rating of "ICRA A1+" (pronounced as 'ICRA A one plus' rating) for an additional amount of ₹ 70.20 Crore.

4. INFORMATION SYSTEMS:

In your Company, information is considered an important business asset and Information Security recommendations are implemented across organization to provide adequate security to critical information assets.

Industry's best security solutions & Tools are implemented to ensure zero trust security in endpoints, servers, networks & cloud infrastructure with 24 X 7 monitoring mechanism to ensure secure environment and high availability of digital resources. Your Company has stringent cyber security policy and the same is monitored and managed by competent professionals round the clock. For Network security, the Company has a ZERO tolerance policy, and all critical applications are accessible through secure Virtual Private Network (VPN). Data Loss Prevention (DLP) tool is being implemented in your Company to ensure stringent security to important information in organization. Disaster Recovery Site is maintained for critical business applications & Disaster Recovery (DR) Drills are conducted as per audit recommendations to ensure business continuity and compliance.

Digital transformation initiatives are in progress across businesses which include deployment of web-based and mobile applications and automation of business processes using Robotic Process Automation to bring in operational efficiency and be a future ready resilient organization. Your Company is also working on Cloud adoption to strengthen infrastructure availability and provide better manageability, thereby ensuring business continuity. Use of the latest technologies like Artificial Intelligence and Machine Learning (AI/ML) & Predictive analytics is in place.

5. MANUFACTURING FACILITIES:

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

Animal Feed:

Sachin (Surat - Gujarat), Miraj (Sangli, Maharashtra), Dhule (Maharashtra), Nashik (Maharashtra), Khanna (Ludhiana, Punjab), Ikolaha (Ludhiana, Punjab), Khurda (Orissa), Chandauli (Uttar Pradesh), Kharagpur (West Bengal), Erode (Tamil Nadu), Hajipur (Bihar), Tumkur (Karnataka), Unnao (Uttar Pradesh), Medchal (Telangana), Bundi (Rajasthan) and Sarsa (Anand, Gujarat)

Aqua Feed:

Hanuman Junction (Krishna District, Andhra Pradesh), Kondapalli (Vijayawada, Andhra Pradesh) and Barabanki (Uttar Pradesh)

Crop Protection:

Samba (Jammu) and Lote Parshuram (Ratnagiri, Maharashtra)

Vegetable Oil:

Valpoi (Sattari, Goa), Ch. Pothepalli (West Godavari District, Andhra Pradesh), Chintalapudi (Andhra Pradesh), Seethanagaram (West Godavari District, Andhra Pradesh), Varanavasi (Ariyalur, Tamil Nadu) and Kolasib (Mizoram)

6. HUMAN RESOURCES:

Your Company has amicable employee relations at all locations and would like to place on record its sincere appreciation for the unstinted support it continues to receive from all its employees. Your Company also continued to focus on manpower productivity and efficiency during the Financial Year under review and hence drives various learning and development interventions in this regard, in line with the organizational objectives. Your Company is also committed to foster employee engagement and connect, while maintaining a safe and healthy workplace. Your Company has several policies formulated for the benefit of employees, which promote gender diversity, equal opportunity, prevention of sexual harassment, safety and health of employees. As on March 31, 2024, the total number of permanent employees of the Company was 2,664.

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

There are no material changes and commitments affecting the financial position of your Company which have occurred between the end of the Financial Year 2023-24 to which the Financial Statements relate and the date of the Directors' Report (i.e., from April 1, 2024 upto May 8, 2024). The Management of your Company has considered internal and certain external sources of information, including economic forecasts and industry reports upto the date of approval of the Financial Statements, in determining the impact on various elements of its Financial Statements.

8. DIVIDEND:**A. Proposed Final Dividend for the Financial Year 2023-24:**

The Board of Directors of your Company has recommended a Final Dividend for the Financial Year 2023-24 at the rate of 100% (One Hundred per cent), i.e., ₹ 10/- (Rupees Ten Only) per Equity Share of Face Value of ₹ 10/- (Rupees Ten Only) each, subject to approval of the Shareholders at the ensuing Thirty-Third Annual General Meeting ("33rd AGM").

The Dividend will be paid to the Shareholders whose names appear in the Register of Members of the Company as on **Friday, July 26, 2024** and in respect of shares held in dematerialized form, it will be paid to Shareholders whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as the beneficial owners as on that date.

The Shareholders of your Company are requested to note that the Income Tax Act, 1961, as amended by the Finance Act, 2022, mandates that dividends paid or distributed by a Company after April 1, 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 the Final Dividend. In order to enable your Company to determine and deduct the appropriate TDS as applicable, the Shareholders are requested to read the instructions given in the Notes to the Notice convening the 33rd AGM, forming a part of this Annual Report.

The Dividend payout for the Financial Year 2023-24 is in accordance with the Company's Dividend Distribution Policy.

In terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Dividend Distribution Policy of the Company is available on the website of the Company and can be accessed on the web-link <https://www.godrejagrovet.com/sustainability/codes-and-policies>.

B. Status of Final Dividend Declared for the Financial Year 2022-23:

The Company had declared a Final Dividend at the rate of 95%, i.e., ₹ 9.50 (Rupees Nine and Paise Fifty Only) per Equity Share of Face Value of ₹ 10/- (Rupees Ten Only) each, at its Thirty-Second Annual General Meeting ("32nd AGM") held on August 1, 2023 for the Financial Year 2022-23, aggregating to ₹ 182,60,03,189/- (Rupees One Hundred and Eighty Two Crore Sixty Lakh Three Thousand One Hundred and Eighty Nine Only).

As on March 31, 2024, ₹ 163,69,40,059/- (Rupees One Hundred and Sixty Three Crore Sixty Nine Lakh Forty Thousand and Fifty Nine Only) was paid and ₹ 4,86,974/- (Rupees Four Lakh Eighty-Six Thousand Nine Hundred and Seventy Four Only) is lying in the Unpaid Dividend Account for the said Financial Year 2022-23.

The Final Dividend declared and paid by the Company for the Financial Year 2022-23 was in compliance with the provisions of the Companies Act, 2013 and the Rules framed thereunder and in accordance with the Company's Dividend Distribution Policy.

9. TRANSFER TO RESERVE:

Your Directors do not propose to transfer any amount to reserve during the Financial Year 2023-24.

10. SHARE CAPITAL:

Your Company's Equity Share Capital position as at the beginning of the Financial Year 2023-24 (i.e., as on April 1, 2023) and as at the end of the said Financial Year (i.e., as on March 31, 2024) was as follows:

Category of Share Capital	Authorized Share Capital			Issued, Subscribed & Paid-up Share Capital		
	No. of Shares	Face Value Per Share (₹)	Total Amount (₹)	No. of Shares	Face Value Per Share (₹)	Total Amount (₹)
As on April 1, 2023:						
Equity	22,49,94,000	10	2,24,99,40,000	19,21,60,890	10	192,16,08,900
Preference	6,000	10	60,000	-	-	-
TOTAL	22,50,00,000		2,25,00,00,000	19,21,60,890	10	192,16,08,900
As on March 31, 2024:						
Equity	22,49,94,000	10	2,24,99,40,000	19,22,10,862	10	192,21,08,620
Preference	6,000	10	60,000	-	-	-
TOTAL	22,50,00,000		2,25,00,00,000	19,22,10,862	10	192,21,08,620

During the Financial Year 2023-24, your Company has allotted 49,972 (Forty-Nine Thousand Nine Hundred and Seventy Two) Equity Shares of Face Value of ₹ 10/- (Rupees Ten Only) each under Godrej Agrovet Limited – Employees Stock Grant Scheme 2018 (“ESGS 2018”), pursuant to exercise of options by Eligible Employees under ESGS 2018.

The aforementioned 49,972 (Forty-Nine Thousand Nine Hundred and Seventy Two) Equity Shares rank *pari passu* with the existing Equity Shares of the Company and have been listed for trading on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

11. EMPLOYEES STOCK GRANT SCHEME, 2018:

Your Company has implemented and through the Nomination and Remuneration Committee of the Board of Directors administers, Godrej Agrovet Limited – Employees Stock Grant Scheme, 2018 (“ESGS 2018”), under which stock options are granted to the Eligible Employees, in compliance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [erstwhile Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014].

The details of the Stock Grants allotted under ESGS 2018 have been uploaded on the website of the Company www.godrejagrovet.com.

The Board of Directors of your Company confirms as follows:

- ESGS 2018 has been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the approval granted by the Members; and
- There have been no changes in ESGS 2018 during the Financial Year 2023-24.

Your Company has received an Annual Certificate from M/s. BNP & Associates, Company Secretaries and the Secretarial Auditors of the Company that, during the Financial Year 2023-24, ESGS 2018 has been implemented in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the resolution passed by the Shareholders. Any request for inspection of the said Certificate may please be sent to gavlinvestors@godrejagrovet.com.

The disclosure as per Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 has been made available on the website of the Company, viz., www.godrejagrovet.com.

12. DEPOSITS:

Your Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013 [(i.e., deposits within the meaning of Rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014)], during the Financial Year 2023-24.

Thus, the details of deposits required as per the provisions of the Companies (Accounts) Rules, 2013 are as follows:

(a)	Accepted during the Financial Year 2023-24	:	Nil
(b)	Remained unpaid or unclaimed during the Financial Year 2023-24	:	Nil
(c)	Whether there has been any default in repayment of deposits or payment of interest thereon during the Financial Year 2023-24 and if so, number of such cases and total amount involved –		
(i)	At the beginning of the year	:	Nil
(ii)	Maximum during the year	:	Nil
(iii)	At the end of the year	:	Nil
(d)	Details of Deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013	:	Nil

13. HOLDING COMPANY:

Your Company continues to be a Subsidiary of Godrej Industries Limited ("GIL"), as defined under Section 2(87) of the Companies Act, 2013. As on March 31, 2024, the shareholding of GIL in your Company was 12,47,14,957 (Twelve Crore Forty-Seven Lakh Fourteen Thousand Nine Hundred and Fifty-Seven) Equity Shares of Face Value of ₹ 10/- (Rupees Ten Only) each, aggregating to 64.88% of the Paid-up Equity Share Capital of the Company. GIL is also a listed company (listed on BSE Limited and the National Stock Exchange of India Limited).

14. SUBSIDIARY COMPANIES:

During the Financial Year 2023-24, no company has newly become or ceased to be a Subsidiary of your Company.

Your Company had the following subsidiaries [as defined under Section 2(87) of the Companies Act, 2013] during the Financial Year 2023-24:

i. Godvet Agrochem Limited:

A Wholly-owned Subsidiary of your Company throughout the Financial Year 2023-24.

ii. Astec LifeSciences Limited:

A Subsidiary of your Company throughout the Financial Year 2023-24, in which your Company holds 64.76% of the Equity Share Capital as on March 31, 2024.

iii. Behram Chemicals Private Limited:

A Subsidiary of Astec LifeSciences Limited throughout the Financial Year 2023-24, in which Astec LifeSciences Limited holds 65.63% as on March 31, 2024 and is also a Listed Material Subsidiary.

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

A Wholly-owned Subsidiary of Astec LifeSciences Limited throughout the Financial Year 2023-24.

v. Creamline Dairy Products Limited:

A Subsidiary of your Company throughout the Financial Year 2023-24, in which your Company holds 51.91% as on March 31, 2024 and is also an Unlisted Material Subsidiary of your Company as on March 31, 2024, as per Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

vi. Godrej Tyson Foods Limited:

Subsidiary of your Company throughout the Financial Year 2023-24, in which your Company holds 51.00% as on March 31, 2024 and is also an Unlisted Material Subsidiary of your Company as on March 31, 2024, as per Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

vii. Godrej Cattle Genetics Private Limited (Formerly known as "Godrej Maxximilk Private Limited"):

A Wholly-owned Subsidiary of your Company throughout the Financial Year 2023-24.

15. JOINT VENTURE COMPANY:

During the Financial Year 2023-24, no company has newly become or ceased to be a Joint Venture (JV) company of your Company.

i. ACI Godrej Agrovat Private Limited, Bangladesh

Your Company holds 50% of the Paid-Up Equity Share Capital in ACI Godrej Agrovat Private Limited ("ACI GAVPL") (a body corporate incorporated in and under the laws of Bangladesh), while the remaining 50% of the Paid-Up Equity Share Capital in ACI GAVPL is held by Advanced Chemical Industries (ACI) Limited, Bangladesh, pursuant to a Joint Venture arrangement.

16. ASSOCIATE COMPANY:

During the Financial Year 2023-24, Al Rahba International Trading LLC, Abu Dhabi, United Arab Emirates (UAE) has ceased to be an Associate Company of your Company, due to its liquidation.

17. SCHEME OF AMALGAMATION / ARRANGEMENT:

During the Financial Year 2023-24, your Company has not proposed or considered or approved any Scheme of Merger / Amalgamation / Takeover / Demerger or Arrangement with its Members and / or Creditors.

18. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENT:

In the opinion of the Board of Directors of your Company, adequate internal financial controls are available, operative and adequate, with reference to the preparation and finalization of the Financial Statement for the Financial Year 2023-24.

19. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016, DURING THE FINANCIAL YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

During the Financial Year 2023-24, there was no application made and proceeding initiated / pending by any Financial and/or Operational Creditors against your Company under the Insolvency and Bankruptcy Code, 2016.

As on the date of this Report, there is no application or proceeding pending against your Company under the Insolvency and Bankruptcy Code, 2016.

20. DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF VALUATION AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE AT THE TIME OF TAKING A LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

During the Financial Year 2023-24, the Company has not made any settlement with its bankers for any loan(s) / facility(ies) availed or / and still in existence.

21. ANNUAL RETURN:

Pursuant to Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2021, Annual Return in Form MGT-7 for the Financial Year 2023-24 is being placed on the website of your Company and is available at the web-link <https://www.godrejagrovet.com/investors/annual-reports>.

22. DIRECTORS:

The Board of Directors of your Company comprised of the following Directors, as on March 31, 2024:

Sr. No.	Name of the Director	Nature of Directorship	Director Identification Number (DIN)
1.	Mr. Nadir B. Godrej	Chairman, Non-Executive & Non-Independent Director	00066195
2.	Ms. Tanya A. Dubash	Non-Executive & Non-Independent Director	00026028
3.	Ms. Nisaba Godrej	Non-Executive & Non-Independent Director	00591503
4.	Mr. Pirojsha Godrej	Non-Executive & Non-Independent Director	00432983
5.	Mr. Burjis Godrej	Executive Director	08183082
6.	Mr. Balam S. Yadav	Managing Director	00294803
7.	Dr. Ritu Anand	Independent Director	00363699
8.	Ms. Aditi Kothari Desai	Independent Director	00426799
9.	Ms. Roopa Purushothaman	Independent Director	02846868
10.	Mr. Natarajan Srinivasan	Independent Director	00123338
11.	Mr. Kannan Sitaram	Independent Director	01038711
12.	Dr. Ashok Gulati	Independent Director	07062601
13.	Ms. Ritu Verma	Independent Director	05262828

The following changes have taken place in the Directors of your Company during the Financial Year 2023-24 and till the date of this Report:

Name of Director	Date & Particulars of Change
Ms. Tanya A. Dubash Mr. Jamshyd Godrej	In accordance with the provisions of Section 152 of Companies Act, 2013, Ms. Tanya A. Dubash and Mr. Jamshyd Godrej, Non-Executive & Non-Independent Directors, were liable to retire by rotation at the 32 nd (Thirty-Second) Annual General Meeting (AGM) of the Company held on August 1, 2023 and being eligible and having offered themselves for re-appointment, were re-appointed at the said AGM.
Mr. Jamshyd Godrej	Mr. Jamshyd Godrej (DIN: 00076250) ceased to be a Director (Non-Executive & Non-Independent) of the Company with effect from January 24, 2024, due to resignation.
Ms. Nisaba Godrej Mr. Pirojsha Godrej	Ms. Nisaba Godrej and Mr. Pirojsha Godrej, Non-Executive & Non-Independent Directors of the Company, are liable to retire by rotation at the ensuing 33 rd (Thirty-Third) Annual General Meeting (AGM) of the Company, in accordance with the provisions of the Section 152 of Companies Act, 2013 and being eligible, offer themselves for re-appointment.

Pursuant to the provisions of Regulation 34(3) read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained a Certificate from M/s. BNP & Associates, Company Secretaries and the Secretarial Auditors of the Company, certifying that none of the Directors of the Company have been debarred or disqualified

from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) or by the Ministry of Corporate Affairs (MCA) or by any such statutory authority. The said Certificate is annexed to the Corporate Governance Report of the Company for the Financial Year 2023-24.

23. KEY MANAGERIAL PERSONNEL:

The following are the Key Managerial Personnel (KMP) of your Company pursuant to the provisions of Section 203 of the Companies Act, 2013, throughout the Financial Year 2023-24:

1. Mr. Balram S. Yadav - Managing Director;
2. Mr. Burjis Godrej - Executive Director;
3. Mr. S. Varadaraj - Chief Financial Officer & Head - Legal & IT;
4. Mr. Vivek Raizada - Head - Legal & Company Secretary & Compliance Officer.

24. POLICY ON APPOINTMENT & REMUNERATION OF DIRECTORS:

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee of the Board of the Directors of your Company has formulated a Nomination and Remuneration Policy.

The Nomination and Remuneration Policy of your Company has been made available on website of the Company at <https://www.godrejagrovet.com/sustainability/codes-and-policies>.

25. INDEPENDENCE & OTHER MATTERS PERTAINING TO INDEPENDENT DIRECTORS:

As on March 31, 2024, the following Directors on your Company's Board were Independent Directors:

Sr. No.	Name of the Director	DIN
1.	Dr. Ritu Anand	00363699
2.	Ms. Aditi Kothari Desai	00426799
3.	Ms. Roopa Purushothaman	02846868
4.	Mr. Natarajan Srinivasan	00123338
5.	Mr. Kannan Sitaram	01038711
6.	Dr. Ashok Gulati	07062601
7.	Ms. Ritu Verma	05262828

Pursuant to the provisions of Section 134(3)(d) of the Companies Act, 2013, disclosure is hereby given that your Company has received declaration / confirmation of independence from all its Independent Directors, pursuant to Section 149(7) 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, as amended from time to time, and the same have been noted and taken on record by the Board, after undertaking due assessment of the veracity of the same, at its Meeting held on May 8, 2024.

The criteria for determining qualification, positive attributes and independence of Directors is provided in the Nomination and Remuneration Policy of the Company and is available on the Company's website at <https://www.godrejagrovet.com/sustainability/codes-and-policies>.

The abovementioned criteria are also reproduced below:

1. Qualifications of Independent Director:

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

2. Positive Attributes of Independent Directors:

An Independent Director shall be a person who shall:

- i. uphold ethical standards of integrity and probity;
- ii. act objectively and constructively while exercising his / her duties;
- iii. exercise his / her responsibilities in a bona fide manner in the interest of the Company;
- iv. devote sufficient time and attention to his / her professional obligations for informed and balanced decision making;

- v. not allow any extraneous considerations that will vitiate his / her exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board of Directors in its decision-making;
- vi. not abuse his / her position to the detriment of the Company or its Shareholders or for the purpose of gaining direct or indirect personal advantage or advantage to any associated person;
- vii. refrain from any action that would lead to loss of his / her independence;
- viii. where circumstances arise which make an Independent Director lose his / her independence, the Independent Director must immediately inform the Board accordingly;
- ix. assist the Company in implementing the best corporate governance practices.

3. Independence of Independent Directors:

An Independent Director should meet the criteria for independence prescribed under Section 149(6) of the Companies Act, 2013 (as may be amended from time to time) and Regulation 16 (1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as may be amended from time to time).

All the Independent Directors of your Company have complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013.

The details of familiarization programmes attended by the Independent Directors during the Financial Year 2023-24 are available on the website of the Company and can be accessed through the web-link <https://www.godrejagrovet.com/investors/compliance>.

During the Financial Year 2023-24, no person has been appointed as an Independent Director of the Company.

All the Independent Directors of your Company are registered with the Indian Institute of Corporate Affairs, Manesar ("IICA") and have their name included in the 'Independent Directors Data Bank' maintained by the IICA.

The status of Proficiency Test of the Independent Directors conducted by IICA are as follows:

Sr. No.	Name of the Independent Director	Status of clearing the Proficiency Test
1.	Dr. Ritu Anand	Exempted
2.	Ms. Aditi Kothari Desai	Passed
3.	Ms. Roopa Purushothaman	Passed
4.	Mr. Natarajan Srinivasan	Exempted
5.	Mr. Kannan Sitaram	Exempted
6.	Dr. Ashok Gulati	Exempted
7.	Ms. Ritu Verma	Will appear

26. MEETINGS OF THE BOARD OF DIRECTORS:

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

There were 4 (Four) Meetings of the Board of Directors held during the Financial Year 2023-24, (i.e., May 9, 2023, August 1, 2023, November 3, 2023 and February 1, 2024). The details of Board Meetings and the attendance of the Directors thereat are provided in the Corporate Governance Report, which forms a part of the Annual Report.

The maximum gap between any two consecutive Board Meetings did not exceed 120 (One Hundred Twenty) days.

27. AUDIT COMMITTEE:

Pursuant to the provisions of Section 177(1) of the Companies Act, 2013, Rule 6 of the Companies (Meetings of Board & Its Powers) Rules, 2014 and Regulation 18 read with Part C of Schedule II to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted an Audit Committee of the Board of Directors, comprising of the following Directors as on March 31, 2024:

Sr. No.	Name of the Member	Designation in the Committee & Nature of Directorship
1.	Mr. Natarajan Srinivasan	Chairman, Non-Executive & Independent Director
2.	Dr. Ritu Anand	Member, Non-Executive & Independent Director
3.	Ms. Aditi Kothari Desai	Member, Non-Executive & Independent Director
4.	Mr. Balram S. Yadav	Member, Managing Director

There were 4 (Four) Meetings of the Audit Committee held during the Financial Year 2023-24, (i.e., May 9, 2023, August 1, 2023, November 3, 2023 and February 1, 2024).

The Statutory Auditors, Internal Auditors and Chief Financial Officer attend the Audit Committee Meetings as Invitees. The Company Secretary and Compliance Officer acts as Secretary to the Audit Committee. The Audit Committee makes observations and recommendations to the Board of Directors, which are noted and accepted by the Board.

During the Financial Year 2023-24, all recommendations made by the Audit Committee to the Board of Directors were accepted by the Board and there were no instances where the recommendations were not accepted.

Mr. Vivek Raizada, Company Secretary & Compliance Officer is the Secretary to the Audit Committee. He has attended all the Meetings of the Audit Committee held during the Financial Year 2023-24.

28. NOMINATION AND REMUNERATION COMMITTEE:

Pursuant to the provisions of Section 178 of the Companies Act, 2013, Rule 6 of the Companies (Meetings of Board & Its Powers) Rules, 2014 and Regulation 19 read with Part D of Schedule II to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted a Nomination and Remuneration Committee of the Board of Directors, comprising of the following Directors as on March 31, 2024:

Sr. No.	Name of the Member	Designation in the Committee & Nature of Directorship
1.	Dr. Ritu Anand	Chairperson, Non-Executive & Independent Director
2.	Ms. Roopa Purushothaman	Member, Non-Executive & Independent Director
3.	Ms. Nisaba Godrej	Member, Non-Executive & Non-Independent Director

There was 1 (One) Meeting of the Nomination and Remuneration Committee held during the Financial Year 2023-24 (i.e., on May 9, 2023).

Mr. Vivek Raizada, Company Secretary & Compliance Officer is the Secretary to the Nomination and Remuneration Committee. He has attended the Meeting of the Nomination and Remuneration Committee held during the Financial Year 2023-24.

29. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 read with Part D of Schedule II to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted a Stakeholders' Relationship Committee of the Board of Directors, comprising of the following Directors as on March 31, 2024:

Sr. No.	Name of the Member	Designation in the Committee & Nature of Directorship
1.	Mr. Nadir B. Godrej	Chairman, Non-Executive & Non-Independent Director
2.	Mr. Balram S. Yadav	Member, Managing Director
3.	Mr. Natarajan Srinivasan	Member, Non-Executive & Independent Director

There was 1 (One) Meeting of the Stakeholders' Relationship Committee held during the Financial Year 2023-24 (i.e., on November 3, 2023).

Mr. Vivek Raizada, Company Secretary & Compliance Officer is the Secretary to the Stakeholders' Relationship Committee. He has attended the Meeting of the Stakeholders' Relationship Committee held during the Financial Year 2023-24.

30. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE & CSR POLICY:

Pursuant to the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, your Company has constituted a Corporate Social Responsibility (CSR) Committee of the Board of Directors, comprising of the following Directors as on March 31, 2024:

Sr. No.	Name of the Member	Designation in the Committee & Nature of Directorship
1.	Dr. Ashok Gulati	Chairman, Non-Executive & Independent Director
2.	Mr. Nadir B. Godrej	Member, Non-Executive & Non-Independent Director
3.	Mr. Balram S. Yadav	Member, Managing Director
4.	Ms. Roopa Purushothaman	Member, Non-Executive & Independent Director

There were 2 (Two) Meetings of the CSR Committee held during the Financial Year 2023-24 (i.e., on May 9, 2023 and February 1, 2024).

Mr. Vivek Raizada, Company Secretary & Compliance Officer is the Secretary to the CSR Committee. He has attended the Meetings of the CSR Committee held during the Financial Year 2023-24.

Areas of CSR Expenditure & CSR Policy:

Your Company is committed to the Godrej Group's 'Good & Green' vision of creating a more inclusive and greener India. Our strategic CSR Projects, undertaken as part of our overall sustainability framework, actively work towards the Godrej Group's Good & Green goals and have helped us carve out a reputation for being one of the most committed and responsible companies in the industry.

The CSR Policy of your Company is available on your Company's website and can be accessed through the web-link <https://www.godrejagrovet.com/sustainability/codes-and-policies>.

Amount of CSR Spending:

During the Financial Year 2023-24, your Company was required to spend ₹ 717 Lakh (Offset of excess CSR Spend for the previous Financial Year 2022-23 ₹ 16 Lakh from the Mandatory @ 2% of Average Net Profits of last 3 Financial Years ₹ 733 Lakh) towards CSR Activities in terms of the mandatory provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, while the actual CSR spending for the year was ₹ 796 Lakh. Thus, the mandatory amount for the Financial Year 2023-24 has been fully spent by the Company.

An excess amount of ₹ 79 Lakh spent on CSR Activities of the Company undertaken during the Financial Year 2023-24, will be adjusted in the aggregate amount to be spent towards CSR Activities during the succeeding Financial Year(s), if required, pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014

Annual Report on CSR Activities:

The Annual Report on CSR Activities of your Company for the Financial Year 2023-24 is annexed as "**Annexure – A**".

31. RISK MANAGEMENT COMMITTEE:

Pursuant to Regulation 21 read with Part D of Schedule II to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted a Risk Management Committee of the Board of Directors, comprising of the following Directors as on March 31, 2024:

Sr. No.	Name of the Member	Designation in the Committee & Nature of Directorship
1.	Mr. Nadir B. Godrej	Chairman, Non-Executive & Non-Independent Director
2.	Mr. Balram S. Yadav	Member, Managing Director
3.	Mr. Natarajan Srinivasan	Member, Non-Executive & Independent Director

There were 2 (Two) Meetings of the Risk Management Committee held during the Financial Year 2023-24 (i.e., on July 21, 2023 & January 16, 2024).

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

Mr. Vivek Raizada, Company Secretary & Compliance Officer is the Secretary to the Risk Management Committee. He has attended 2 (Two) Meetings of the Risk Management Committee held during the Financial Year 2023-24.

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

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

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

The Company has developed and implemented a Risk Management Policy and in the opinion of the Board of Directors, no risks have been identified which may threaten the existence of your Company.

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

32. MANAGING COMMITTEE:

Your Company has constituted the Managing Committee of the Board of Directors, pursuant to Article 144 of the Articles of Association of the Company, comprising of the following Directors as on March 31, 2024:

Sr. No.	Name of the Member	Designation in the Committee & Nature of Directorship
1.	Mr. Nadir B. Godrej	Chairman, Non-Executive & Non-Independent Director
2.	Ms. Nisaba Godrej	Member, Non-Executive & Non-Independent Director
3.	Mr. Pirojsha Godrej	Member, Non-Executive & Non-Independent Director
4.	Mr. Balram S. Yadav	Member, Managing Director

The Managing Committee met 12 (Twelve) times during the Financial Year 2023-24, (i.e., on May 9, 2023, May 26, 2023, June 5, 2023, August 1, 2023, September 15, 2023, October 16, 2023, November 3, 2023, December 12, 2023, January 22, 2024, February 1, 2024, February 27, 2024 and March 13, 2024).

The terms of reference of the Managing Committee include handling of various administrative and other matters of the Company, which have been delegated to the Managing Committee by the Board of Directors from time to time.

33. MEETING OF INDEPENDENT DIRECTORS:

The Independent Directors met once during the Financial Year 2023-24, i.e., on May 9, 2023, pursuant to the provisions of Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV to the Companies Act, 2013.

The Meeting of the Independent Directors was conducted without the presence of the Chairman, other Non-Independent Directors and the Management team of the Company.

34. VIGIL MECHANISM:

Your Company has adopted a Whistle Blower Policy ("Policy") as a part of its vigil mechanism. The purpose of the Policy is to enable employees to raise concerns regarding unacceptable improper practices and/or any unethical practices in the organization without the knowledge of the Management. All employees shall be protected from any adverse action for reporting any unacceptable or improper practice and/or any unethical practice, fraud, or violation of any law, rule or regulation.

This Policy is also applicable to your Company's Directors and employees and it is available on the internal employee portal as well as the website of your Company at the web-link <https://www.godrejagrovvet.com/sustainability/codes-and-policies>. Mr. V. Swaminathan, Head – Corporate Audit & Assurance, has been appointed as the 'Whistle Blowing Officer' and his contact details have been mentioned in the Policy. Furthermore, employees are also free to communicate their complaints directly to the Chairman of the Audit Committee, as stated in the Policy. To support its people to overcome their ethical dilemmas and raise an ethical concern freely "Speak-up" was launched in Godrej. It is a platform for Godrej employees, business associates, agents, vendors, distributors and consultants to easily raise their ethical concerns in any of the following ways:

- Dial the hotline number
- Write to the Ethics E-mail id
- Log on to the web portal
- Chat Bot
- Reach out to the Whistle Blowing Officer

While raising a concern, the person can choose to remain anonymous. "Speak-up" ensures to maintain confidentiality for genuine concerns.

The Audit Committee reviews reports made under this Policy and implements corrective actions, wherever necessary.

35. PERFORMANCE EVALUATION:

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

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

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

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

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

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

The Company has complied with the provisions relating to the constitution of ICCs under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The ICC at the Head Office level comprised of the following Members as on March 31, 2024:

Sr. No.	Name	Designation in ICC Committee
1.	Ms. Mallika Mutreja	Chairperson
2.	Mr. S. Varadaraj	Member
3.	Mr. Vivek Raizada	Member
4.	Mr. Raturaj Degvekar	Member
5.	Ms. Neeyati Shah	Member
6.	Ms. Prarthana Uppal	Member
7.	Ms. Sharmila Kher	External Member

The Company has formulated and circulated to all the employees, a gender-neutral Policy on Prevention of Sexual Harassment at Workplace (“POSH Policy”) under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, which provides for a proper mechanism for redressal of complaints of sexual harassment.

The Company has received 3 (three) complaints under the POSH Policy during the Financial Year 2023-24, out of which 2 (two) complaints stand resolved as on March 31, 2024.

37. SIGNIFICANT REGULATORY OR COURT ORDERS:

During the Financial Year 2023-24 and thereafter till the date of this Report, there were no significant and material orders passed by the regulators or Courts or Tribunals which can adversely impact the going concern status of your Company and its operations in future.

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

As required to be reported pursuant to the provisions of Section 186 and Section 134(3)(g) of the Companies Act, 2013, the particulars of loans, guarantees and investments by your Company under the aforesaid provisions during the Financial Year 2023-24, have been provided in the Notes to the Financial Statement.

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

During the Financial Year 2023-24:

- There were no material significant Related Party Transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company.
- None of the Directors had any pecuniary relationships or transactions *vis-à-vis* the Company.
- Requisite prior approvals of the Audit Committee of the Board of Directors were obtained for Related Party Transactions.

Therefore, disclosure of Related Party Transactions in Form AOC-2 as per the provisions of Sections 134(3)(h) and 188 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is not applicable.

Attention of the Shareholders is also drawn to the disclosure of Related Party Transactions set out in Note No. 58 of the Standalone Financial Statements, forming part of the Annual Report.

All the Related Party Transactions entered into by your Company during the Financial Year 2023-24, were on arm’s length basis and in the ordinary course of business.

40. FRAUD REPORTING:

During the Financial Year 2023-24, there have been no instances of frauds reported by the Auditors under Section 143(12) of the Companies Act, 2013 and the Rules framed thereunder, either to the Company or to the Central Government.

41. INTERNAL FINANCIAL CONTROLS:

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

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

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

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

The Statutory Auditors and the Internal Auditors are, *inter alia*, invited to attend the Audit Committee Meetings and present their observations on adequacy of Internal Financial Controls and the steps required to bridge gaps, if any. Accordingly, the Audit Committee makes observations and recommendations to the Board of Directors of your Company.

42. DISCLOSURES OF TRANSACTIONS OF THE COMPANY WITH ANY PERSON OR ENTITY BELONGING TO THE PROMOTER / PROMOTER GROUP:

The transactions with persons or entities belonging to the promoter / promoter group which hold(s) 10% or more shareholding in the Company, as stated under Schedule V, Part A (2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, have been disclosed in the Notes to the accompanying Financial Statements. All such transactions during the Financial Year under review were on arm's length basis, entered into with an intent to further the Company's interests.

43. DIRECTORS' RESPONSIBILITY STATEMENT:

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

- a) in the preparation of the Annual Accounts for the Financial Year ended March 31, 2024, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year (i.e., as on March 31, 2024) and of the profit and loss of the Company for that period (i.e., the Financial Year 2023-24);
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the Annual Accounts on a going concern basis;
- e) they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

44. CORPORATE GOVERNANCE:

In accordance with Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a detailed report on Corporate Governance forms a part of the Annual Report.

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

45. STATUTORY AUDITORS:

Upon recommendation by the Audit Committee, the Board of Directors of the Company, at its Meeting held on May 9, 2022 had recommended to the Shareholders the re-appointment of BSR & Co. LLP, Chartered Accountants, as the "Statutory Auditors" of the Company, for a second term of 5 (Five) years, to hold office from the conclusion of the 31st (Thirty First) Annual General Meeting ("AGM") till the conclusion of the 36th (Thirty Sixth) AGM.

The Shareholders of the Company at their 31st (Thirty-First) AGM held on July 29, 2022 had approved the re-appointment of BSR & Co. LLP, Chartered Accountants (Firm Registration Number: 101248W/W-100022) as the "Statutory Auditors" of the Company, pursuant to Sections 139 to 144 of the Companies Act, 2013 and Rules 3 to 6 of the Companies (Audit and Auditors) Rules, 2014, to hold office for a second term of 5 (Five) years, i.e., from the conclusion of the 31st (Thirty First) AGM, till the conclusion of the 36th (Thirty Sixth) AGM.

46. COST RECORDS AND COST AUDITORS:

M/s. P. M. Nanabhoy & Co., Cost Accountants, Mumbai (Firm Registration No.: 00012) were appointed by the Board of Directors at its Meeting held on May 9, 2023, as the “Cost Auditors” of the Company for the Financial Year 2023-24, for all the applicable products, pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014. The Shareholders of the Company at their Thirty-Second Annual General Meeting (“32nd AGM”) held on August 1, 2023, had ratified the remuneration payable to the Cost Auditors in terms of Rule 14 of the Companies (Audit & Auditors) Rules, 2014.

The Company has prepared and maintained cost accounts and records for the Financial Year 2023-24, as per sub-section (1) of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014.

M/s. P. M. Nanabhoy & Co., Cost Accountants, Mumbai have been re-appointed by the Board of Directors, at its Meeting held on May 8, 2024, as the “Cost Auditors” of the Company for the Financial Year 2024-25, for all the applicable products, pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014. The Shareholders are requested to ratify the remuneration payable to the Cost Auditors at their ensuing 33rd (Thirty-Third) Annual General Meeting (33rd AGM), in terms of Rule 14 of the Companies (Audit & Auditors) Rules, 2014.

47. SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT:

The Board of Directors of your Company, at its Meeting held on May 9, 2023, had appointed M/s. BNP & Associates, Company Secretaries (Firm Registration No.:P2014MH037400), as the “Secretarial Auditors” of the Company, to conduct the Secretarial Audit for the Financial Year 2023-24, pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report submitted by M/s. BNP & Associates, the Secretarial Auditors, for the Financial Year 2023-24 is annexed as “**Annexure – B**” to this Board’s Report.

The Board of Directors of your Company at its Meeting held on May 8, 2024, has re-appointed M/s. BNP & Associates, Company Secretaries (Firm Registration No.: P2014MH037400), who have provided their consent and confirmed their eligibility to act as the “Secretarial Auditors” of the Company, to conduct the Secretarial Audit for the Financial Year 2024-25, pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

48. SECRETARIAL AUDIT REPORT OF UNLISTED MATERIAL SUBSIDIARY(IES):

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Audit Report for the Financial Year 2023-24 of Creamline Dairy Products Limited (“CDPL”) and Godrej Tyson Foods Limited (“GTFL”), Unlisted Material Subsidiaries of your Company, are annexed as “**Annexure – C**” and **Annexure-D** respectively, to this Board’s Report.

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

There are no qualifications, reservations, adverse remarks and disclaimers of the **Statutory Auditors** in their Auditors’ Reports (Standalone and Consolidated) on the Financial Statements for the Financial Year 2023-24.

There are no qualifications, reservations, adverse remarks and disclaimers of the **Secretarial Auditors** in their Secretarial Audit Report for the Financial Year 2023-24.

There are no qualifications, reservations, adverse remarks and disclaimers of the **Cost Auditors** in their Cost Audit Report for the Financial Year 2022-23, which was received and noted during the Financial Year 2023-24. The Cost Audit Report for the Financial Year 2023-24 will be received by the Board of Directors of the Company in due course.

50. LISTING FEES:

Your Company has paid requisite Annual Listing Fees to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), the Stock Exchange where its securities are listed.

51. DEPOSITORY SYSTEM:

Your Company’s Equity Shares are available for dematerialization through National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The ISIN Number of your Company for both NSDL and CDSL is INE850D01014.

52. RESEARCH AND DEVELOPMENT:

Your Company works with the purpose of constant innovation to improve farmer productivity and thereby to help in feeding the nation. It continues to focus and invest significantly on cutting edge Research & Development (R&D) initiatives and strongly believes that productive R&D is a key ingredient for the Company’s success and growth.

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

The information in respect of matters pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 and Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in the “**Annexure – E**” to this Directors’ Report.

55. POLICIES OF THE COMPANY:

The Companies Act, 2013 read with the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) have mandated the formulation of certain policies for listed and/or unlisted companies. All the Policies and Codes adopted by your Company, from time to time, are available on the Company’s website viz., <https://www.godrejagrovet.com/sustainability/codes-and-policies>, pursuant to Regulation 46 of the Listing Regulations. The Policies are reviewed periodically by the Board of Directors and its Committees and are updated based on the need and new compliance requirements.

The key policies that have been adopted by your Company are as follows:

<p>1. Risk Management Policy</p>	<p>The Company has in place, a Risk Management Policy which has been framed by the Board of Directors of the Company, based on the recommendation made by the Risk Management Committee. This Policy deals with identifying and assessing risks such as operational, strategic, financial, security, cyber security, property, regulatory, reputational and other risks and the Company has in place an adequate risk management infrastructure capable of addressing these risks.</p> <p>In the opinion of the Board of Directors, no risks have been identified which may threaten the existence of your Company.</p>
<p>2. Corporate Social Responsibility Policy</p>	<p>The Corporate Social Responsibility Committee has formulated and recommended to the Board of Directors, a Corporate Social Responsibility Policy, indicating the activities to be undertaken by the Company as corporate social responsibility, which has been approved by the Board. This Policy outlines the Company’s strategy to bring about a positive impact on society through activities and programmes relating to livelihood, healthcare, education, sanitation, environment, etc.</p>
<p>3. Policy for Determining Material Subsidiaries</p>	<p>This Policy is used to determine the material subsidiaries of the Company in order to comply with the requirements of Regulation 16(1)(c) and Regulation 24 of the Listing Regulations.</p> <p>As on March 31, 2024, Creamline Dairy Products Limited and Godrej Tyson Foods Limited are the material unlisted Subsidiaries and Astec LifeSciences Limited is a material listed Subsidiary of your Company.</p>
<p>4. Nomination and Remuneration Policy</p>	<p>This Policy approved by the Board formulates the criteria for determining qualifications, competencies, positive attributes and independence of a Director and also the criteria for determining the remuneration of the Directors, Key Managerial Personnel and other Senior Management employees.</p>
<p>5. Whistle Blower Policy /Vigil Mechanism</p>	<p>The Company has a Vigil Mechanism / Whistle Blower Policy. The purpose of this Policy is to enable employees to raise concerns regarding unacceptable improper practices and/ or any unethical practices in the organization without the knowledge of the Management. The Policy provides adequate safeguards against victimization of persons who use such mechanism and makes provision for access to the Whistle Blowing Officer or direct access to the Chairperson of the Audit Committee, in appropriate or exceptional cases.</p>
<p>6. Policy on Prevention of Sexual Harassment at Workplace</p>	<p>The Company has in place, a Policy on Prevention of Sexual Harassment at Workplace, which provides for a proper mechanism for redressal of complaints of sexual harassment and thereby encourages employees to work together without fear of sexual harassment, exploitation or intimidation.</p>
<p>7. Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions</p>	<p>This Policy regulates all transactions between the Company and its Related Parties.</p>
<p>8. Code of Conduct for Prevention of Insider Trading</p>	<p>This Policy sets up an appropriate mechanism to curb Insider Trading, in accordance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.</p>

<p>9. Policy on Criteria for determining Materiality of Events</p>	<p>This Policy applies to disclosure of material events affecting the Company. This Policy warrants disclosure to investors and has been framed in compliance with the requirements of the Listing Regulations.</p>
<p>10. Policy for Maintenance and Preservation of Documents</p>	<p>The purpose of this Policy is to specify the type of documents and time period for preservation thereof based on the classification mentioned under Regulation 9 of the Listing Regulations. This Policy covers all business records of the Company, including written, printed and recorded matter and electronic forms of records.</p>
<p>11. Archival Policy</p>	<p>This Policy is framed pursuant to the provisions of the Listing Regulations. As per this Policy, all such events or information which have been disclosed to the Stock Exchanges are required to be hosted on the website of the Company for a minimum period of 5 (Five) years and thereafter in terms of the Policy.</p>
<p>12. Dividend Distribution Policy</p>	<p>This Policy is framed by the Board of Directors in terms of the Listing Regulations. The focus of the Company is to have a Policy on distribution of dividend so that the investor may form their own judgment as to when and how much dividend they may expect.</p>
<p>13. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPS)</p>	<p>This Policy / Code is framed by the Board of Directors in terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018. It aims to strengthen the Internal Control System and curb / prevent leak of Unpublished Price Sensitive Information (“UPS”) without a legitimate purpose. The Policy / Code intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the Company’s securities. In general, this Policy aims to maintain uniformity, transparency and fairness in dealings with all stakeholders and to ensure adherence to applicable laws and regulations.</p>
<p>14. Code of Conduct for the Board of Directors and Senior Management Personnel</p>	<p>The Company has in place, a Policy / Code of Conduct for the Board of Directors and Senior Management Personnel which reflects the legal and ethical values to which the Company is strongly committed. The Directors and Senior Management Personnel of your Company have complied with the Code during the Financial Year 2023-24.</p>
<p>15. Policy to promote Board Diversity</p>	<p>This Policy endeavours to promote diversity at Board level, with a view to enhance its effectiveness.</p>
<p>16. Policy on Familiarization Programmes for Independent Directors</p>	<p>Your Company has a Policy on Familiarization Programmes for Independent Directors, which lays down the practices followed by the Company in this regard, on a continuous basis.</p>
<p>17. Human Rights Policy</p>	<p>Your Company has in place, a Human Rights Policy which demonstrates your Company’s commitment to respect human rights and treat people with dignity and respect in the course of conduct of its business.</p>

55. SECRETARIAL STANDARDS:

Your Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2), as issued by the Institute of Company Secretaries of India (ICSI).

56. BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT:

The Company has prepared its Business Responsibility & Sustainability Report (BRSR) for the Financial Year 2023-24, in accordance with the Regulation 34 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No. SEBI/HO/CFD/CMD-2/P/CIR/2021/562 dated May 10, 2021 issued by the Securities and Exchange Board of India (SEBI), to describe the initiatives taken by the Company from an environmental, social and governance perspective.

The BRSR seeks disclosures from listed entities on their performance against the nine principles of the 'National Guidelines on Responsible Business Conduct (NGBRCs) and reporting under each principle is divided into essential and leadership indicators. The essential indicators are required to be reported on a mandatory basis while the reporting of leadership indicators is on a voluntary basis.

Further, SEBI vide its Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dated July 12, 2023, has introduced BRSR Core and reasonable assurance which will be applicable in a phased manner and on the basis of market capitalization of the listed entity.

57. MANAGERIAL REMUNERATION:

The remuneration paid to the Directors and Key Managerial Personnel of the Company during the Financial Year 2023-24 was in accordance with the Nomination and Remuneration Policy of the Company.

Disclosures with respect to the remuneration of Directors and employees as required under Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have been given as "**Annexure – F**" to this Report.

58. PARTICULARS OF EMPLOYEES:

The disclosure as per Section 197(12) of the Companies Act, 2013 read with Rule 5 (2) and Rule 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of your Company, is available for inspection by the Shareholders at the Registered Office of the Company, during business hours, i.e., between 10.00 a.m. (IST) to 5.00 p.m. (IST), on all working days (i.e., excluding Saturdays, Sundays and Public Holidays), upto the date of the ensuing 33rd (Thirty-Third) Annual General Meeting of the Company, subject to such restrictions as may be imposed by the Government(s) and / or local authority(ies) from time to time. If any Shareholder is interested in inspecting the records thereof, such Shareholder may write to the Company Secretary & Compliance Officer at gavlinvestors@godrejagrovet.com.

59. ADDITIONAL INFORMATION:

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

The Consolidated Financial Statement of your Company forms part of this Annual Report. Accordingly, this Annual Report of your Company does not contain the Financial Statements of its Subsidiaries.

The Audited Annual Financial Statements and related information of the Company's Subsidiaries will be made available upon request. These documents will also be available for inspection. If any Shareholder is interested in inspecting the records thereof, such Shareholder may write to the Company Secretary at gavlinvestors@godrejagrovet.com

The Subsidiary Companies' Financial Statements are also available on the Company's website <https://www.godrejagrovet.com/investors/annual-reports>, pursuant to the provisions of Section 136 of the Companies Act, 2013.

60. INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

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

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

61. DISCLOSURE AS PER PART G OF THE SCHEDULE V TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

The Company has been informed by way of a family letter dated April 30, 2024 issued jointly by Mr. Adi Godrej (ABG), Mr. Nadir Godrej (NBG), Mrs. Smita Godrej Krishna (SVC) and Mr. Jamshyd Godrej (JNG) that the Godrej family members have entered into a family settlement agreement and a brand & non-compete agreement on April 30, 2024. The Company is not a party to these agreements.

The settlement contemplates a realignment of, *inter alia*, the shareholding of Godrej Industries Limited, which is the Holding Company of your Company, subject to applicable regulatory approvals. Pursuant to the realignment, the management and control of the Company will continue with the ABG / NBG family, and the JNG / SVC family will not be involved in the management and operations of the Company.

Currently, there are no members of the JNG / SVC Family who are Directors on the Board of Directors of the Company.

62. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report for the Financial Year 2023-24, as prescribed under Regulation 34(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms a part of the Annual Report.

63. CAUTIONARY STATEMENT:

Statements in the Directors' Report and the Management Discussion and Analysis Report describing the Company's objectives, projections, expectations, estimates or forecasts may be forward-looking within the meaning of applicable laws and regulations. Actual

results may differ substantially or materially from those expressed or implied therein due to risks and uncertainties. Important factors that could influence the Company's operations, *inter alia*, include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic, political developments within the country and other factors such as litigations and industrial relations.

64. APPRECIATION:

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

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

Sd/-
Nadir B. Godrej
Chairman
(DIN: 00066195)

Date: May 8, 2024
Place: Mumbai

ANNEXURE - A

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

1. Brief Outline on CSR Policy of the Company:

Godrej Agrovet Limited ("GAVL") is committed to the Godrej Group's 'Good & Green' vision of creating a more inclusive and greener India. The Company's strategic Corporate Social Responsibility (CSR) projects, undertaken as part of its overall sustainability framework, actively work towards the Godrej Group's 'Good & Green' goals and have helped us carve out a reputation for being one of the most committed and responsible companies in the industry.

The Company endeavours to address critical social, environmental and economic needs of marginalised and underprivileged sections of our communities, by adopting a shared value approach, i.e., to help solve problems, while strengthening its competitive advantage. In order to pursue these objectives, the Company, as a responsible corporate citizen, constantly endeavours to:

- Promote the principles of inclusive growth and equitable development;
- Formulate and implement project plans based on identification and thorough understanding of the needs and priorities of different communities surrounding its areas of operations, either directly or through appropriately selected implementing partners and measure their effectiveness in a timely manner;
- Focus on few important areas for conducting CSR activities such as employability, livelihoods and income generation, women empowerment, good agricultural practices, rural development projects, medical aid, conservation of natural resources, disaster relief management, etc.;
- Interact with all the stakeholders on an ongoing basis, regarding the effectiveness of CSR initiatives and the ways and means to enhance the same.

2. Composition of CSR Committee:

Sr. No.	Name of the Director	Designation / Nature of Directorship	Number of Meetings of CSR Committee held during the Financial Year 2023-24	Number of Meetings of CSR Committee attended during the Financial Year 2023-24
1.	Dr. Ashok Gulati	Chairman – Independent Director	2	2
2.	Mr. Nadir B. Godrej	Member – Non-Executive Director	2	2
3.	Mr. Balram S. Yadav	Member – Managing Director	2	1
4.	Ms. Roopa Purushothaman	Member – Independent Director	2	2

3. Web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the Website of the company:

For Composition of the CSR Committee:

<https://www.godrejagrovet.com/investors/shareholder-information>

For CSR Policy:

<https://www.godrejagrovet.com/sustainability/codes-and-policies>

For CSR Projects approved by the Board of Directors:

<https://www.godrejagrovet.com/sustainability/csr>

4. Executive Summary along with the Web-links of Impact Assessment of CSR Projects carried out in pursuance of Rule 8(3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: Not Applicable

5. (a) Average Net Profit of the Company as per Section 135(5) of the Companies Act, 2013:

₹ 3,66,65,95,450/-

(b) Two percent of Average Net Profit of the Company as per Section 135(5) of the Companies Act, 2013:

₹ 7,33,31,909/-

- (c) **Surplus arising out of the CSR Projects or Programmes or Activities of the previous Financial Years:**
Not Applicable
- (d) **Amount required to be Set off for the Financial Year, if any:**
₹ 16,00,000/-
- (e) **Total CSR Obligation for the Financial Year (5a+5b-5c):**
₹ 7,17,31,909/-
6. (a) Amount Spent on CSR Projects (both Ongoing Projects and Other than Ongoing Projects): ₹ 7,62,14,073/-
 (b) Amount Spent in Administrative Overheads: ₹ 33,37,147/-
 (c) Amount Spent on Impact Assessment, if applicable: Not Applicable
 (d) Total Amount Spent for the Financial Year (6a + 6b + 6c): ₹ 7,95,51,220/-
 (e) CSR Amount Spent or Unspent for the Financial Year:

Total Amount Spent for the Financial Year (₹)	Amount Unspent (₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6) of the Companies Act, 2013		Amount transferred to any Fund specified under Schedule VII as per second proviso to Section 135(5) of the Companies Act, 2013		
	Amount (₹ in Crore)	Date of Transfer	Name of the Fund	Amount (₹ in Crore)	Date of Transfer
7,95,51,220	NIL	N.A.	N. A.	NIL	N.A.

NOTE:

During the Financial Year 2023-24, your Company was required to spend ₹ 7,17,31,909/- towards CSR Activities (after adjusting set-off for the previous year's overspent amount), in terms of the mandatory provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, while the actual CSR spending for the Financial Year 2023-24 was ₹ 7,95,51,220/-. Thus, the mandatory amount for the Financial Year 2023-24 has been fully spent by the Company.

Details of CSR Amount spent against Ongoing Projects for the Financial Year:

(1) Sr. No.	(2) Name of the Project	(3) Item from the List of Activities in Schedule VII to the Companies Act, 2013	(4) Local Area (Yes / No)	(5) Location of the Project		(6) Project Duration (in Months)	(7) Amount allocated for the Project (₹ in Crore)	(8) Amount spent in the current Financial Year (₹ in Crore)	(9) Amount transferred to Unspent CSR Account for the Project as per Section 135(6) of the Companies Act, 2013 (₹ in Crore)	(10) Mode of Implementation - Direct (Yes / No)	(11) If Mode of Implementation is through Implementing Agency	
				State	District						Name	CSR Registration Number
1.	Value Chain – Red Gram	i	No	Karnataka	Kalaburagi	24	27,28,908	27,28,908	0	No	Vrutti	CSR00000538
2.	Value Chain – Soy	i	No	Madhya Pradesh	Ujjain	8	41,56,350	41,56,350	0	No	Vrutti	CSR00000538
3.	Value Chain – Dairy programme	i	Yes	Maharashtra	Solapur	24	20,71,020	20,71,020	0	No	Sampada	CSR00002888
4.	Value Chain – Dairy programme	i	No	Tamil Nadu	Krishnagiri, Dharamapuri, Tirupattur	24	98,60,129	98,60,129	0	Yes	N/A	N/A
5.	Value Chain – Farmer camps	i	Yes	Maharashtra	Mumbai	12	37,96,229	37,96,229	0	Yes	N/A	N/A
6.	Value Chain – Mustard Mission	i	Yes	Rajasthan	Bundi	12	10,00,000	10,00,000	0	No	The Solvent Extractors' Association of India	CSR00008668
7.	Water Stewardship Programme	iv	Yes	Maharashtra	Nashik	36	1,40,11,522	1,40,11,522	0	No	Watershed Organisation Trust	CSR00000518
8.	Water Stewardship Programme	iv	No	Madhya Pradesh	Barwani	48	37,64,949	37,64,949	0	No	Aga Khan Rural Support Programme	CSR00004229
9.	Water Stewardship Programme	iv	No	Karnataka	Ramanagara	36	15,97,500	15,97,500	0	No	Indian Rural Integrated Development Society	CSR000005377
10.	Water Stewardship Programme	iv	No	Madhya Pradesh / Karnataka	Barwani / Ramanagara	48	9,59,930	9,59,930	0	Yes	N/A	N/A
11.	Grameen Vikas – Hoskote	x	Yes	Karnataka	Bengaluru Rural	24	39,66,394	39,66,394	0	No	Vrutti	CSR00000538
12.	Grameen Vikas – Lote Parshuram	x	Yes	Maharashtra	Ratnagiri	36	23,83,155	23,83,155	0	No	Parivartan	CSR00010862
13.	Grameen Vikas – Tilda & Bundi	x	Yes	Chhattisgarh / Rajasthan	Raipur/Bundi	24	2,86,165	2,86,165	0	No	Ambuja Cement Foundation	CSR00006913
14.	Community Development – School Infrastructure	x	Yes	Rajasthan	Bundi	12	3,03,398	3,03,398	0	Yes	N/A	N/A
15.	Pragati	ii	Yes	Maharashtra / Uttar Pradesh	Sangli / Chandauli	36	18,97,440	18,97,440	0	Yes	N/A	N/A
16.	Community Development – School Infrastructure	ii	Yes	Maharashtra	Kolhapur	12	8,09,901	8,09,901	0	No	Pratham Infotech Foundation	CSR00002475
17.	Community Development – School Support	ii	Yes	Andhra Pradesh	Guntur	12	78,001	78,001	0	Yes	N/A	N/A
18.	Community Development – Community Library	ii	Yes	Maharashtra	Nashik	12	12,12,656	12,12,656	0	Yes	N/A	N/A
19.	Community Development – Health Infrastructure	i	Yes	Andhra Pradesh	East Godavari	12	8,45,058	8,45,058	0	Yes	N/A	N/A
20.	Community Development – Veterinary Camp	i	Yes	Andhra Pradesh	East Godavari	12	5,00,000	5,00,000	0	No	Social Education and Voluntary Action	CSR00035801
21.	Disaster Management – Flood Relief	xii	No	Himachal Pradesh		3	5,18,263	5,18,263	0	Yes	N/A	N/A

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No.	Name of the Project	Item from the List of Activities in Schedule VII to the Companies Act, 2013	Local Area (Yes / No)	Location of the Project		Project Duration (in Months)	Amount allocated for the Project (₹ in Crore)	Amount spent in the current Financial Year (₹ in Crore)	Amount transferred to Unspent CSR Account for the Project as per Section 135(6) of the Companies Act, 2013 (₹ in Crore)	Mode of Implementation - Direct (Yes / No)	If Mode of Implementation is through Implementing Agency	
				State	District						Name	CSR Registration Number
22.	Community Development – Agri Education	x	Yes	Maharashtra	Mumbai	12	1,01,00,000	1,01,00,000	0	No	Gandhi Research Foundation	CSR00004570
23.	Community Development – Arts & Music	V	Yes	Maharashtra	Mumbai	12	45,00,000	45,00,000	0	No	National Centre for Performing Arts	CSR00007882
24.	Community Development – Sports	vii	Yes	Maharashtra	Mumbai	12	9,76,330	9,76,330	0	No	Seva Sahyog Foundation	CSR00000756
TOTAL							7,23,23,298	7,23,23,298				

('N/A' denotes 'Not Applicable').

Note: Amount of ₹ 1,77,977/- earned as Bank Interest across projects has also been utilized.

Details of CSR Amount spent against Other than Ongoing Projects for the Financial Year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No.	Name of the Project	Item from the List of Activities in Schedule VII to the Companies Act, 2013	Local area (Yes / No)	Location of the Project		Amount spent for the Project (₹ in Crore)	Mode of Implementation - Direct (Yes / No)	If Mode of Implementation is through Implementing Agency	
				State	District			Name	CSR Registration Number
1.	Monitoring and Evaluation	N/A	N/A	N/A	N/A	4,94,715	Yes	N/A	N/A
2.	Third Party Audit	N/A	N/A	N/A	N/A	33,96,060	Yes	N/A	N/A
TOTAL						38,90,775			

('N/A' denotes 'Not Applicable').

(f) Excess Amount for Set-off, if any:

Sr. No.	Particulars	Amount (in ₹)
(i)	Two percent of Average Net Profit as per Section 135(5) of the Companies Act, 2013	7,33,31,910
(ii)	CSR Obligation for the Financial Year (after adjustment of ₹16,00,000/- being CSR overspent of previous year)	7,17,31,910
(iii)	Total Amount Spent for the Financial Year	7,95,51,220
(iv)	Excess Amount Spent for the Financial Year [(iii)-(ii)]	78,19,310
(v)	Surplus arising out of CSR Projects / Programmes / Activities of the previous Financial Years, if any	-
(vi)	Amount available for set off in succeeding Financial Years [(iv)-(v)]	78,19,310

7. (a) Details of Unspent CSR Amount for the Preceding 3 (Three) Financial Years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135(6) of the Companies Act, 2013 (in ₹)	Amount spent in the Reporting Financial Year (in ₹)	Amount transferred to any Fund specified under Schedule VII as per Section 135(6) of the Companies Act, 2013, if any			Amount remaining to be spent in succeeding Financial Years (in ₹)
				Name of the Fund	Amount (in ₹)	Date of Transfer	
1.	2022-23	62,345	62,345		N/A		0.00
2.	2022-23	83,869	83,869		N/A		0.00
3.	2022-23	43,391	43,391		N/A		0.00
4.	2022-23	7,01,488	7,01,488		N/A		0.00
5.	2022-23	7,100	7,100		N/A		0.00
TOTAL		8,98,193	8,98,193		N/A		0.00

('N/A' denotes 'Not Applicable'.)

NOTE:

During the Financial Year 2022-23, your Company was required to spend ₹ 7.85 Crore towards CSR Activities in terms of the mandatory provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, while the actual CSR spending for the year was ₹ 8.01 Crore. Thus, the mandatory amount for the Financial Year 2022-23 was fully spent by the Company. Further, the budgeted amount of Rs.8,98,193/- transferred to Unspent Account for the said year, has been fully spent during the Financial Year 2023-24

8. Whether any Capital Assets have been created or acquired through CSR amount spent in the Financial Year and if yes, number of such Capital Assets and Details thereof: No

Not Applicable

9. Specify the Reason(s), if the Company has failed to spend 2% (Two per cent) of the Average Net Profit as per Section 135(5) of the Companies Act, 2013:

Not Applicable

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

Sd/-

Dr. Ashok Gulati
Chairman of the CSR Committee & Independent Director
(DIN: 07062601)

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

Sd/

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

Place: Mumbai

Date: May 8, 2024

ANNEXURE – B

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2024

[Pursuant to Section 204 (1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Godrej Agrovet Limited
Godrej One, 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai- 400 079

We have conducted a Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Godrej Agrovet Limited – CIN: L15410MH1991PLC135359** (hereinafter called the 'Company') during the Financial Year from April 1, 2023 to March 31, 2024 ('the year' / 'audit period' / 'period under review').

We conducted the Secretarial Audit in a manner that provided us a reasonable basis for evaluating the Company's corporate conducts/statutory compliances and expressing our opinion thereon.

We are issuing this report based on:

- (i) our **verification** of the books, papers, minute books, soft copy as provided by the Company and other records maintained by the Company and furnished to us, forms/ returns filed and compliance related action taken by the Company during the Financial Year ended March 31, 2024 as well as before the issue of this report,
- (ii) **Compliance Certificates** confirming Compliance with all laws applicable to the Company given by Key Managerial Personnel / Senior Managerial Personnel of the Company and taken on record by Audit Committee / Board of Directors, and
- (iii) **Representations** made, documents shown, and information provided by the Company, its Officers, Agents, and Authorized Representatives during our conduct of Secretarial Audit.

We hereby report that in our opinion, during the audit period covering the Financial Year ended on March 31, 2024 the Company has:

- (i) complied with the statutory provisions listed hereunder, and
 - (ii) Board-processes and compliance mechanism in place
- to the extent, in the manner and subject to the reporting made hereinafter.

The Members are requested to read this Report, along with our letter of even date annexed to this report as **Annexure- A**.

1. Compliance with specific statutory provisions

We further report that:

- 1.1 We have examined the books, papers, minute books and other records maintained by the Company and the forms, returns, reports, disclosures and information filed or disseminated during the Financial Year under review, according to the applicable provisions/ clauses of:
 - (i) The Companies Act, 2013 and the Rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 and the Rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings;
 - (v) The following Regulations Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Regulations'):
 - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

- (vi) Secretarial Standards issued by The Institute of Company Secretaries of India (Secretarial Standards)
- 1.2 During the period under review, and also considering the compliance related action taken by the Company after March 31, 2024 but before the issue of this report, the Company has, to the best of our knowledge and belief and based on the records, information, explanations and representations furnished to us:
- (i) Complied with the applicable provisions/clauses of the Act, Rules, SEBI Regulations and Agreements mentioned under subparagraphs (ii),(iii) and (iv) of paragraph 1.1 above.
 - (ii) Complied with the applicable provisions/ clauses of:
 - a) The Act and Rules mentioned under paragraph 1.1 (i); and
 - b) The Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) mentioned under paragraph 1.1 (v) above to the extent applicable to Board meetings and Committee meetings held during the review period, the 32nd Annual General Meeting held on 1st August, 2023 (32nd AGM) and resolutions passed by circulation. The Compliance of the provisions of the Rules made under the Act [paragraph 1.1(i)] and SS-1 [paragraph 1.1 (vi)] with regard to the Board meeting and Committee meetings held through video conferencing during the period under review were verified based on the minutes of the meeting provided by the Company.
- 1.3 We are informed that, during the Financial Year 2023-24, the Company was not required to initiate any compliance related action in respect of the following laws/rules/regulations/standards, and was consequently not required to maintain any books, papers, minute books or other records or file any form/ returns thereunder:
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - (ii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008,
 - (iii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (iv) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- 1.4 Based on the nature of business activities of the Company, the following specific Acts / Laws /Rules / Regulations are applicable to the Company, which has been duly complied with:
- a) The Insecticides Act, 1968 and the Rules framed thereunder and
 - b) The Andhra Pradesh Oil Palm (Regulation of Production and Processing) Act, 1993.
- 2. Board processes:**
- We further report that:
- 2.1 The Board of Directors of Company as on March 31, 2024 comprised of:
- (i) 2 (Two) Executive Directors i.e. Mr. Balram S. Yadav (DIN:00294803) who is also the Managing Director of the Company and Mr. Burjis Nadir Godrej who is an Executive Director (DIN: 08183082);
 - (ii) 4 (Four) Non-Executive & Non-Independent Director i.e. Mr. Nadir B Godrej (DIN: 00066195), Ms. Tanya A. Dubash (DIN: 00026028), Ms. Nisaba Godrej (DIN: 00591503), Mr. Pirojsha Godrej (DIN:00432983) and
 - (iii) 7 (Seven) Non-Executive & Independent Directors, i.e. Mr. Natarajan Srinivasan (DIN: 00123338), Mr. Kannan Sitaraman (DIN: 01038711), Dr. Ashok Gulati (DIN: 07062601), including four-woman Independent Director namely Dr. Ritu Anand (DIN: 00363699), Ms. Aditi Kothari Desai (DIN: 00426799), Ms. Roopa Purushothaman (DIN: 02846868) and Ms. Ritu Verma (DIN: 05262828)
- 2.2 The processes relating to the following changes in the composition of the Board of Directors during the Financial Year 2023-24 were carried out in compliance with the provisions of the Act and LODR:
- i. Re-appointment of Ms. Tanya A. Dubash (DIN:00026028) as a Director, liable to retire by rotation, who has offered herself for re-appointment at the 32nd AGM held on 1st August, 2023;
 - ii. Re-appointment of Mr. Jamshyd N. Godrej (DIN: 00076250) as a Director, liable to retire by rotation, who has offered himself for re-appointment at the 32nd AGM held on 1st August, 2023;
 - iii. Resignation of Mr. Jamshyd N. Godrej (DIN: 00076250), Non-Executive, Non-Independent Director with effect from 24th January, 2024.
- 2.3 Adequate notice was given to all the Directors to enable them to plan their schedule for the Board Meetings and Committee Meetings held during the Financial Year.
- 2.4 Notice of Board and Committee meetings held during review period was sent to all the Directors at least seven days in advance.
- 2.5 Agenda and detailed notes on agenda were sent to the Directors at least seven days before the Board Meetings, other than those which included price sensitive information.

- 2.6 Agenda and detailed notes on agenda for the following items were either circulated separately less than seven days before or at the Board meetings and consent of the Board for so circulating them was duly obtained as required under SS-1:
- Supplementary agenda notes and annexures in respect of unpublished price sensitive information such as audited financial statement/ results, unaudited financial results and connected papers, and
 - Additional subjects / information / presentations and supplementary notes.
- 2.7 A system exists for directors to seek and obtain further information and clarifications on the agenda items before the meetings and for their meaningful participation at the meetings.
- 2.8 We note from the minutes verified that, at the Board meetings held during the year:
- Majority decisions were carried through; and
 - No dissenting views were expressed by any Board member on any of the subject matters discussed, that were required to be captured and recorded as part of the minutes.

3. Compliance mechanism

There are reasonably adequate systems and processes in the Company, commensurate with the Company's size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

4. Specific events/ actions

- 4.1 During the year, the following specific events/ actions having a major bearing on the Company's affairs took place, in pursuance of the above referred laws, rules, Regulations and standards:
- The Company has allotted 49,972 Equity Shares of face value of ₹10/- (Rupees Ten Only) each under Godrej Agrovet Limited – Employees Stock Grant Scheme, 2018 (ESGS 2018) schemes during the financial year.
 - The Company has made an investment of ₹10 Crore (Rupees Ten Crore Only) into equity share capital in one or more tranche(s) of Godrej Cattle Genetics Private Limited, a Wholly Owned Subsidiary of the Company.
 - During the year, the Company issued Commercial Paper/s of face value of ₹ 5,00,000/- each, amounting to ₹ 2,850 Crore (Rupees Two Thousand Eight Hundred and Fifty Crore only) and Commercial Papers for aggregate value of ₹ 2,340 Crore (Rupees Two Thousand Three Hundred and Forty Crore only) have been redeemed, leaving Commercial Paper/s of ₹ 510 Crore (Rupees Five Hundred and Ten Crore only) are outstanding as of March 31, 2024 and the same are listed on NSE;
 - The Company had received an email from National Stock Exchange dated February 14, 2023 seeking clarification regarding the composition of the Board of Directors of Godrej Agrovet Limited ("the Company") as per Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), stating that half of the Board of Directors was not Independent on November 1, 2022, as prescribed in the aforesaid Regulation and that the Company has affirmed compliance as a part of the Affirmations, in the Corporate Governance Report filed by the Company for the Quarter ended December 31, 2022. In connection with, the Company had respond stating that Mr. Burjis Godrej joined the Board as an "Executive Director" with effect from November 1, 2022, as a result of which, the total number of Non-Independent Directors increased from 6 (Six) to 7 (Seven), while the number of Independent Directors was 6 (Six). Further, as per window provided under Regulation 25(6) of the Listing Regulations, for making the appointment of an "Independent Director", Ms. Ritu Verma was appointed as an "Independent Director" with effect from January 27, 2023, for a term of 5 (Five) years, i.e., up to January 26, 2028, subject to approval of the Shareholders of the Company. Thus, the Company has duly appointed one more Independent Director on the Board within the statutorily prescribed period, i.e., before January 31, 2023, thereby reinstating the optimal balance of Independent and Non-Independent Directors as required under Regulation 30 of the Listing Regulations. Further, via Notice dated February 21, 2023, National Stock Exchange and Bombay Stock Exchange had levied a penalty of ₹ 3,05,000/- plus GST. The Company has paid the penalty to both the stock exchanges and has requested for the waiver of / reduction of penalty via letter dated February 27, 2023 to both the stock exchanges. Further vide letter dated January 01, 2024 National Stock Exchange has rejected the application for waiver of/ reduction of penalty. We are informed that the Company has not received any communication from BSE Limited.

For BNP & Associates
Company Secretaries

Firm Registration. No. P2014MH037400
PR. No: 637/2019

Aviansh Bagul
Partner

FCS No: F5578 / C P No: 19862
UDIN: F005578F000329759

Date: May 8, 2024

Place: Mumbai

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

Annexure A to Secretarial Audit Report

To,
The Members,
Godrej Agrovet Limited,
Godrej One, 3rd Floor,
Pirojshanagar Eastern Express Highway,
Vikhroli (East), Mumbai- 400 079

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

1. The Company's management is responsible for maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards. Our responsibility is to express an opinion on the secretarial records produced for our audit.
2. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
3. While forming an opinion on compliance and issuing this report, we have also considered compliance related action taken by the Company after March 31, 2024 but before the issue of this Report.
4. We have considered compliance related actions taken by the Company based on independent legal /professional opinion obtained as being in compliance with law.
5. We have verified the secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We also examined the compliance procedures followed by the Company on a test basis. We believe that the processes and practices we followed, provides a reasonable basis for our opinion.
6. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
7. We have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
8. Our Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For BNP & Associates
Company Secretaries**

Firm Registration. No. P2014MH037400
PR. No: 637/2019

**Aviansh Bagul
Partner**

FCS No: F5578 / C P No: 19862
UDIN: F005578F000329759

Date: May 8, 2024
Place: Mumbai

ANNEXURE – C

FORM MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2024

[Pursuant to Section 204 (1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Creamline Dairy Products Limited
H.No.6-3-1238/B/21 Asif Avenue, Rajbhavan Road,
Hyderabad – 500 082

We have conducted a Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Creamline Dairy Products Limited – CIN: U15201TG1986PLC006912** (hereinafter called the 'Company') during the Financial Year from April 1, 2023 to March 31, 2024 ('the year' / 'audit period' / 'period under review').

We conducted the Secretarial Audit in a manner that provided us a reasonable basis for evaluating the Company's corporate conducts / statutory compliances and expressing our opinion thereon.

We are issuing this report based on:

- (i) our **verification** of the books, papers, minute books, soft copies as provided by the Company and other records maintained by the Company and furnished to us, forms / returns filed and compliance related action taken by the Company during the Financial Year ended March 31, 2024 as well as before the issue of this report,
- (ii) **Compliance Certificates** confirming compliance with all laws applicable to the Company given by Key Managerial Personnel / Senior Managerial Personnel of the Company and taken on record by Audit Committee / Board of Directors, and
- (iii) **Representations** made, documents shown, and information provided by the Company, its Officers, Agents and Authorized Representatives during our conduct of Secretarial Audit.

We hereby report that in our opinion, during the audit period covering the Financial Year ended March 31, 2024 the Company has:

- (i) complied with the statutory provisions listed hereunder, and
- (ii) Board-processes and compliance mechanism in place
to the extent, in the manner and subject to the reporting made hereinafter.

The Members are requested to read this Report, along with our letter of even date annexed to this Report as **Annexure- A**.

1. **Compliance with specific statutory provisions**

We further report that:

- 1.1 We have examined the books, papers, minute books and other records maintained by the Company and the forms, returns, reports, disclosures and information filed or disseminated during the Financial Year under review, according to the applicable provisions / clauses of:
 - (i) The Companies Act, 2013 and the Rules made thereunder;
 - (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iii) The following Regulations Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Regulations'):
 - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with Operational Circular bearing no. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 for Issue and Listing of Non-Convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper;
 - (iv) The Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2), issued by the Institute of Company Secretaries of India and mandatorily applicable to the Company;
 - (v) Listing agreement with The National Stock Exchange of India Limited (NSE) for listing of Debentures and Commercial Paper/s & Debt Securities.

1.2 During the period under review, the Company has:

- (i) **Complied with** the applicable provisions / clauses of the Acts, Rules and SEBI Regulations mentioned under sub-paragraphs (ii), (iii) and (iv) of paragraph 1.1 above.
- (ii) **Complied** with the applicable provisions / clauses of:
 - (a) The Act and the Rules mentioned under paragraph 1.1 (i); and
 - (b) The Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) mentioned under paragraph 1.1 (v) above to the extent applicable to Board Meetings and Committee Meetings held during the review period, the 36th Annual General Meeting held on 28th July, 2023 (36th AGM) and Extra- Ordinary General Meetings held on 28th July, 2023 at a shorter notice and 28th November, 2023. The compliance of the provisions of the Rules made under the Act [paragraph 1.1(i)] and SS-1 [paragraph 1.1(vi)] with regard to the Board Meetings and Committee Meetings held through video conferencing during the review period were verified based on the Minutes of the Meetings provided by the Company.

1.3 We are informed that, during the Financial Year 2023-24, the Company was not required to initiate any compliance related action in respect of the following laws/rules/regulations/standards, and was consequently not required to maintain any books, papers, minute books or other records or file any forms / returns thereunder:

- (i) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (ii) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (iii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (iv) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018;
- (v) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (vi) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (vii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (viii) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfers Agents) Regulations, 1993, regarding the Act and dealing with clients.

1.4 We have examined, on test check basis, the relevant documents and records maintained by the Company, according to the following Laws, applicable specifically to the Company:

- i. Food Safety and Standards Act, 2006 and Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011 and Food Safety and Standards (Packaging and Labelling) Regulations, 2011;
- ii. Legal Metrology Act, 2009 and Legal Metrology (Packaged Commodities) Rules, 2011;
- iii. Boilers Act, 1923 and Indian Boiler Regulations, 1950;
- iv. Water (Prevention and Control of Pollution) Act, 1974;
- v. Air (Prevention and Control of Pollution) Act, 1981.

2. Board processes:

We further report that:

2.1 The Board of Directors of Company as on March 31, 2024 comprised of:

- (i) 1(One) Non – Executive Chairman, i.e., Mr. Nadir B. Godrej (DIN: 00066195);
- (ii) 1(One) Whole-Time Director & Chief Executive Officer, i.e., Mr. Bhupendra Suri (DIN: 09035926);
- (iii) 1 (One) Managing Director, i.e., Mr. K. Bhasker Reddy (DIN: 00014291);
- (iv) 3 (Three) Executive Directors i.e. Mr. D Chandra Sekhar Reddy (DIN: 00063691), Mrs. C. Manga Raj (DIN: 00084401) and Mrs. Rama Kumari Mandava (DIN: 00065055);
- (v) 2 (Two) Non-Executive, Non-Independent Directors, i.e., Mr. Balram Singh Yadav (DIN: 00294803) and Mr. S. Varadraj (DIN: 00323436);
- (vi) 2 (Two) Independent Directors, i.e., Mr. Jude Julius John Fernandes (DIN: 07482333) and Mr. Kanan Sitaram (DIN: 01038711).

- 2.2 The processes relating to the following changes in the composition of the Board of Directors during the Financial Year 2023-24 were carried out in compliance with the provisions of the Act:
- i. Re-appointment of Mr. Bhupendra Suri (DIN: 09035926), Whole-Time Director, for a period of 3 (three) years with effect from 28th January, 2024 to 27th January, 2027 by the shareholders of the Company by a special resolution at the Extra-Ordinary General Meeting held on 28th November, 2023;
 - ii. Re-appointment of Mr. K. Bhasker Reddy (DIN: 00014291), Managing Director for a period of 1 (one) year with effect from 1st April, 2024 upto 31st March, 2025 by the shareholders of the Company by a special resolution at the Extra-Ordinary General Meeting held on 28th November, 2023;
 - iii. Re-appointment of Mr. Balram Singh Yadav (DIN: 00294803), Non- Executive Director, liable to retire by rotation at the 36th Annual General Meeting of the Company;
 - iv. Re-appointment of Mr. D. Chandra Sekhar Reddy (DIN: 00063691), Executive Director, for a period of 1 (one) year with effect from 1st April, 2024 upto 31st March, 2025 by the shareholders of the Company by a special resolution at the Extra-Ordinary General Meeting held on 28th November, 2023;
 - v. Re-appointment of Mrs. Rama Kumari Mandava (DIN: 00065055), Executive Director, for a period of 1 (one) year with effect from 1st April, 2024 upto 31st March, 2025 by the shareholders of the Company by a special resolution at the Extra-Ordinary General Meeting held on 28th November, 2023; and
 - vi. Re-appointment of Mrs. C Manga Raj (DIN: 00084401), who was appointed on January 28, 2022 as Executive Director and retired by rotation, at the 36th Annual General Meeting of the Company held on 28th July, 2023 to hold office up to March 31, 2024 and was further re-appointed for a period of 1 (one) year with effect from 1st April, 2024 upto 31st March, 2025 by the shareholders of the Company, by a special resolution at their Extra-Ordinary General Meeting held on November, 28, 2023.
- 2.3 Adequate notice was given to all the Directors to enable them to plan their schedule for the Board Meetings and Committee Meetings held during the Financial Year.
- 2.4 Notice/s of meetings of the Board and its Committees held during review period was/were sent to all the Directors and the members of the Committees, at least 7 (seven) days in advance.
- 2.5 Agenda and detailed notes on Agenda were sent to the Directors at least 7 (seven) days before the Board Meetings, other than those which included price sensitive information.
- 2.6 A system exists for directors to seek and obtain further information and clarifications on the agenda items before the meetings and for their meaningful participation at the meetings.
- 2.7 We note from the minutes verified that, at the Board Meetings held during the year:
- (i) Majority decisions were carried through; and
 - (ii) No dissenting views were expressed by any Board member on any of the subject matters discussed, that were required to be captured and recorded as part of the minutes.

3. Compliance mechanism

There are reasonably adequate systems and processes in the Company, commensurate with the Company's size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

4. Specific events / actions

- 4.1 During the year, the following specific events / actions took place, in pursuance of the above referred laws, rules, regulations and standards:
- i. The Company at their Extra – Ordinary General Meeting (“EGM”) held on 28th July, 2023 has approved to issue and allot secured/unsecured non-convertible debentures, in one or more series/ tranches on private placement basis during a period of one year from the date of EGM for an amount not exceeding ₹100 Crore (Rupees One Hundred Crore).

Further the Management Committee of the Board of Directors at their meeting held on 21st August, 2023 has approved allotment of 4,900 (Four Thousand Nine Hundred) Rated, Listed, Unsecured, Redeemable, Non-Convertible Debentures of the nominal value of INR 1,00,000 (Rupees One Lakh) each, aggregating to ₹ 49,00,00,000/- (Rupees Forty-Nine Crore Only) (“NCD’s”) and these NCD’s are listed on NSE with effect from 23rd August, 2023.

Subsequently, the Management Committee of the Board of Directors at their meeting held on 23rd October, 2023 has approved allotment of 5000 (Five Thousand) Rated, Listed, Unsecured, Redeemable, Non-Convertible Debentures (“NCDs”) of the nominal value of INR 1,00,000 (Rupees One Lakh) each, aggregating to ₹ 50,00,00,000/- (Rupees Fifty Crore Only) and these NCD’s are listed on NSE with effect from 26th October, 2023;
 - ii. During the year, the Company issued Commercial Paper/s of face value of ₹5,00,000/- each, amounting to ₹350 Crore and Commercial Papers for aggregate value of ₹300 Crore have been redeemed, leaving Commercial Paper/s of ₹ 50 Crore are outstanding as of March 31, 2024 and the same are listed on NSE;

- iii. An Assessment Order dated 22nd February, 2024 was issued by the Assistant Commissioner, Surapattu Assessment Circle, Commercial Taxes Department at Chennai North Division of Tamil Nadu levying tax liability, payable under Section 73 of Tamil Nadu GST Act, 2017 / CGST Act, 2017, along with interest and penalty thereon, till the dated of the order, aggregating to approximately ₹115.04 Crore. We are informed that in the opinion of the Company, the alleged tax liability has been erroneously levied and hence not maintainable and therefore, the Company had challenged the said Order before the higher Courts / Authorities within the prescribed time period. We are also further informed that subsequently, vide a Rectification Order dated 22 April, 2024, based on the representation made by the Company, amount of the said demand has been reduced to ₹ 4,35, 916/- as on the date of the order and payable by the company, by not later than July 21, 2024.
- iv. At the EGM of the Company held on 28th November, 2023, the Members of the Company have approved appointment of relatives of directors in the capacity as "Consultant" and payment of Consultancy Fees to them.
- v. We are informed that the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. with respect to merger of Nagavalli Milkline Private Limited (a wholly-owned subsidiary of the Company) with the Company, for which it has initiated the process of registration of immoveable property, held in the name of the said transferor Company, in its own name, which is still in progress as on date.

Sd/-

Venkataraman Krishnan
Associate Partner

ACS No: 8897 / C P No:12459

For BNP & Associates
Company Secretaries

Firm Registration. No. P2014MH037400

PR. No: 637/2019

UDIN: A008897F00213961

Date: April 23, 2024

Place: Mumbai

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

Annexure A to Secretarial Audit Report

To,
The Members,
Creamline Dairy Products Limited
H.No.6-3-1238/B/21 Asif Avenue, Rajbhavan Road,
Hyderabad – 500 082

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

1. The Company's management is responsible for maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards. Our responsibility is to express an opinion on the secretarial records produced for our audit.
2. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
3. We have considered compliance related actions taken by the Company based on independent legal /professional opinion obtained as being in compliance with law.
4. We have verified the secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We also examined the compliance procedures followed by the Company on a test basis. We believe that the processes and practices we followed, provides a reasonable basis for our opinion.
5. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
6. We have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
7. Our Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-
Venkataraman Krishnan
Associate Partner
ACS No: 8897 / C P No:12459

For BNP & Associates
Company Secretaries
Firm Registration. No. P2014MH037400
PR. No: 637/2019
UDIN: A008897F00213961

Date: April 23, 2024
Place: Mumbai

ANNEXURE – D

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
Godrej Tyson Foods Limited
Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai-400079,
Maharashtra, India.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Godrej Tyson Foods Limited, having CIN: U15122MH2008PLC177741** (hereinafter called the **'the Company'**) for the financial year ended on **31st March 2024** (the "Audit Period").

We have conducted the Secretarial Audit in a manner that provided us with a reasonable basis for evaluating the Company's corporate conducts / statutory compliances and expressing our opinion thereon.

We are issuing this report based on:

- (i) Our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company, provided to us ~~through virtual data room~~;
- (ii) Compliance certificates confirming compliance with corporate laws applicable to the Company given by the Key Managerial Personnel of the Company and taken on record by the Company's Audit Committee / Board of Directors; and
- (iii) Representations made, documents produced and information provided by the Company, its officers, agents and authorized representatives during our conduct of Secretarial Audit.

We hereby report that, in our opinion, during the Audit Period covering the financial year ended on 31st March 2024, the Company has:

- (i) Complied with the statutory provisions listed hereunder; and
- (ii) Board processes and compliance mechanisms are in place

to the extent, in the manner and subject to the reporting made hereinafter.

1. COMPLIANCE WITH SPECIFIC STATUTORY PROVISIONS

We further report that:

1.1.1 We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company during the year in terms of the applicable provisions / clauses of:

- (i) The Companies Act, 2013 (the "Act") and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act (FEMA), 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment.
- (v) Other laws as specifically applicable to the Company (as informed to us by the Company):
 - a. Food Safety and Standards Act, 2006;
 - b. Food Safety and Standards (Packaging & Labelling) Regulations, 2011;
 - c. Food Safety and Standards (Prohibition and Restriction on Sale), Regulations, 2011;
 - d. Food Safety and Standards (Contaminants, Toxins and Residues) Regulations, 2011;
 - e. Food Safety and Standards (Laboratory and Sample Analysis) Regulations, 2012;
 - f. Food Safety and Standards (Licensing and Registration of Food Business) Regulations, 2011; and

- g. Food Safety and Standards (Food Products Standards and Food Additives) Regulations 2011;
 - h. The Legal Metrology Act, 2009;
 - i. The Air (Prevention and Control of Pollution) Act, 1981;
 - j. The Water (Prevention and Control of Pollution) Act, 1974;
 - k. Shops & Establishment Act.1948;
 - l. The Plastic Waste Management Rules, 2016;
 - m. The Factories Act, 1948
- (vi) Secretarial Standards relating to Board Meetings and General Meetings issued by The Institute of Company Secretaries of India (Secretarial Standards) and notified by the Central Government under Section 118(10) of the Act which have mandatory application.

1.2 During the period under review:

- (i) The Company has complied with the all the applicable provisions of all the aforesaid Acts, Rules, Regulations, Guidelines and Secretarial Standards as mentioned above except as mentioned under paragraph 2.1.
- (ii) Generally complied with the applicable provisions / clauses of:
 - (a) FEMA to the extent of Foreign Direct Investment mentioned under paragraph 1.1 (iv);
 - (b) The Secretarial Standards on meetings of Board of Directors and its Committees (SS-1) and on General Meetings (SS-2) mentioned under paragraph 1.1 (vi) above, which are applicable to the meetings of the Board, Committees constituted by the Board, held during the year, the 15th Annual General Meeting (“AGM”) held on 26th July, 2023 and the Extra-Ordinary General Meeting (“EGM”) held on 29th November, 2023. The compliance with the provisions of the Rules made under the Act with regard to participation of Directors through video conference for the Board/Committee meeting(s) held during the year, were verified based on the minutes of the meetings provided by the Company.

1.3 During the audit period under review, provisions of the following Acts /Regulations were not applicable to the Company

- (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (ii) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (iv) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as the Company has not made any issue or listing of debt securities on any recognised stock exchange(s) in India;
- (v) (*) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (vi) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (viii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
- (ix) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

(*) the Company being a subsidiary of Godrej Agrovet Limited, a listed entity, the Code of Conduct under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“GAVL PIT Code”) applicable for Godrej Agrovet Limited will also be applicable to the employees of the Company who are expected to have Unpublished Price Sensitive Information. As per the GAVL PIT Code, Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company are covered as Designated Persons.

2. BOARD PROCESSES OF THE COMPANY:

We further report that:

2.1 The Board of Directors of the Company as on 31st March 2024 comprised of:

- (i) One Managing Director – Mr. Balram Singh Yadav (DIN: 00294803);
- (ii) Four Non-Executive & Non-Independent Directors – Mr. Nadir Burjor Godrej (DIN: 00066195), Mr. Varadaraj Subramanian (DIN: 00323436), Mr. James Martin Ward (DIN: 10132243) and Mr. Syatrizal Hamdallah (DIN: 10333001); and

- (iii) Two Non-Executive & Independent Directors – Mr. Sanjay Vasudev Gogate (DIN: 01543847) and Ms. Ahana Gautam (DIN: 08385484).

The Company was legally required to make the appointment of a Woman Director on its Board of Directors, on or before May 8, 2020 and the appointment of Ms. Ahana Gautam (DIN : 08385484) has been made on July 10, 2023, as an Additional Independent Director on the Board w.e.f. July 10, 2023, for a term of 5 (five) consecutive years commencing from July 10, 2023 upto July 9, 2028, which was also approved by the Shareholders at their EGM held on November 29, 2023.

2.2 The processes relating to the following changes in the composition of the Board of Directors and Key Managerial Personnel during the year were carried out in compliance with the provisions of the Act:

- 1) Appointment of Mr. James Ward (DIN: 10132243) as an Additional Director (Non-Executive & Non-Independent) of the Company with effect from April 28, 2023. The Shareholders at their AGM held on July 26, 2023 have approved the appointment of Mr. James Ward, as a Non-Executive Director of the Company, liable to retire by rotation.
- 2) Cessation of office of Mr. Suhas Advant, as Chief Financial Officer of the Company with effect from April 30, 2023.
- 3) Cessation of directorship of Mr. Brock White (DIN: 09141754), as a Non-Executive Director of the Company with effect from April 29, 2023, due to resignation.
- 4) The appointment of Mr. Yeong Sheng Lee (DIN: 09683479), an Additional Director, appointed by the Board of Directors on July 26, 2022, as Non-Executive & Non-Independent Director of the Company, liable to retire by rotation was proposed at the 15th Annual General Meeting for the shareholders to consider and approve. However, as the concerned Director had submitted his letter of resignation, with effect from July 17, 2023, i.e. after dispatch of the notice for the 15th AGM, the said matter was not considered at the AGM and the same was noted by the shareholders and was recorded in the Minutes of the 15th AGM, accordingly.
- 5) Appointment of Mr. Vikash Biyani as the Chief Financial Officer of the Company, w.e.f. July 26, 2023, by the Board of Directors of the Company at its Meeting held on July 26, 2023.
- 6) Re-appointment of Mr. Nadir B. Godrej (DIN: 00066195), as a Director, liable to retire by rotation, pursuant to Section 152 of the Companies Act, 2013, was approved by the Members of the Company at their 15th AGM held on July 26, 2023,.
- 7) Ms. Ahana Gautam (DIN: 08385484) was appointed as an Additional Director (Non-Executive & Independent) of the Company with effect from July 10, 2023. The Shareholders at their Extra-Ordinary General Meeting held on November 29, 2023, have approved the appointment of Ms. Ahana Gautam, as an Independent Director of the Company, for a term of 5 (five) consecutive years commencing from July 10, 2023 upto July 9, 2028, not liable to retire by rotation.
- 8) Mr. Syatrizal Hamdallah (DIN: 10333001), was appointed as an Additional Director (Non-Executive & Non-Independent) of the Company, with effect from October 16, 2023 and the Shareholders at their EGM held on November 29, 2023, have approved his appointment as Non-Executive & Non-Independent Director of the Company, liable to retire by rotation.

2.3 Adequate notices and Agenda and detailed notes on Agenda were given to all Directors to schedule the Meetings of the Board of Directors and its Committees, which were sent within the stipulated time as required under Section 173(3) of the Act and SS-1 to enable them to plan their schedule and where notice, Agenda and Notes to Agenda was circulated at shorter notice, the consent of all directors was obtained.

2.4 A system exists for directors to seek and obtain further information and clarifications on the agenda items before the meetings and to ensure their meaningful participation at the meetings.

2.5 We note from the minutes examined that, at the Board meetings held during the year:

- (i) Decisions were taken through the majority of the Board; and
- (ii) No dissenting views were expressed by any Board member on any of the subject matters discussed, which were required to be recorded as part of the minutes.

3. COMPLIANCE MECHANISM

There are reasonably adequate systems and processes prevalent in the Company, which are commensurate with its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

4. SPECIFIC EVENTS / ACTIONS

4.1 During the year under review, there were no specific events / actions, having a major bearing on the Company's affairs took place.

1. The Company was legally required to make the appointment of a Woman Director on its Board of Directors, on or before May 8, 2020 and the appointment of Ms. Ahana Gautam (DIN : 08385484) has been made on July 10, 2023, as an Additional Independent Director on the Board w.e.f. July 10, 2023, for a term of 5 (five) consecutive years commencing from July 10, 2023 upto July 9, 2028, which was also approved by the Shareholders at their EGM held on November 29, 2023. The Company has received a Show Cause Notice bearing No: ROC/MUM/Adj/2023/Section 149(1)/1642 dated March 29, 2023 ("SCN") from Registrar of Companies, Mumbai ("ROC"), under section 149 of the Companies Act, 2013, on the above matter to which a reply has been made on August 17, 2023. We are informed that hearing before the ROC is awaited as on the date of this report.

2. The Board of Directors at its Meeting held on July 26, 2023, has approved the alteration/ modification / amendment to Clause III (a) of the Memorandum of Association of the Company, in order to undertake all the relevant activities in connection with the feed businesses and accordingly to alter its main object, subject to approval of the Shareholders of the Company.

For BNP & Associates

Company Secretaries

Firm Reg No: P2014MH037400

Peer Review No. 637/2019

Venkataraman K.

Associate Partner

ACS:8897 / COP:12459

UDIN: A008897F000220493

Date: 23/04/2024

Place: Mumbai

The Members are requested to read this Report along with our letter of even date annexed to this Report as **Annexure-A**.

Annexure A to the Secretarial Audit Report

For the Financial Year ended 31st March 2024

To,
The Members of,
Godrej Tyson Foods Limited,
Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Maharashtra, India

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

1. The Company's management is responsible for maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards. Our responsibility is to express an opinion on the secretarial records produced for our audit.
2. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
3. We have considered compliance related actions taken by the Company based on independent legal /professional opinion obtained as being in compliance with law.
4. We have verified the secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We have also examined the compliance procedures followed by the Company. We believe that the processes and practices we followed, provide a reasonable basis for our opinion.
5. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
6. We have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
7. Our Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For BNP & Associates
Company Secretaries

Firm Reg No: P2014MH037400
Peer Review No. 637/2019

Venkataraman K.
Associate Partner

ACS:8897 / COP:12459
UDIN: A008897F000220493

Date: 23/04/2024

Place: Mumbai

ANNEXURE – E

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

As at the Financial Year ended March 31, 2024

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

A. CONSERVATION OF ENERGY:

Your Company relentlessly endeavours to reduce specific energy consumption in its various processes and to increase share of renewable energy in its overall energy portfolio. Therefore, it continues to adopt and implement various energy conservation measures at all its manufacturing locations.

Some of the measures adopted by your Company for conservation of energy and the benefits derived therefrom are as follows:

- (a) Replacement of furnace oil fired boiler with briquette fired boiler
- (b) Installation of dewatering and rotary drum dryer for maximizing the use of agri residue generated within operations and reducing dependency on fossil fuel consumption
- (c) Installation of biogas generation plant with gas turbine, to effectively utilize the cow dung generated in the premises to meet partial energy requirement of plant
- (d) Installation of flash steam and condensate recovery system
- (e) Installation of energy efficient lighting fixture in a phased manner
- (f) Installation of aluminum pipeline and supply side compressed air system
- (g) Installation of variable frequency drives for centrifugal pumps, fans, air compressors, pallet & hammers mills

The capital investment on energy conservation equipment made during the Financial Year 2023-24 is approximately ₹ 6.70 Crore.

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

Your Company constantly endeavors to introduce and implement several technological upgradations, with an objective to obtain improved quality of output at a reduced cost. Such measures also help in ensuring optimum utilization of plant and equipment capacity and overall improvement in the standards of Environmental Sustainability, Health and Safety.

C. RESEARCH & DEVELOPMENT (R&D) ACTIVITIES:

Your Company's emphasis on Research & Development (R&D) has been critical to its success and a differentiating factor from competitors. Dedicated R&D is undertaken in existing products primarily with a focus to improve productivity of livestock, farmers' yields and process efficiencies. The Company also focuses on R&D efforts in areas where there is significant growth potential. Investment is also being made in developing innovative technologies to further grow our product portfolio across businesses.

In case of imported technology [imported during the last 3 (three) years, i.e., during the Financial Year 2021-22, 2022-23 and 2023-24], the required details are as follows:

Details of Technology Imported	Pulverizer installed at a plant for fine grinding of raw material for producing aquaculture feeds
Year of Import	2023-24
Whether the Technology has been fully absorbed	Yes
If not fully absorbed, areas where absorption has not taken place, reasons therefor and future plan of action	Not Applicable

Your Company's Expenditure on R&D during the Financial Year 2023-24, in comparison with the figures for the previous Financial Year 2022-23 was as follows:

Particulars	2023-24 (₹ in Crore)	2022-23 (₹ in Crore)
Capital Expenditure	3.35	4.22
Recurring Expenditure	16.35	20.62
Total	19.69	24.84
Total R&D Expenditure as a Percentage of Total Turnover	0.28%	0.36%

D. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Your Company's foreign exchange earnings and outgo during the Financial Year 2023-24, in comparison with the figures for the previous Financial Year 2022-23 were as follows:

Sr. No.	Particulars	2023-24 (₹ in Crore)	2022-23 (₹ in Crore)
1.	Foreign Exchange Earned	60.46	42.24
2.	Foreign Exchange Used	259.19	278.00

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

Nadir B. Godrej
Chairman

(DIN: 00066195)

Date: May 8, 2024

Place: Mumbai

ANNEXURE – F

PARTICULARS IN RESPECT OF REMUNERATION OF GODREJ AGROVET LIMITED

For the Financial Year ended March 31, 2024

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

- (i) Percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2023-24 and the Ratio of the Remuneration of each Director to the Median Remuneration of the Employees of the Company for the Financial Year 2023-24:

Sr. No.	Name of Director / Key Managerial Personnel (KMP)	Designation of Director / KMP	% Increase in Remuneration in the Financial Year 2023-24	Ratio of Remuneration of each Director to Median Remuneration of Employees
1.	Mr. Nadir B. Godrej	Chairman – Promoter, Non-Executive & Non-Independent Director	N.A.	N.A.
2.	Mr. Jamshyd N. Godrej (*)	Non-Executive & Non-Independent Director	N.A.	N.A.
3.	Ms. Tanya A. Dubash	Non-Executive & Non-Independent Director	N.A.	N.A.
4.	Ms. Nisaba Godrej	Non-Executive & Non-Independent Director	N.A.	N.A.
5.	Mr. Pirojsha Godrej	Non-Executive & Non-Independent Director	N.A.	N.A.
6.	Mr. Burjis Godrej	Executive Director	160% (#)	17.89
7.	Mr. Balram S. Yadav	Managing Director	(44%)	121.84
8.	Dr. Ritu Anand	Independent Director	N.A.	N.A.
9.	Ms. Aditi Kothari Desai	Independent Director	N.A.	N.A.
10.	Ms. Roopa Purushothaman	Independent Director	N.A.	N.A.
11.	Mr. Natarajan Srinivasan	Independent Director	N.A.	N.A.
12.	Mr. Kannan Sitaram	Independent Director	N.A.	N.A.
13.	Dr. Ashok Gulati	Independent Director	N.A.	N.A.
14.	Ms. Ritu Verma	Independent Director	N.A.	N.A.
15.	Mr. S. Varadaraj	Chief Financial Officer	(33%)	N.A.
16.	Mr. Vivek Raizada	Head – Legal & Company Secretary & Compliance Officer	(33%)	N.A.

“N.A.” denotes “Not Applicable”.

(*) Mr. Jamshyd Godrej (DIN: 00076250) ceased to be a Director (Non-Executive & Non-Independent) of the Company with effect from January 24, 2024, due to resignation.

(#) Mr. Burjis Godrej has been appointed as an “Executive Director” of the Company with effect from November 1, 2022. Consequently, he had been in receipt of remuneration for 5 (five) months from November 2022 to March 2023 during the Financial Year 2022-23, while he was in receipt of remuneration for the entire period of 12 (twelve) months during the Financial Year 2023-24.

All the Non-Executive Directors will be paid commission for the Financial Year 2023-24, upon approval of Financial Statements for the said Financial Year by the Shareholders at their ensuing 33rd (Thirty-Third) Annual General Meeting of the Company.

Sitting fees have been paid to all the Independent Directors for attending the Meetings of the Board of Directors and the Committees thereof held during the Financial Year 2023-24.

(ii)	Percentage increase in the median remuneration of employees during the Financial Year 2023-24	12.8%
(iii)	Number of permanent employees on the rolls of the Company	2,664 as on March 31, 2024
(iv)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and whether there are any exceptional circumstances for increase in the managerial remuneration	Average percentile increase in remuneration of employees during the Financial Year 2023-24 was 0.1% as compared to average percentile increase in remuneration of managerial personnel which was (37%). The remuneration paid is in conformity with the Nomination and Remuneration Policy of the Company.

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

Nadir B. Godrej
Chairman
(DIN: 00066195)

Date: May 8, 2024
Place: Mumbai

CORPORATE GOVERNANCE REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

In accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”), the Board of Directors of Godrej Agrovet Limited (“**the Company**” / “**GAVL**”) have pleasure in presenting the Company’s Report on Corporate Governance for the Financial Year ended March 31, 2024.

1. Company’s Philosophy on Code of Corporate Governance:

The Securities and Exchange Board of India (“**SEBI**”) has introduced a Code of Corporate Governance for a Listed Company, which is implemented through the Listing Regulations, over and above the provisions of the Companies Act, 2013 (“**the Act**”) and the Rules framed thereunder, which are required to be complied by every such company.

We, at GAVL, firmly believe that Corporate Governance is a set of systems and practices to ensure that the affairs of a Company are being managed in a manner which ensures accountability, transparency and fairness in all its transactions in the widest sense and meet the aspirations and expectations of the stakeholders and the society as a whole. Corporate Governance refers to the framework of rules and practices by which the Company ensures ethical conduct which is in harmony with the interests of all its, stakeholders. Corporate Governance requires professionals to constantly enhance or upgrade their knowledge, competencies and capabilities, in order to modify systems and processes which help in managing the enterprise and its resources effectively, with the highest standards of ethics.

Effective Corporate Governance practices and strong foundation of Godrej values have been GAVL’s hallmark. The Company is a part of the more than a century-old Godrej Group which has an established reputation of honesty, integrity and sound governance since inception. Your Company is, therefore, committed to maintaining the highest standards of Corporate Governance in its conduct towards Shareholders, employees, regulators, customers, suppliers, lenders and other stakeholders. Your Company believes that Corporate Governance is a journey which leads to corporate growth and long-term gain in Shareholders’ value.

Your Company is in compliance with the requirements of Corporate Governance as prescribed under the Listing Regulations.

2. Board of Directors:

a. Board Structure:

Your Company has an active, well experienced and a well-informed Board with an optimum combination of 13 (Thirteen) Directors comprising of 11 (Eleven) Non-Executive Directors [out of which 4 (Four) are Non-Independent Directors and 7 (Seven) are Independent Directors] and 2 (Two) Executive Directors as on March 31, 2024. The composition of the Board is in conformity with Regulation 17 of the Listing Regulations read with Section 149 of the Act.

Your Company has 6 (Six) Women Directors out of which 4 (Four) are Independent Directors. More than half of the Board comprises of Independent Directors. The Board is headed by Mr. Nadir B. Godrej, Chairman (Non-Executive and Non-Independent Director), who is not related to Managing Director of the Company as per the definition of “Relative” provided under the Act and is the father of Mr. Burjis N. Godrej, Executive Director of the Company. The detailed profiles of the Directors are available on the Company’s website at <https://www.godrejagrovet.com/know-us/board-of-directors>.

The Company has a right mix of Directors on the Board who possessed the requisite qualifications, competence, expertise, professionalism and practical knowledge in General Management, Finance, Human Resources, Compliances, Legal, Corporate Social Activities, Research and other allied activities connected to the areas of operation of the Company which enables the Board to function effectively.

The Board provides and evaluates the Company’s strategic decisions, management policies and their effectiveness, which shapes the Corporate Governance practices of the Company and ensures that the long-term interests of the Shareholders are being served. Mr. Balam S. Yadav, Managing Director and Mr. Burjis Godrej, Executive Director, are assisted by Senior Managerial Personnel in overseeing the functional matters of the Company.

The composition of the Board of Directors as on March 31, 2024 is summarized below:

Particulars	Chairman (Non-Executive)	Executive Director	Non-Executive Directors		Total
			Non-Independent	Independent	
Number of Directors	1	2	3	7	13
			(Of which 2 are Women Directors)	(Of which 4 are Women Directors)	

b. Board Training and Induction:

At the time of appointing a Director, a formal Letter of Appointment is issued to him / her, which, *inter alia*, explains the role, functions, duties and responsibilities of a Director of the Company. The Director is briefed about the business and performance of the Company as well. The Director is also explained in detail of the compliances required from him / her under the Companies Act, 2013 and the Listing Regulations and other relevant Regulations and his / her affirmation is taken with respect to the same.

c. Familiarization Programmes for Independent Directors:

All the Directors, including Independent Directors, are provided with the requisite documents and reports to enable them to familiarize with the Company's performance and practices. Periodic presentations are made at the Meetings of the Board and Committees thereof or at separate meetings as well, on the business and performance of the Company. Quarterly updates on relevant statutory changes covering important applicable laws are discussed at the Meetings of the Board.

The details of familiarization programme conducted for Independent Directors have been disclosed on the Company's web-link <https://www.godrejagrovet.com/investors/compliance>.

d. Board Procedure and Meetings:

The Board of Directors, *inter alia*, focuses on and oversees Strategic Planning, Risk Management, Compliance and Corporate Governance, Financial Control, Succession Planning for Directors, etc., with high standards of ethical conduct and integrity, in order to protect the best interests of all the stakeholders, including Shareholders.

The Board of Directors meets at regular intervals to discuss and decide on business strategies / policies and reviews the financial and operational performance of the Company and its subsidiaries and associates. In case of business exigencies, the Board's approval is taken through Resolutions by way of Circulation. The Resolutions by Circulation are noted at the subsequent Board Meetings.

The Agenda for the Meetings of the Board and its Committees are circulated in advance as per the provisions of the Act and the Rules framed thereunder and Secretarial Standards – 1 ("SS-1") i.e. Secretarial Standards on Meetings of Board issued by the Institute of Company Secretaries of India (ICSI) (which prescribes a set of principles for convening and conducting Meetings of the Board of Directors and matters related thereto) and also to ensure sufficient time is provided to Directors to prepare for the Meetings.

The Board meets at least once in a Quarter to, *inter alia*, review, approve and take note of Quarterly / Half Yearly / Annual Standalone and Consolidated Financial Results of the Company (along with the Reports of the Statutory Auditors thereon, as may be applicable), Cost Audit Reports, Secretarial Audit Reports, Long Range Plan, Annual Operating Plan and budgets, capital budgets and updates thereon, various Compliance Report(s) under the applicable laws, major legal issues, regulatory developments, Minutes of the Meetings of the Board of Directors and its Committees and those of its Subsidiary Companies, Significant Transactions entered into with Related Parties by Subsidiary Companies and note compliances with other laws as applicable to the Company and the Listing Regulations. The Meetings of the Board of Directors are usually held at the Registered Office of the Company at "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400079 (Maharashtra). During the Financial Year 2023-24, the Company had provided Video Conferencing (VC) facility to its Directors to enable their participation in all the Meetings of Board and its Committees, so that they can contribute in the discussions at the Meetings.

The Board of Directors is provided access to all the Company-related information, including but not limited to, information mentioned under Regulation 17 read with Part A of Schedule II to the Listing Regulations.

In the path of digitization and with a view to ensure its commitment to "Go-Green" Initiative of the Ministry of Corporate Affairs, Government of India and the "Good & Green" policy of the Godrej Group, the Company has started circulating to its Directors, Notices, Agenda and other relevant notes and documents for the Meetings of the Board and Committees thereof through an electronic platform, thereby ensuring seamless access, high standards of security and confidentiality of Board and its Committee Meetings related documents.

The Company Secretary attends all the Meetings of the Board and its Committees and is, *inter alia*, responsible for recording the Minutes of such Meetings. The draft Minutes of the Meetings of the Board of Directors and its Committees are sent to the Members for their comments in accordance with the Secretarial Standards – 1 and then, the Minutes are entered in the Minutes Book within 30 (Thirty) days from the conclusion of the respective Meetings, subsequent to incorporation of comments, if any, received from the Directors. The Company adheres to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, Secretarial Standards and Listing Regulations with respect to convening and holding the Meetings of the Board of Directors and its Committees.

During the Financial Year 2023-24, 4 (Four) Board Meetings were held, i.e., on May 9, 2023, August 1, 2023, November 3, 2023 and February 1, 2024 and the maximum interval between any 2 (Two) consecutive Board Meetings was well within the maximum allowed time gap of 120 (One Hundred and Twenty) days. The necessary quorum was present for all the Meetings.

The details of composition of the Board, Directors' attendance at the Board Meetings and at the last Annual General Meeting ("AGM"), are given hereunder:

Sr. No.	Name of Director	Category of Director	Inter-se Relationship amongst Directors	Appointment / Cessation during the Financial Year 2023-24	No. of Board Meetings attended during the Financial Year 2023-24	Whether attended last AGM held on August 1, 2023 (Yes / No)	Directorships held in public Companies incorporated in India (as on March 31, 2024 (^))	Number of Chairmanship/ Membership in Board Committees in other Companies as on March 31, 2024 (\$) (Including the Company)	
								Chairmanship	Membership
1.	Mr. Nadir B. Godrej	Promoter, Non-Executive & Non-Independent Chairman	Father of Mr. Burjis Godrej	-	4 out of 4	Yes	5	1	2
2.	Ms. Tanya A. Dubash	Non-Executive & Non-Independent Director	Sister of Ms. Nisaba Godrej & Mr. Pirojsha Godrej	Re-appointed at the 32 nd AGM held on August 1, 2023 as a Director liable to retire by rotation.	4 out of 4	Yes	5	Nil	2
3.	Ms. Nisaba Godrej	Non-Executive & Non-Independent Director	Sister of Ms. Tanya A. Dubash & Mr. Pirojsha Godrej	-	4 out of 4	Yes	5	Nil	3
4.	Mr. Pirojsha Godrej	Non-Executive & Non-Independent Director	Brother of Ms. Tanya A. Dubash & Ms. Nisaba Godrej	-	4 out of 4	Yes	4	1	2
5.	Mr. Burjis Godrej	Executive Director	Son of Mr. Nadir B. Godrej	-	4 out of 4	Yes	2	Nil	Nil
6.	Mr. Balram S. Yadav	Managing Director	-	-	4 out of 4	Yes	2	1	4
7.	Dr. Ritu Anand	Independent Director	-	-	4 out of 4	Yes	2	Nil	2
8.	Ms. Aditi Kothari Desai	Independent Director	-	-	3 out of 4	Yes	1	Nil	1
9.	Ms. Roopa Purushothaman	Independent Director	-	-	4 out of 4	Yes	1	Nil	Nil
10.	Mr. Natarajan Srinivasan	Independent Director	-	-	4 out of 4	Yes	3	3	5
11.	Mr. Kannan Sitaram	Independent Director	-	-	4 out of 4	Yes	1	Nil	1
12.	Dr. Ashok Gulati	Independent Director	-	-	4 out of 4	Yes	2	Nil	1
13.	Ms. Ritu Verma	Independent Director	-	-	4 out of 4	Yes	1	Nil	Nil

(^) Alternate Directorships and Directorships in Private Companies, Companies governed by Section 8 of the Companies Act, 2013 and Foreign Companies have been excluded.

(\$) In accordance with Regulation 26 of the Listing Regulations, Membership(s)/ Chairmanship(s) of only Audit Committees and Stakeholders' Relationship Committees in all Public Limited Companies have been considered.

Note: Mr. Jamshyd Godrej ceased to be a Director (Non-Executive & Non-Independent) of the Company with effect from January 24, 2024, due to resignation.

Details of Directorships of Directors in other Listed Entities and Category of their Directorship as on March 31, 2024:

Sr. No.	Name of Director	Name of Listed Entity where Directorship is held	Category of Directorship
1.	Mr. Nadir B. Godrej	Godrej Agrovet Limited	Chairman & Non-Executive Director
		Godrej Industries Limited	Chairman & Managing Director
		Godrej Consumer Products Limited	Non-Executive Director
		Godrej Properties Limited	Non-Executive Director
		Astec LifeSciences Limited	Chairman & Non-Executive Director
2.	Ms. Tanya A. Dubash	Godrej Agrovet Limited	Non-Executive Director
		Godrej Industries Limited	Executive Director
		Godrej Consumer Products Limited	Non-Executive Director
		Britannia Industries Limited	Independent Director
		Escorts Kubota Limited	Independent Director
3.	Ms. Nisaba Godrej	Godrej Agrovet Limited	Non-Executive Director
		Godrej Consumer Products Limited	Chairperson & Executive Director
		VIP Industries Limited	Independent Director
		Mahindra and Mahindra Limited	Independent Director
		Bharti Airtel Limited	Independent Director
4.	Mr. Pirojsha Godrej	Godrej Agrovet Limited	Non-Executive Director
		Godrej Consumer Products Limited	Non-Executive Director
		Godrej Properties Limited	Chairman & Executive Director
		Godrej Industries Limited	Non-Executive Director
5.	Mr. Burjis Godrej	Godrej Agrovet Limited	Executive Director
		Astec LifeSciences Limited	Non-Executive Director
6.	Mr. Balram S. Yadav	Godrej Agrovet Limited	Managing Director
		Astec LifeSciences Limited	Non-Executive Director
7.	Dr. Ritu Anand	Godrej Agrovet Limited	Independent Director
		Medi Assist Healthcare Services Limited	Independent Director
8.	Ms. Aditi Kothari Desai	Godrej Agrovet Limited	Independent Director
9.	Ms. Roopa Purushothaman	Godrej Agrovet Limited	Independent Director
10.	Mr. Natarajan Srinivasan	Godrej Agrovet Limited	Independent Director
		CG Power and Industrial Solutions Limited	Managing Director
		Computer Age Management Services Limited	Independent Director

Sr. No.	Name of Director	Name of Listed Entity where Directorship is held	Category of Directorship
11.	Mr. Kannan Sitaram	Godrej Agroviet Limited	Independent Director
12.	Dr. Ashok Gulati	Godrej Agroviet Limited	Independent Director
		Kotak Mahindra Bank Limited	Independent Director
13.	Ms. Ritu Verma	Godrej Agroviet Limited	Independent Director

Note: Mr. Jamshyd Godrej ceased to be a Director (Non-Executive & Non-Independent) of the Company with effect from January 24, 2024, due to resignation.

Note:

None of the Directors of the Company as mentioned above is:

- a Director in more than 10 (Ten) Public Limited Companies as per Section 165 of the Companies Act, 2013;
- a Director in more than 7 (Seven) Equity Listed Companies as per Regulation 17(A) of the Listing Regulations;
- an Independent Director in more than 7 (Seven) Equity Listed Companies or 3 (Three) Listed Companies (in case he / she serves as a Whole Time Director in any listed Company) as per Regulation 17 of the Listing Regulations;
- Not a Member of more than 10 (Ten) Committees and Chairman of more than 5 (Five) Committees across all the Indian Public Limited Companies in which he / she is a Director as per Regulation 26 of the Listing Regulations.

e. Number of Equity Shares held by Directors and Dividend paid during the Financial Year 2023-24:

Sr. No.	Name of Director	Designation / Category of Directorship	No. of Equity Shares held as on March 31, 2024	Dividend paid during the Financial Year 2023-24 (Amount in ₹)
1.	Mr. Nadir B. Godrej	Non-Executive & Non-Independent Chairman	102	969.00
2.	Ms. Tanya A. Dubash	Non-Executive & Non-Independent Director	2,60,884	18,51,398.00
3.	Ms. Nisaba Godrej	Non-Executive & Non-Independent Director	34	323.00
4.	Mr. Pirojsha Godrej	Non-Executive & Non-Independent Director	4,14,034	39,33,323.00
5.	Mr. Burjis Godrej	Executive Director	Nil	Nil
6.	Mr. Balram S. Yadav	Managing Director	33,25,425	3,15,91,538.00
7.	Dr. Ritu Anand	Non-Executive & Independent Director	301	2,859.00
8.	Ms. Aditi Kothari Desai	Non-Executive & Independent Director	Nil	Nil
9.	Ms. Roopa Purushothaman	Non-Executive & Independent Director	992	9,424.00
10.	Mr. Natarajan Srinivasan	Non-Executive & Independent Director	Nil	Nil
11.	Mr. Kannan Sitaram	Non-Executive & Independent Director	Nil	Nil
12.	Dr. Ashok Gulati	Non-Executive & Independent Director	Nil	Nil
13.	Ms. Ritu Verma	Non-Executive & Independent Director	Nil	Nil

Note: Mr. Jamshyd Godrej ceased to be a Director (Non-Executive & Non-Independent) of the Company with effect from January 24, 2024, due to resignation.

Note: The Shareholding reflects holding of the Directors in their own name (individual capacity only) and does not include Shares by them held through Trusts.

f. Directors seeking Appointment / Re-appointment:

i. Directors liable to retire by Rotation:

Ms. Nisaba Godrej (DIN: 00591503) and Mr. Pirojsha Godrej (DIN: 00432983), Non-Executive & Non-Independent Directors of the Company, are liable to retire by rotation at the ensuing 33rd (Thirty-Third) Annual General Meeting ("33rd AGM") of your Company and being eligible, have offered themselves for re-appointment, with the continuation of such directorship being subject to the fulfilment of requirements under applicable laws, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief Profile of Ms. Nisaba Godrej:

Ms. Nisaba Godrej is a Non-Executive Director of Godrej Agrovet Limited (GAVL) since July 24, 2006.

She is the Executive Chairperson of Godrej Consumer Products Limited. She has been a key architect of Godrej Consumer Products Limited's strategy and transformation in the last fifteen years.

She is also the Chairperson of Teach for India and sits on the Board of Bharti Airtel Limited and Mahindra and Mahindra Limited.

She has a B.Sc. degree from The Wharton School at the University of Pennsylvania and an MBA from Harvard Business School.

She is passionate about education, the human mind, trekking and equestrian sports.

ii. Brief Profile of Mr. Pirojsha Godrej:

Mr. Pirojsha Godrej is the Non-Executive Director of Godrej Agrovet Limited, Executive Chairperson of Godrej Properties Limited, Godrej Housing Finance Limited and a Non-Executive Director at Godrej Consumer Products Limited.

Mr. Pirojsha Godrej graduated from the Wharton School of Business in 2002, completed his Masters in International Affairs from Columbia University in 2004, and an MBA from Columbia Business School in 2008.

Mr. Pirojsha Godrej joined Godrej Properties Limited in 2004, became an Executive Director in 2008, and was appointed as a CEO of Godrej Properties Limited in 2012. He has led Godrej Properties through a phase of rapid growth. In Financial Year 2016, Godrej Properties Limited for the first time became India's No. 1 publicly listed real estate developer by residential sales, a position it has retained for the past 5 years. Under Pirojsha's leadership, Godrej Properties Limited has been at the forefront of the sustainable development movement; in 2013, Godrej Properties Limited received an award from former President of India, APJ Abdul Kalam for being one of the companies in India from across sectors to have driven the green building movement. In 2020, Godrej Properties Limited ranked No. 1 amongst listed residential developers across the world in the Global Real Estate Sustainability Benchmark, an organization committed to rigorous and independent evaluation of the sustainability performance of real assets across the globe. The Indian Green Building Council (IGBC) has awarded Mr. Pirojsha Godrej the IGBC Green Champion Award 2016 for his contribution to the sustainability of India's built environment.

g. Skills Matrix of the Board of Directors:

Your Company recognizes the importance of having a Board comprising of Directors who have a range of experiences, capabilities and diverse point of view which helps in creating an effective and well-rounded Board.

The list of core skills / expertise / capabilities for the Board members have been outlined by the Nomination and Remuneration Committee and approved by the Board of Directors, which are as under:

- **Strategy & Business** - Is or has been the Chief Executive Officer, Chief Operating Officer or held any other leadership position in an organization leading to significant experience in strategy or business management. Brings ability to identify and assess strategic opportunities and threats in the context of the business.
- **Industry Expertise** - Expertise with respect to the sector the organization operates in. Has an understanding of the 'big picture' in the given industry and recognizes the development of industry segments, trends, emerging issues and opportunities.
- **Market Expertise** - Expertise with respect to the geography the organization operates in. Understands the macro-economic environment, the nuances of the business, consumers and trade in the geography, and has the knowledge of the regulations & legislations of the market(s) the business operates in.
- **Technology Perspective** – Expertise with respect to business specific technologies such as in the field of R&D, Manufacturing etc.; Has experience and adds perspective on the future ready skills required by the organization such as e-commerce, digital, sustainability etc.
- **People & Talent Understanding** - Experience in human resource management such that they bring in a considered approach to the effective management of people in an organization.
- **Governance, Finance & Risk** - Has an understanding of the law and application of corporate governance principles in a commercial enterprise of similar scale. Capability to provide inputs for strategic financial planning, assess financial statements and oversee budgets for the efficient use of resources. Ability to identify key risks for the business in a wide range of areas including legal and regulatory.

- **Diversity of Perspective** - Provides a diversity of views to the Board that is valuable to manage our customer, consumer, employee, key stakeholder or Shareholders.

List of Directors as on March 31, 2024 along with the Skills / Expertise / Competence possessed by them:

Sr. No.	Director Names / Skills	Strategy & Business	Industry Expertise	Market Expertise	Technology Perspective	People & Talent Understanding	Governance, Finance & Risk	Diversity of Perspective
1.	Mr. Nadir B. Godrej	✓	✓	✓	✓		✓	
2.	Ms. Tanya A. Dubash	✓		✓			✓	✓
3.	Ms. Nisaba Godrej	✓		✓		✓	✓	✓
4.	Mr. Pirojsha Godrej	✓		✓			✓	✓
5.	Mr. Burjis Godrej	✓		✓	✓			✓
6.	Mr. Balram S. Yadav	✓	✓	✓			✓	
7.	Dr. Ritu Anand				✓		✓	✓
8.	Ms. Aditi Kothari Desai	✓		✓			✓	✓
9.	Ms. Roopa Purushothaman	✓		✓	✓	✓		✓
10.	Mr. Natarajan Srinivasan	✓		✓			✓	✓
11.	Mr. Kannan Sitaram	✓		✓		✓	✓	✓
12.	Dr. Ashok Gulati	✓	✓	✓				
13.	Ms. Ritu Verma	✓		✓	✓		✓	

Note: Mr. Jamshyd Godrej ceased to be a Director (Non-Executive & Non-Independent) of the Company with effect from January 24, 2024, due to resignation.

3. Committees of the Board of Directors – Composition and Terms of Reference:

A. Composition of the Committees:

The composition of various Committees constituted by the Board of Directors of the Company as on March 31, 2024 is summarized below:

Sr. No.	Name of the Director	Independent/ Non-Independent	Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee	Corporate Social Responsibility Committee	Risk Management Committee (RMC)	Managing Committee
1.	Mr. Nadir B. Godrej	Non-Independent	N/A	N/A	Chairman	Member	Chairman	Chairman
2.	Ms. Tanya A. Dubash	Non-Independent	N/A	N/A	N/A	N/A	N/A	N/A
3.	Ms. Nisaba Godrej	Non-Independent	N/A	Member	N/A	N/A	N/A	Member
4.	Mr. Pirojsha Godrej	Non-Independent	N/A	N/A	N/A	N/A	N/A	Member
5.	Mr. Burjis Godrej	Executive Director	N/A	N/A	N/A	N/A	N/A	N/A
6.	Mr. Balram S. Yadav	Managing Director	Member	N/A	Member	Member	Member	Member
7.	Dr. Ritu Anand	Independent	Member	Chairperson	N/A	N/A	N/A	N/A
8.	Ms. Aditi Kothari Desai	Independent	Member	N/A	N/A	N/A	N/A	N/A
9.	Ms. Roopa Purushothaman	Independent	N/A	Member	N/A	Member	N/A	N/A
10.	Mr. Natarajan Srinivasan	Independent	Chairman	N/A	Member	N/A	Member	N/A
11.	Mr. Kannan Sitaram	Independent	N/A	N/A	N/A	N/A	N/A	N/A
12.	Dr. Ashok Gulati	Independent	N/A	N/A	N/A	Chairman	N/A	N/A
13.	Ms. Ritu Verma	Independent	N/A	N/A	N/A	N/A	N/A	N/A

Note: Mr. Jamshyd Godrej ceased to be a Director (Non-Executive & Non-Independent) of the Company with effect from January 24, 2024, due to resignation.

"N/A" denotes "Not Applicable" as not being a Chairperson / Member of the Committee.

Mr. Vivek Raizada, Company Secretary & Compliance Officer of the Company acts as the Secretary to the Committees.

B. Attendance Details of Committee Meetings held during the Financial Year 2023-24:

Sr. No.	Name of Director	Independent / Non-Independent	Audit Committee (AC)	Nomination & Remuneration Committee (NRC)	Stakeholder Relationship Committee (SRC)	Corporate Social Responsibility Committee (CSRC)	Risk Management Committee (RMC)	Managing Committee
1.	Mr. Nadir B. Godrej	Non-Independent Director	-	-	1 of 1	2 of 2	0 of 2	12 of 12
2.	Ms. Tanya A. Dubash	Non-Independent Director	-	-	-	-	-	-
3.	Ms. Nisaba Godrej	Non-Independent Director	-	1 of 1	-	-	-	5 of 12
4.	Mr. Pirojsha Godrej	Non-Independent Director	-	-	-	-	-	5 of 12
5.	Mr. Burjis Godrej	Executive Director	-	-	-	-	-	-
6.	Mr. Balram S. Yadav	Managing Director	3 of 4	-	1 of 1	1 of 2	2 of 2	12 of 12
7.	Dr. Ritu Anand	Independent Director	4 of 4	1 of 1	-	-	-	-
8.	Ms. Aditi Kothari Desai	Independent Director	3 of 4	-	-	-	-	-
9.	Ms. Roopa Purushothaman	Independent Director	-	1 of 1	-	2 of 2	-	-
10.	Mr. Natarajan Srinivasan	Independent Director	4 of 4	-	1 of 1	-	2 of 2	-
11.	Mr. Kannan Sitaram	Independent Director	-	-	-	-	-	-
12.	Dr. Ashok Gulati	Independent Director	-	-	-	2 of 2	-	-
13.	Ms. Ritu Verma	Independent Director	-	-	-	-	-	-

Note: Mr. Jamshyd Godrej ceased to be a Director (Non-Executive & Non-Independent) of the Company with effect from January 24, 2024, due to resignation.

("-" denotes not a Member of the Committee)

Note:

As per the request received from the Directors, stating their inability to attend the Meetings, leave of absence was granted to them.

D. Composition and Terms of Reference of the Committees:**I. AUDIT COMMITTEE ("AC"):****a) Composition:**

In terms of Regulation 18 of the Listing Regulations and Section 177 of the Act, the Audit Committee of the Board of Directors as on March 31, 2024, comprised of the following 4 (Four) Directors as Members:

Sr. No.	Name of the Director(s)	Nature of Membership & Designation
1.	Mr. Natarajan Srinivasan	Chairman (Independent Director)
2.	Mr. Balram S. Yadav	Member (Managing Director)
3.	Dr. Ritu Anand	Member (Independent Director)
4.	Ms. Aditi Kothari Desai	Member (Independent Director)

All the Members of the Audit Committee are financially literate and possess sound knowledge of Financial Management, Accounting Practices and Internal Controls.

Mr. Vivek Raizada, Company Secretary & Compliance Officer, is the Secretary to the Audit Committee.

b) Terms of Reference:

The terms of reference of the Audit Committee include the matters specified in Section 177 of the Companies Act, 2013 as well as Part C of Schedule II to the Listing Regulations.

The terms of reference of the Audit Committee as on March 31, 2024, are as follows:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the Financial Statements are correct, sufficient and credible;
- Recommendation of the appointment, remuneration and terms of appointment of the Statutory Auditors, Cost Auditors and Secretarial Auditors of the Company;
- Approval of payment to Statutory Auditors, Cost Auditors and Secretarial Auditors, for any other services rendered by them;

- 4) Reviewing, with the Management, the Annual Financial Statements and Auditors' Report thereon before submission to the Board for its approval, with particular reference to:
 - (i) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (ii) Changes, if any, in accounting policies and practices and reasons for the same;
 - (iii) Major accounting entries involving estimates based on the exercise of judgment by Management;
 - (iv) Significant adjustments made in the financial statements arising out of audit findings;
 - (v) Compliance with listing and other legal requirements relating to Financial Statements;
 - (vi) Disclosure of any Related Party Transactions;
 - (vii) Modified opinion(s) in the draft Audit Report;
- 5) Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval;
- 6) Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for the purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- 7) Monitoring the end use of funds raised through public offers and related matters;
- 8) Reviewing and monitoring the Auditors' independence and performance and effectiveness of audit process;
- 9) Approval or any subsequent modification of transactions with Related Parties of the Company;
- 10) Scrutiny of Inter-Corporate Loans and Investments;
- 11) Considering valuation of undertakings or assets of the Company, wherever it is necessary;
- 12) Evaluation of internal financial controls and risk management systems;
- 13)
 - (a) Reviewing, with the Management, performance of Statutory Auditors, Internal Auditors, Cost Auditors and Secretarial Auditors;
 - (b) Reviewing with the Management, adequacy of the internal control systems;
- 14) Reviewing the adequacy of internal audit function, if any, including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 15) Discussion with Internal Auditors of any significant findings and follow up thereon;
- 16) Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- 17) Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- 18) To look into the reasons for substantial defaults, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors;
- 19) Reviewing the functioning of the Whistle Blower mechanism / oversee the vigil mechanism;
- 20) Approval of appointment of Chief Financial Officer after assessing qualifications, experience and background etc. of the candidate;
- 21) Mandatorily reviewing the following:
 - (i) Management Discussion and Analysis of financial condition and results of operations;
 - (ii) Statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by the Management;
 - (iii) Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
 - (iv) Internal Audit Reports relating to internal control weaknesses;

- (v) Appointment, removal and terms of remuneration of the Chief Internal Auditor;
- (vi) Statement of deviations:
 - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchanges(s) in terms of Regulation 32(1) of SEBI Listing Regulations.
 - (b) Annual statement of funds utilized for purpose other than those stated in the offer document / prospectus in terms of Regulation 32(7) of SEBI Listing Regulations;
- 22) Reviewing Financial Statements, in particular the investments made by the Company's unlisted subsidiaries;
- 23) Review compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time, at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively;
- 24) Noting the report of Compliance Officer as per the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- 25) Formulating the scope, functioning, periodicity of and methodology for conducting the internal audit;
- 26) Reviewing show cause, demand, prosecution notices and penalty notices, which are materially important;
- 27) Reviewing any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company;
- 28) Reviewing any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that may have negative implications on the Company;
- 29) Reviewing details of any Joint Venture or collaboration agreement;
- 30) Reviewing sale of investments, subsidiaries, assets which are material in nature and not in normal course of business;
- 31) Reviewing quarterly details of foreign exchange exposures and the steps taken by Management to limit the risks of adverse exchange rate movement, if material;
- 32) Reviewing the utilization of loans and / or advances and investment by the holding company in the subsidiary exceeding ₹ 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- 33) Investigation into any above matter or referred to it by the Board of Directors and for this purpose, it to have full access to information contained in the records of the Company and take external professional advice, if necessary;
- 34) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
- 35) Making necessary amendments / revisions in the Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions of the Company and the Whistle Blower Policy of the Company from time to time, as it may deem fit;
- 36) Carrying out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modifications as may be applicable.

Further, the Quorum for a Meeting of the Audit Committee shall either be 2 (Two) Members or 1/3rd (One-Third) of the total strength of the Committee, whichever is greater, with at least 2 (Two) Independent Directors in attendance and the Audit Committee shall meet at least 4 (Four) times in a year and not more than 120 (One Hundred and Twenty) days shall elapse between two consecutive Meetings.

The representatives of the Statutory Auditors and Internal Auditors were invited to the quarterly Audit Committee Meetings. They have attended all the quarterly Meetings held during the year. The Internal Auditor reports directly to the Audit Committee.

In terms of the Companies (Cost Records and Audit) Rules, 2014 read with the Companies (Audit and Auditors) Rules, 2014, the Company has maintained cost records in its books of accounts for the Financial Year 2023-24.

c) Meetings and Attendance:

During the Financial Year 2023-24, there were 4 (Four) Meetings of the Audit Committee of the Board of Directors which were held on May 9, 2023, August 1, 2023, November 3, 2023, and February 1, 2024. The necessary quorum was present for all the Meetings of the Audit Committee of the Board of Directors.

II. NOMINATION AND REMUNERATION COMMITTEE (“NRC”):

a) Composition:

In terms of Regulation 19 of the Listing Regulations and Section 178 of the Act, the Nomination and Remuneration Committee, as on March 31, 2024, comprised of the following 3 (Three) Directors as Members:

Sr. No.	Name of the Director(s)	Nature of Membership & Designation
1.	Dr. Ritu Anand	Chairperson (Independent Director)
2.	Ms. Nisaba Godrej	Member (Non-Executive & Non-Independent Director)
3.	Ms. Roopa Purushothaman	Member (Independent Director)

All the Members of the Nomination and Remuneration Committee are Non-Executive Directors, and more than half of the Members are Independent Directors. The Chairperson of the Nomination and Remuneration Committee is an Independent Director.

Mr. Vivek Raizada, Company Secretary & Compliance Officer, is the Secretary to the Nomination and Remuneration Committee.

There was no change in the composition of the Nomination and Remuneration Committee during the Financial Year 2023-24.

b) Terms of Reference:

The terms of reference of Nomination and Remuneration Committee include the matters specified in Section 178 of the Act as well as Part D Para A of Schedule II of the Listing Regulations.

The terms of reference of the Nomination and Remuneration Committee as on March 31, 2024, are as follows:

- 1) To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the appointment and remuneration in whatever form payable to the Directors, Key Managerial Personnel and other Senior Management employees;
- 2) To formulate criteria for evaluation of performance of Independent Directors and the Board of Directors in accordance with the Nomination and Remuneration Policy;
- 3) To devise a policy on diversity of Board of Directors;
- 4) To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and or removal;
- 5) To consider extension or continuation of the term of appointment of the Independent Directors on the basis of the report of performance evaluation of Independent Directors;
- 6) To specify the manner for effective evaluation of performance of Board, its Committees and Individual Directors to be carried out either by the Board or by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;
- 7) To recommend to the Board of Directors, qualifications, appointment, remuneration (in whatever form) and removal of Directors, Key Managerial Personnel and persons in Senior Management positions in accordance with the Nomination and Remuneration Policy;
- 8) To consider grant of stock options to eligible Directors and employees, to formulate detailed terms and conditions of Employee Stock Option Scheme (ESOS) and to administer and exercise superintendence over ESOS;
- 9) To make necessary recommendation(s) to the Board of Directors for amendment / revision of the Nomination and Remuneration Policy of the Company from time to time, as it may deem fit;
- 10) To carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modifications as may be applicable.

The quorum for a Meeting of the Nomination and Remuneration Committee shall either be 2 (Two) Members or 1/3rd (One-Third) of the total strength of the Committee, whichever is higher (including at least one Independent Director in attendance) and the Nomination and Remuneration Committee shall meet at least once in a year.

c) Meetings and Attendance:

During the Financial Year 2023-24, 1 (One) Meeting of the Nomination and Remuneration Committee was held, viz., on May 9, 2023, at which the necessary quorum was present.

The composition of the Nomination and Remuneration Committee is as prescribed by the Companies Act and the Listing Regulations, which is as follows:

- a) The Committee shall comprise of atleast 3 (Three) Directors, all of the Members shall be Non-Executive Directors and atleast 50% (Fifty percent) shall be Independent Directors.
- b) The Chairperson of the Nomination and Remuneration Committee shall be an Independent Director and shall be present at the Annual General Meeting.

d) Performance Evaluation Criteria for Independent Directors:

Performance evaluation of Directors is carried out through a structured questionnaire which was prepared after taking into consideration various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The evaluation of Independent Directors shall be done by the entire Board of Directors which shall include:

- (a) Performance of the Directors; and
- (b) Fulfilment of the independence criteria as specified in SEBI Listing Regulations and their Independence from the Management:

Provided that in the above evaluation, the Directors who are subject to evaluation shall not participate.

In particular, an Independent Director shall be a person who shall:

- i. uphold ethical standards of integrity and probity;
- ii. act objectively and constructively while exercising his duties;
- iii. exercise his responsibilities in a bona fide manner in the interest of the Company;
- iv. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- v. not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board of Directors in its decision making;
- vi. not abuse his position to the detriment of the Company or its Shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- vii. refrain from any action that would lead to loss of his independence;
- viii. where circumstances arise which make an Independent Director lose his independence, the Independent Director must immediately inform the Board accordingly;
- ix. assist the Company in implementing the best corporate governance practices.

e) Remuneration to Directors:**Directors with Material Significant Related Party Transactions, Pecuniary or Business Relationship with the Company:**

Except for: (i) drawing of remuneration by the Managing Director and the Executive Director, (ii) receiving of Commission by the Non-Executive Directors (including Independent and Non-Independent Directors) and (iii) receiving of Sitting Fees by Independent Directors for attending the Board and Committee Meetings, none of the Directors have any other Material Significant Related Party Transactions, pecuniary or business relationship with the Company. Attention of the Shareholders is drawn to the disclosures of transactions with related parties set out in Note No. 58 to the Standalone Financial Statements forming part of the Annual Report for the Financial Year 2023-24.

In preparation of the Financial Statements, your Company has adopted accounting policies which are in line with the Indian Accounting Standards (Ind-AS) notified under Section 133 of the Companies Act, 2013 read together with the Companies (Indian Accounting Standards) Rules, 2015. The significant accounting policies, which are consistently applied, have been set out in the Notes to the Accounts. The suitable disclosure as required by the Ind-AS 24 has been made in the Notes to the Financial Statements.

Remuneration to the Non-Executive Directors:

1) **Remuneration / Commission:**

The remuneration / commission to the Non-Executive Directors of the Company shall be in accordance with the statutory provisions of the Companies Act, 2013 and the Rules made thereunder for the time being in force.

2) **Sitting Fees:**

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of the Board or Committee thereof, provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per Meeting of the Board or Committee or such amount as may be prescribed by the applicable law from time to time.

Provided that Independent Directors are entitled to receive Sitting Fees for attending the Meetings of the Board and of Committees thereof in which they are Members.

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

Remuneration / Commission paid to Non-Executive Directors is within the monetary limits as approved by Shareholders, as per Section 197 of the Companies Act, 2013.

Stock Options:

The Company has not granted Stock Options to any of its Promoter Directors / Independent Directors during the Financial Year 2023-24.

The details of Sitting Fees paid & Commission to be paid to Non-Executive Directors during / for the Financial Year 2023-24, are as follows:

Sr. No.	Name of the Non-Executive Director	Sitting Fees (in ₹)		Commission (in ₹)	Total (in ₹)
		For Board Meetings	For Committee Meetings		
1.	Mr. Nadir B. Godrej	Nil	Nil	7,50,000	7,50,000
2.	Mr. Jamshyd N. Godrej (*)	Nil	Nil	6,10,656	6,10,656
3.	Ms. Tanya A. Dubash	Nil	Nil	7,50,000	7,50,000
4.	Ms. Nisaba Godrej	Nil	Nil	7,50,000	7,50,000
5.	Mr. Pirojsha Godrej	Nil	Nil	7,50,000	7,50,000
6.	Dr. Ritu Anand	4,00,000	2,50,000	7,50,000	14,00,000
7.	Ms. Aditi Kothari Desai	3,00,000	1,50,000	7,50,000	12,00,000
8.	Ms. Roopa Purushothaman	4,00,000	1,50,000	7,50,000	13,00,000
9.	Mr. Natarajan Srinivasan	4,00,000	3,50,000	7,50,000	15,00,000
10.	Mr. Kannan Sitaram	4,00,000	Nil	7,50,000	11,50,000
11.	Dr. Ashok Gulati	4,00,000	1,00,000	7,50,000	12,50,000
12.	Ms. Ritu Verma	4,00,000	Nil	7,50,000	11,50,000
	Total	27,00,000	10,00,000	88,60,656	1,25,60,656

(*) Mr. Jamshyd Godrej ceased to be a Director (Non-Executive & Non-Independent) of the Company with effect from January 24, 2024, due to resignation.

The Shareholders of the Company have also approved the payment of Commission to the Non-Executive Directors not exceeding in aggregate 1% (One per cent) of the Net Profits of the Company for each Financial Year (as computed in the manner laid down in Section 198 of the Companies Act, 2013).

Remuneration to Mr. Balram S. Yadav, Managing Director:

Mr. Balram S. Yadav was re-appointed as “Managing Director” by the Board of Directors of the Company at its Meeting held on May 9, 2022, to hold office for a further term (current tenure) from September 1, 2022 upto April 30, 2025, subject to the approval of the Shareholders. The Shareholders’ approval was obtained by a Special Resolution passed at the 31st (Thirty-First) Annual General Meeting held on July 29, 2022.

The remuneration paid to Mr. Balram S. Yadav, Managing Director of the Company for the Financial Year 2023-24, is recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and as approved by the Shareholders of the Company at their 31st (Thirty-First) Annual General Meeting held on July 29, 2022. The remuneration and the terms of appointment of the Managing Director are governed by an agreement executed by the Company with him.

The details of remuneration paid to Mr. Balram S. Yadav, Managing Director during the Financial Year 2023-24 are as follows:

Particulars	Amount in ₹
Gross Salary:	
(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	4,67,66,376.00
(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	1,00,96,437.00
(c) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	0.00
Stock Option	0.00
Sweat Equity	0.00
Commission	0.00
As a % of Profit	0.00
Others (specify)	0.00
Total	5,68,62,813.00

The details of current terms of appointment, including remuneration of Mr. Balram S. Yadav as the “Managing Director” are as follows:

Terms of Remuneration:

a. Fixed Remuneration:

Fixed Remuneration shall include Basic Salary and Company’s contribution to retirement benefits such as Provident Fund, Superannuation Fund, Gratuity Fund and other benefits, facilities and amenities as may be applicable as per the rules of the Company and those of the Fund(s) / Scheme(s) in force from time to time, provided that:

- Fixed Remuneration shall be in the range of ₹ 1,83,00,000/- (Rupees One Crore and Eighty Three Lakh Only) per annum to ₹ 2,50,00,000/- (Rupees Two Crore and Fifty Lakh Only) per annum, payable monthly;
- The revisions in annual Basic Salary and increments in remuneration may be as approved by the Nomination and Remuneration Committee and/or the Board of Directors, depending on the performance of Mr. Balram S. Yadav as the Managing Director, the profitability of the Company and other relevant factors.

b. Flexible Remuneration:

In addition to the Fixed remuneration, Mr. Balram S. Yadav will be entitled to allowances, perquisites, benefits, facilities and amenities subject to the relevant provisions of the Act, as amended (collectively, the “perquisites and allowances”), which may be granted to Mr. Balram S. Yadav as per the rules of the Company or in the manner as the Nomination and Remuneration Committee may recommend and the Board of Directors may decide.

c. Variable Pay and Other Incentives:

- PLVR (Performance Linked Variable Remuneration)** shall be according to the applicable scheme of the Company for each of the financial year as relevant to the period of appointment or as may be recommended by the Nomination & Remuneration Committee upto ₹ 9,00,00,000/- (Rupees Nine Crore Only).

ii. **Stock Options** granted / to be granted as per the prevailing schemes of the Company:

The total Stock Options granted to Mr. Balram S. Yadav under Employees Stock Grant Scheme, 2018 of the Company (“ESGS 2018”) are as follows:

Particulars	Grant during 2021 (Grant-4)	Grant during 2022 (Grant-5)	Grant during 2023 (Grant-6)	Grant during 2024 (Grant-7)	Total
No. of Options Granted	14,706	14,257	17,043	13,330	59,336
No. of Options Vested as on date	14,706	9,504	5,681	Nil	29,891
No. of Options Exercised & Shares Allotted as on date	(14,706)	(9,504)	(5,681)	Nil	(29,891)
No. of Options Outstanding as on date	Nil	4,753	11,362	13,330	29,445

Note: The Nomination and Remuneration Committee of the Board of Directors at its Meeting held on May 8, 2024 has allotted 9,654 and granted 13,330 Stock Options to Mr. Balram S. Yadav, under ESGS, 2018. Also, through a Circular Resolution passed on May 9, 2024, the Nomination and Remuneration Committee has allotted 5,681 Equity Shares to Mr. Balram S. Yadav, under ESGS, 2018.

iii. **Long Term Incentives (LTI)** as may be approved by the Board of Directors upto an amount not exceeding ₹ 27 Crore (Rupees Twenty Seven Crore Only), payable in the form of cash and/or stock options under the Company’s existing Employees Stock Grant Scheme, 2018, in two tranches in the Financials Years 2025-26 and 2026-27, subject to fulfilment of thresholds to be achieved during the 4 (Four) Financial Years, i.e., from 2021-22 upto 2024-25; provided further that LTI payable during the Financial Year 2025-26 and Financial Year 2026-27, shall be minimum remuneration, notwithstanding any loss or inadequacy of profit during the said period, subject to necessary compliance with the provisions of the Companies Act, 2013 and the Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force].

d. **Other Benefits:**

Other benefits include Company’s Driver, payment / reimbursement of telephone / mobile phone / internet expenses, entertainment allowance, Group term life insurance cover, Group medical cover, payment / reimbursement of club membership fees, encashment of leave, housing loan, contingency loan, etc., as per the rules of the Company.

Any reimbursements of actual expenses connected to business pertaining to entertainment and travel and other privileges, as in force from time-to-time. Perquisites shall be valued at actual cost, or if the cost is not ascertainable, the same shall be valued as per the applicable Income Tax Rules.

Overall Remuneration:

The aggregate remuneration as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion may pay to the Managing Director from time-to-time, shall not exceed the limits prescribed from time-to-time under Section 197 and other applicable provisions of the Act read with Schedule V to the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment(s) thereof as may for the time being in force.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any Financial Year during the currency of the tenure of Mr. Balram Singh Yadav, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances as specified above, subject to compliance with the applicable provisions of Schedule V to the Companies Act, 2013 and the Rules framed thereunder, if and to the extent necessary, with the requisite approvals.

The Board of Directors and/or the Nomination and Remuneration Committee are severally authorized to alter and vary the terms and conditions of the said re-appointment and remuneration of Mr. Balram Singh Yadav at its discretion and as it may deem fit from time to time.

Other Major Terms and Conditions:

- a) The Managing Director is not liable to retire by rotation. The appointment is terminable by giving 3 (three) months’ notice in writing on either side.

- b) The Managing Director shall not, during the continuance of his employment or at any time thereafter, divulge or disclose to whomsoever, or make any use whatsoever, whether for his own or for any other purpose other than that of the Company, any information or knowledge obtained by him during his employment concerning / in connection with the business or affairs or other matters whatsoever of the Company and it shall be the Managing Director's endeavour, during the continuance of his employment, to prevent any other person from disclosing the aforesaid information.
- c) If the Managing Director found guilty of such inattention to or negligence in the conduct of the business of the Company or of misconduct or of any other act or omission inconsistent with his duties as a Director or any breach of this Agreement, as in the opinion of all other Directors renders his retirement from the office desirable, the opinion of such other Directors shall be final, conclusive and binding on the Managing Director and the Company may, by giving 30 (thirty) days' notice in writing to the Managing Director, determine this Agreement and he shall cease to be the Managing Director of the Company, upon expiration of such notice.
- d) In the event of any re-enactment or re-codification of the Companies Act, 2013 or the Income Tax Act, 1961 or amendment(s) thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendment(s) thereto or the Rules and notifications issued thereunder.
- e) The terms and conditions of the Agreement are subject to such alterations / variations as may be mutually agreed upon in writing between the Company and the Managing Director from time to time.

Remuneration to Mr. Burjis Godrej, Executive Director:

Mr. Burjis Godrej was appointed as an "Executive Director" by the Board of Directors of the Company at its Meeting held on February 4, 2022, to hold office for a term of 5 (Five) years (current tenure) commencing from November 1, 2022 upto October 31, 2027, subject to the approval of the Shareholders. The Shareholders' approval was obtained by a Special Resolution passed at the 31st (Thirty-First) Annual General Meeting held on July 29, 2022.

The remuneration paid to Mr. Burjis Godrej, Executive Director of the Company for the Financial Year 2023-24 has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and also approved by the Shareholders of the Company at their 31st (Thirty-First) Annual General Meeting held on July 29, 2022. The remuneration and the terms of appointment of the Executive Director are governed by an agreement executed by the Company with him.

The details of remuneration paid to Mr. Burjis Godrej, Executive Director during the Financial Year 2023-24 are as follows:

Particulars	Amount in ₹
Gross Salary:	
(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	83,51,700.00
(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	0.00
(c) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	0.00
Stock Option	0.00
Sweat Equity	0.00
Commission	0.00
As a % of Profit	0.00
Others (specify)	0.00
Total	83,51,700.00

The details of current terms of appointment, including remuneration of Mr. Burjis Godrej as the "Executive Director" are as follows:

a. Fixed Remuneration:

Fixed Remuneration shall include Basic Salary and Company's contribution to retirement benefits such as Provident Fund, Superannuation Fund, Gratuity Fund and other benefits, facilities and amenities as may be applicable as per the rules of the Company and those of the Fund(s) / Scheme(s) in force from time to time, provided that:

- a) Fixed Remuneration shall be in the range of ₹ 35,00,000/- (Rupees Thirty Five Lakh Only) per annum to ₹ 80,00,000/- (Rupees Eighty Lakh Only) per annum, payable monthly;
- b) The revisions in annual Basic Salary and increments in remuneration may be as approved by the Nomination and Remuneration Committee and/or the Board of Directors, depending on the performance of Mr. Burjis Godrej as an Executive Director, the profitability of the Company and other relevant factors.

b. Flexible Remuneration:

In addition to the Fixed remuneration, Mr. Burjis Godrej will be entitled to allowances, perquisites, benefits, facilities and amenities subject to the relevant provisions of the Act, as amended (collectively, the “perquisites and allowances”), which may be granted to Mr. Burjis Godrej as per the rules of the Company or in the manner as the Nomination and Remuneration Committee may recommend and the Board of Directors may decide.

c. Variable Pay and Other Incentives:

PLVR (Performance Linked Variable Remuneration) shall be according to the applicable scheme of the Company for each of the financial year as relevant to the period of appointment or as may be recommended by the Nomination & Remuneration Committee upto ₹ 1,20,00,000/- (Rupees one Crore and Twenty Lakh Only).

d. Other Benefits:

Other benefits include Company’s Driver, Group term life insurance cover, Group medical cover, payment / reimbursement of club membership fees, encashment of leave, housing loan, contingency loan, etc., as per the rules of the Company.

Any reimbursements of actual expenses connected to business pertaining to entertainment and travel and other privileges, as in force from time-to-time. Perquisites shall be valued at actual cost, or if the cost is not ascertainable, the same shall be valued as per the applicable Income Tax Rules.

Overall Remuneration:

The aggregate remuneration as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion may pay to the Executive Director from time-to-time, shall not exceed the limits prescribed from time-to-time under Section 197 and other applicable provisions of the Act read with Schedule V to the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment(s) thereof as may for the time being in force.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any Financial Year during the currency of the tenure of Mr. Burjis Godrej, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances as specified above, subject to compliance with the applicable provisions of Schedule V to the Companies Act, 2013 and the Rules framed thereunder, if and to the extent necessary, with the requisite approvals.

The Board of Directors and/or the Nomination and Remuneration Committee are severally authorized to alter and vary the terms and conditions of the said appointment and remuneration of Mr. Burjis Godrej at its discretion and as it may deem fit from time to time.

Other Major Terms and Conditions:

- a) The Executive Director is not liable to retire by rotation. The appointment is terminable by giving 3 (three) months’ notice in writing on either side.
- b) The Executive Director shall not, during the continuance of his employment or at any time thereafter, divulge or disclose to whomsoever, or make any use whatsoever, whether for his own or for any other purpose other than that of the Company, any information or knowledge obtained by him during his employment concerning / in connection with the business or affairs or other matters whatsoever of the Company and it shall be the Executive Director’s endeavour, during the continuance of his employment, to prevent any other person from disclosing the aforesaid information.
- c) If the Executive Director found guilty of such inattention to or negligence in the conduct of the business of the Company or of misconduct or of any other act or omission inconsistent with his duties as a Director or any breach of this Agreement, as in the opinion of all other Directors renders his retirement from the office desirable, the opinion of such other Directors shall be final, conclusive and binding on the Executive Director and the Company may, by giving 30 (thirty) days’ notice in writing to the Executive Director, determine this Agreement and he shall cease to be the Executive Director of the Company, upon expiration of such notice.

- d) In the event of any re-enactment or re-codification of the Companies Act, 2013 or the Income Tax Act, 1961 or amendment(s) thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendment(s) thereto or the Rules and notifications issued thereunder.
- e) The terms and conditions of the Agreement are subject to such alterations / variations as may be mutually agreed upon in writing between the Company and the Executive Director from time to time.

e) Policy for Selection and Appointment of Directors and their Remuneration:

The Nomination and Remuneration Committee has adopted a Policy which, *inter alia*, deals with the manner of selection / appointment of Directors on the Board of Directors, including Managing Director, Executive Director and Whole Time Director, if any, and their remuneration.

The Nomination & Remuneration Committee evaluates the candidature of prospective in line with the Nomination and Remuneration Policy and the skill sets stated above and makes suitable recommendation to the Board of Directors for final approval.

The appointment of all the Directors is also subject to Shareholders' approval as per the applicable provisions of the Act and the Rules framed thereunder.

The Nomination and Remuneration Policy of the Company has been uploaded and can be accessed on the Company's website at <https://www.godrejagrovvet.com/sustainability/codes-and-policies>.

III. STAKEHOLDERS' RELATIONSHIP COMMITTEE ("SRC"):

a) Composition:

In terms of Regulation 20 of the Listing Regulations and Section 178 of the Act, the Stakeholders' Relationship Committee of the Board, as on March 31, 2024, comprised of the following 3 (Three) Directors as Members:

Sr. No.	Name of the Director(s)	Nature of Membership & Designation
1.	Mr. Nadir B. Godrej	Chairman (Non-Executive & Non-Independent Director)
2.	Mr. Balram S. Yadav	Member (Managing Director)
3.	Mr. Natarajan Srinivasan	Member (Independent Director)

Mr. Vivek Raizada, Company Secretary & Compliance Officer, is the Secretary to the Stakeholders' Relationship Committee.

b) Terms of Reference:

The terms of reference of the Stakeholders' Relationship Committee include the matters specified in Section 178 of the Companies Act, 2013 as well as Part D Para B of Schedule II of the Listing Regulations.

The terms of reference of the Stakeholders' Relationship Committee, as on March 31, 2024 are as follows:

- 1) To oversee and review all matters connected with transfer of Company's securities;
- 2) To approve issue of duplicate of shares / debentures certificates;
- 3) To oversee the performance of the Company's Share Transfer Agent;
- 4) To resolve the grievances of the securityholders of the Company including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc.;
- 5) To investigate into complaints relating to allotment of shares, approval of transfers or transmission of shares, debentures or any other securities;
- 6) To review the measures taken for effective exercise of voting rights by Shareholders;
- 7) To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Share Transfer Agent and recommend methods to upgrade the service standards adopted by the Company;
- 8) To review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the security holders of the Company;
- 9) To specifically look into various aspects of Shareholders, Debenture-holders and other security-holders;

- 10) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modifications as may be applicable.

The Stakeholders' Relationship Committee shall comprise of at least 3 (Three) Directors, at least 1 (One) being Independent Director or the composition shall be as may be prescribed by the Companies Act and the Listing Regulations. The Chairperson of the Stakeholders' Relationship Committee shall be a Non-Executive Director and shall be present at the Annual General Meeting.

The Stakeholders' Relationship Committee shall meet at least once in a year.

c) Meetings & Attendance:

During the Financial Year 2023-24, 1 (One) Meeting of the Stakeholders' Relationship Committee was held on November 3, 2023, at which the requisite quorum was present.

Name and Designation of Compliance Officer:

Mr. Vivek Raizada is the Company Secretary & Compliance Officer of the Company.

Details of Investor Complaints received during the Financial Year 2023-24, are as follows:

Particulars	No. of Complaints
Complaints outstanding as on April 1, 2023	Nil
Add: Complaints received during the Financial Year 2023-24	85
Less: Complaints resolved during the Financial Year 2023-24	85
Complaints outstanding as on March 31, 2024	Nil

During the Financial Year 2023-24, no shares in physical form were processed for transfer. There were no pending shares for transfer as on March 31, 2024.

IV. RISK MANAGEMENT COMMITTEE ("RMC"):

a) Composition:

In terms of Regulation 21 of the Listing Regulations, the Risk Management Committee of the Board of Directors, as on March 31, 2024, comprised of the following 3 (Three) Members:

Sr. No.	Name of the Director(s)	Nature of Membership & Designation
1.	Mr. Nadir. B. Godrej	Chairman (Non-Executive & Non-Independent Director)
2.	Mr. Balram S. Yadav	Member (Managing Director)
3.	Mr. Natarajan Srinivasan	Member (Independent Director)

All the Members of the Risk Management Committee, including Chairman, are Directors of the Company and none of the senior executives of the Company is a Member of the Committee.

Mr. Vivek Raizada, Company Secretary & Compliance Officer, is the Secretary to the Committee.

b) Terms of Reference:

The terms of reference of the Risk Management Committee as on March 31, 2024 are as follows:

- To lay down procedures to inform Board Members about the risk assessment and minimization procedures;
- To frame, implement and monitor the risk management plan for the Company;
- To monitor and review the risk management plan;
- To ensure proper procedures and mechanism exists for monitoring and reviewing cyber security risks;
- Perform such other functions as may be necessary or appropriate for the performance of its duties;
- To make necessary recommendation(s) to the Board of Directors for amendment / revision of the Risk Management Policy of the Company, from time to time, as it may deem fit;

- 7) To review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any);
- 8) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for the performance of its duties.

c) Meetings and Attendance:

During the Financial Year 2023-24, 2 (Two) Meetings of the Risk Management Committee were held, viz., on July 21, 2023 and January 16, 2024. The requisite quorum was present at the Meeting of the Risk Management Committee.

V. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

a) Composition:

In terms of Section 135 of the Act read with the corresponding Rules framed thereunder, the Corporate Social Responsibility (CSR) Committee of the Board of Directors of the Company consists of the following 4 (Four) Directors as Members as on March 31, 2024:

Sr. No.	Name of the Director(s)	Nature of Membership & Designation
1.	Dr. Ashok Gulati	Chairman (Independent Director)
2.	Mr. Nadir B. Godrej	Member (Non-Executive & Non-Independent Director)
3.	Mr. Balram S. Yadav	Member (Managing Director)
4.	Ms. Roopa Purushothaman	Member (Independent Director)

Mr. Vivek Raizada, Company Secretary & Compliance Officer, is the Secretary to the Committee.

b) Terms of Reference:

The terms of reference of the CSR Committee as on March 31, 2024 are as follows:

1. To formulate and recommend to the Board of Directors, the Corporate Social Responsibility Policy, indicating the Corporate Social Responsibility activities to be undertaken;
2. To recommend the amount of expenditure to be incurred on the Corporate Social Responsibility activities;
3. To monitor the Corporate Social Responsibility Policy and its implementation by the Company from time to time;
4. To constitute a transparent monitoring mechanism for implementation of Corporate Social Responsibility projects or programs or activities undertaken by the Company;
5. To review, approve and sign the Annual Report on Corporate Social Responsibility to be annexed to the Board's Report; and
6. To perform such other functions or responsibilities and exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act and the Rules framed thereunder.

c) Meetings and Attendance:

During the Financial Year 2023-24, 2 (Two) Meetings of the CSR Committee of the Board of Directors were held, i.e., on May 9, 2023 and February 1, 2024. The requisite quorum was present for both the Meetings of the CSR Committee.

VI. OTHER COMMITTEES:

A. MANAGING COMMITTEE:

a) Composition:

The terms of reference of the Managing Committee includes handling of various administrative and other matters of the Company, which have been delegated to the Managing Committee by the Board of Directors, from time to time.

The Managing Committee comprises of the following 4 (four) Members, as on March 31, 2024:

Sr. No.	Name of the Director(s)	Nature of Membership & Designation
1.	Mr. Nadir B. Godrej	Chairman (Non- Executive & Non-Independent Director)
2.	Ms. Nisaba Godrej	Member (Non- Executive & Non-Independent Director)
3.	Mr. Pirojsha Godrej	Member (Non- Executive & Non-Independent Director)
4.	Mr. Balram S. Yadav	Member (Managing Director)

Mr. Vivek Raizada, Company Secretary & Compliance Officer, is the Secretary to the Managing Committee.

b) Meetings and Attendance:

During the Financial Year 2023-24, 12 (Twelve) Meetings of the Managing Committee of the Board of Directors were held, i.e., on May 9, 2023, May 26, 2023, June 5, 2023, August 1, 2023, September 15, 2023, October 16, 2023, November 3, 2023, December 12, 2023, January 22, 2024, February 1, 2024, February 27, 2024 and March 13, 2024. The requisite quorum was present for all the Meetings of the Managing Committee.

B. MEETING OF INDEPENDENT DIRECTORS:

Pursuant to Schedule IV to the Act and Regulation 17 of the Listing Regulations, more than one-half of the composition of the Board of Directors consists of Independent Directors.

During the Financial Year 2023-24, the Independent Directors met on May 9, 2023, *inter alia*, to: -

- Review the assessment / evaluation of performance of Non – Independent Directors and the Board of Directors as a whole;
- Review the assessment / evaluation of performance of the Chairman of the Company, taking into account the views of the Executive Director and Non – Executive Directors;
- Assess the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors have submitted declarations that they meet the criteria of Independence laid down under the Companies Act, 2013 and the Listing Regulations and are Independent from the Management. The Company has also issued formal appointment letters to all the Independent Directors in the manner provided under the Companies Act, 2013 read with the Rules issued thereunder. The terms and conditions for appointment of Independent Directors and letter(s) of appointment issued to the Independent Directors are hosted on the Company's website at <https://www.godrejagrovet.com/investors/shareholder-information>.

Confirmation by the Board of Directors:

In the opinion of the Board of Directors, all the Independent Directors of the Company fulfil the conditions prescribed in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 (as amended from time to time) and are independent of the Management of the Company.

Resignation of Independent Director(s):

During the Financial Year 2023-24, none of the Independent Directors ceased from the directorship of the Company on account of resignation.

3. Senior Management:

The particulars of Senior Management Personnel of the Company as on March 31, 2024, are as follows:

Sr. No	Name	Designation
1.	Mr. S. Varadaraj	Chief Financial Officer & Head – Legal & IT
2.	Mr. Vivek Raizada	Head – Legal & Company Secretary & Compliance Officer
3.	Mr. Dhruva Jyoti Banerjee	Chief Executive Officer - Aqua Feed Business
4.	Mr. N. K. Rajavelu	Chief Executive Officer – Crop Protection Business
5.	Mr. Sougata Niyogi	Chief Executive Officer - Oil Palm Business
6.	Capt. (Dr.) A.Y. Rajendra	Chief Executive Officer – Animal Feed Business
7.	Mr. Prafulla Bhat	Head – Manufacturing & Supply Chain Excellence

Sr. No	Name	Designation
8.	Mr. Sivaram Yadavalli	Head – Strategy, Digital & Business Development
9.	Dr. Kamlesh Fondekar	Head – Research & Development
10.	Ms. Mallika Mutreja	Head – Human Resources
11.	Mr. Venkatesh K.	Associate Vice President - Exports

The details of changes in the Senior Management Personnel since the closure of the previous Financial Year, are as follows:

Sr. No	Name	Designation	Appointment / Cessation
1.	Mr. Rahul Gama	Head – Human Resources	Ceased to be Head – Human Resources with effect from September 28, 2023, due to resignation.
2.	Ms. Mallika Mutreja	Head – Human Resources	Appointment as Head – Human Resources with effect from September 28, 2023
3.	Mr. Sandeep Kumar Singh	Chief Executive Officer – Animal Feed Business	Employment ceased with effect from the closure of business hours on February 7, 2024, due to resignation.
4.	Capt. (Dr.) A.Y. Rajendra	Chief Executive Officer – Animal Feed Business	Appointment as Chief Executive Officer – Animal Feed Business with effect from January 1, 2024

4. General Body Meetings:

a) Details of last 3 (Three) Annual General Meetings:

The date, time and venue of Annual General Meetings (AGMs) held during the preceding 3 (three) Financial Years are as follows:

AGM for the Financial Year (F.Y.)	Date	Time	Venue
F.Y. 2020-21 (30 th AGM)	August 10, 2021	4.00 p.m. (IST)	Through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)
F.Y. 2021-22 (31 st AGM)	July 29, 2022	4.00 p.m. (IST)	
F.Y. 2022-23 (32 nd AGM)	August 1, 2023	4.00 p.m. (IST)	

b) Details of Special Resolutions passed during the previous 3 (Three) Financial Years (i.e., 2021-22, 2022-23 and 2023-24):

i. Special Resolutions passed in the Annual General Meetings (AGMs):

Date of AGM	Number of Special Resolution(s) passed	Details of Special Resolution(s) passed
August 10, 2021 (30 th AGM)	-	None
July 29, 2022 (31 st AGM)	2	Appointment of Mr. Burjis Godrej (DIN: 08183082) as an “Executive Director” of the Company for a term of 5 (Five) years with effect from November 1, 2022 upto October 31, 2027 Re-appointment of Mr. Balram S. Yadav (DIN: 00294803) as the “Managing Director” of the Company for a further term with effect from September 1, 2022 upto April 30, 2025
August 1, 2023 (32 nd AGM)	-	None

ii. Special Resolutions passed at the Extra-ordinary General Meetings (EGMs):

No Extra- Ordinary General Meeting of the Shareholders was held during the Financial Years 2021-22, 2022-23 and 2023-24.

iii. Special Resolutions passed by Postal Ballot and Procedure thereof:

During the Financial Years 2021-22 and 2022-23, the Company had transacted certain matters through Postal Ballot pursuant to the provisions of Section 110 and 108 of the Companies Act, 2013 read with the Companies (Management and

Administration) Rules 2014 and Regulation 44 of the Listing Regulations.

The Notice of Postal Ballot was sent by e-mail to all the Shareholders having their e-mail addresses registered and notice thereof was published in the newspapers. The Notice of Postal Ballot was also made available on the websites of the Company, the Stock Exchanges where the Equity Shares of the Company are listed (BSE Limited and the National Stock Exchange of India Limited) and National Securities Depository Limited (“NSDL”).

The Company had provided e-voting facility through NSDL to the eligible Shareholders, in order to enable them to cast their votes electronically.

Mr. B. Narasimhan, Company Secretary, Proprietor of BN & Associates (ICSI Membership No.: 1303; Certificate of Practice No.: 10440), or failing him, BNP & Associates, Company Secretaries were appointed as the ‘Scrutinizer’ for the Postal Ballot process, to submit the report to the Chairman / Managing Director of the Company.

No Postal Ballot was conducted during the Financial Year 2023-24.

The details of the results of the Postal Ballots and Special Resolutions passed through Postal Ballots during the Financial Years 2021-22, 2022-23 and 2023-24 are given below:

Financial Year	Date of Announcement of Result of Postal Ballot	No. of Resolution(s) passed by Postal Ballot	Details of Special Resolutions passed
2021-22	March 20, 2022	4 (Four)	1) Re-appointment of Dr. Ritu Anand (DIN: 00363699), as an “Independent Director” of the Company for a second term of 5 (Five) years i.e., from July 18, 2022 upto July 17, 2027. 2) Re-appointment of Ms. Aditi Kothari Desai (DIN: 00426799), as an “Independent Director” of the Company for a second term of 5 (Five) years i.e., from July 18, 2022 upto July 17, 2027. 3) Re-appointment of Ms. Roopa Purushothaman (DIN: 02846868), as an “Independent Director” of the Company for a second term of 5 (Five) years, i.e., from July 18, 2022 upto July 17, 2027. 4) Re-appointment of Mr. Kannan Sitaram (DIN: 01038711), as an “Independent Director” of the Company for a second term of 5 (Five) years i.e., from July 18, 2022 upto July 17, 2027.
2022-23	July 2, 2022	1 (One)	Re-appointment of Mr. Natarajan Srinivasan (DIN: 00123338), as an “Independent Director” of the Company for a second term of 5 (Five) years with effect from July 18, 2022 upto July 17, 2027.
	March 5, 2023	1 (One)	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.
2023-24	-	-	-

The procedure adopted by the Company for passing resolution(s) by Postal Ballot is as follows:

- The Board of Directors, at its Meeting, approves the items to be passed through Postal Ballot and authorizes one of the Directors and the Company Secretary to be responsible for the entire process of Postal Ballot.
- A professional such as a Company Secretary, who is not in employment of the Company, is appointed as the Scrutinizer for the poll process.
- Notice of Postal Ballot is sent to the Shareholders. E-voting facility is also offered to eligible Shareholders to enable them to cast their votes electronically.
- An advertisement is published in a national newspaper and a vernacular newspaper about the dispatch of Notice of Postal Ballot.
- Upon completion of voting, the Scrutinizer gives his/her report and the results of the Postal Ballot are announced.

- vi. The results are intimated to the Stock Exchanges and hosted on the Company's website, www.godrejagrovvet.com.

5. MEANS OF COMMUNICATION:

All vital information relating to the Company and its performance, including Quarterly and Annual Financial Results, official press releases, disclosures of material events are posted on the website of the Company, viz., www.godrejagrovvet.com.

The Quarterly Financial Results of the Company's performance are published in leading English daily newspapers 'Financial Express' and 'Business Standard' in English language and in regional language (Marathi) daily newspapers 'Loksatta' and 'Mumbai Lakshadeep' in Marathi language. The Financial Results of the Company are also available on the websites of BSE Limited and National Stock Exchange of India Limited, viz., www.bseindia.com and www.nseindia.com, respectively, being the Stock Exchanges where the Equity Shares of the Company are listed.

The Company files electronically the Quarterly and Annual Financial Results, Corporate Governance Report, Shareholding Pattern, etc. with BSE Limited through BSE Listing Centre and with National Stock Exchange of India Limited through NSE Electronic Application Processing System (NEAPS).

All the disclosures of presentations made to Institutional Investors or to the Analysts are posted on the weblink viz., <https://www.godrejagrovvet.com/investors/financial-updates>. The presentations made to Institutional Investors or to the Analysts are also available on the websites of BSE Limited and National Stock Exchange of India Limited, viz., www.bseindia.com and www.nseindia.com, respectively.

6. DISCLOSURES:

I. Material Significant Related Party Transactions:

All the transactions entered into by the Company with the Related Parties as defined under the Companies Act, 2013 and the Listing Regulations, during the Financial Year 2023-24, were in the ordinary course of business and at arm's length price.

During the Financial Year 2023-24, the Company has not entered into any Related Party Transactions which were not in ordinary course of business of the Company and / or not at an arm's length price.

There were no material significant transactions with Related Parties during the Financial Year 2023-24 that may have potential conflict with the interests of the Company at large.

In preparation of the Financial Statements for the Financial Year 2023-24, your Company has adopted accounting policies which are in line with the Indian Accounting Standards notified under Section 133 of the Act, read together with the Companies (Indian Accounting Standards) Rules, 2015. The significant accounting policies, which are consistently applied, have been set out in the Notes to the Accounts. Suitable disclosure as required by the Indian Accounting Standards (Ind-AS 24) has been made in the Notes to the Financial Statements. Attention of the Shareholders is drawn to the disclosure of transactions with Related Parties as set out for the Financial Year 2023-24 in Note No. 54 of the Standalone Financial Statement, forming a part of this Annual Report. None of the transactions with any of the Related Parties were in conflict with the Company's interest.

The Related Party Transactions are entered into based on considerations of various business exigencies, such as synergy in operations, sectoral specialization and the Company's long-term strategy for sectoral investments, profitability, liquidity and capital resources. All the Related Party Transactions are on arm's length basis and are intended to further the Company's interests.

The Policy on Related Party Transactions is available on the website of the Company at the weblink <https://www.godrejagrovvet.com/sustainability/codes-and-policies>.

Except for: (i) drawing of remuneration by the Managing Director and the Executive Director, (ii) receiving of Commission by the Non-Executive Directors (including Independent and Non-Independent Directors) and (iii) receiving of Sitting Fees by Independent Directors for attending the Board & Committee Meetings, none of the Directors have any other Material Significant Related Party Transactions, pecuniary or business relationship with the Company.

II. Policy on Material Subsidiaries:

Your Company has formulated a Policy for determining the Material Subsidiaries as defined in Regulation 16 of the Listing Regulations. Creamline Dairy Products Limited and Godrej Tyson Foods Limited, are the Material Unlisted Subsidiaries of your Company whose income or net worth (i.e., Paid-up Capital and Free Reserves) exceeds 10% (Ten per cent) of the consolidated income or net worth respectively of the Company and its subsidiaries in the immediately preceding Financial Year.

Copies of the Minutes of the Board Meetings of Unlisted Subsidiary Companies are circulated at the subsequent Board Meetings.

The Management of the Unlisted Subsidiary periodically brings to the notice of the Board of Directors of your Company, a statement of all significant transactions and arrangements entered into by the Unlisted Subsidiary.

This Policy on Material Subsidiaries is available on the website of the Company at <https://www.godrejagrovvet.com/sustainability/codes-and-policies>

III. Vigil Mechanism and Whistle Blower Policy:

Your Company has adopted a Whistle Blower Policy (Policy) as a part of its Vigil Mechanism. The purpose of the Policy is to enable employees to raise concerns regarding unacceptable improper practices and/or any unethical practices in the organization without

the knowledge of the Management. All employees shall be protected from any adverse action for reporting any unacceptable or improper practice or any unethical practice, fraud, or violation of any law, rule, or regulation.

This Policy is also applicable to the Company's Directors and employees and it is available on the internal employee portal and the website of the Company. Mr. V. Swaminathan, Head – Corporate Audit & Assurance & "Internal Auditor" of the Company, has been appointed as the 'Whistle Blowing Officer' and his contact details have been mentioned in the Policy. Furthermore, employees are also free to communicate their complaints directly to the Chairman of the Audit Committee, as stated in the Policy. The confidentiality of the reported violations, if any, is maintained and the employees reporting violations are not subjected to any discriminatory practice. No personnel has been denied access to the Audit Committee.

The Audit Committee reviews reports made under this Policy and implements corrective action, wherever necessary.

Vigil Mechanism / Whistle Blower Policy is posted on the website of your Company at www.godrejagrovet.com.

IV. Details of Compliance with Mandatory Requirements and Adoption of Non-Mandatory Requirements:

The Company complies with all the mandatory requirements of Company law, Securities law & other applicable laws and has also adopted and complied with the following non-mandatory requirements:

- **Separate Positions of Chairperson and Managing Director / Executive Director:**

The Company has separate positions for Chairman and Managing Director. Mr. Nadir B. Godrej is the "Chairman" of the Company. Mr. Balram S. Yadav is the "Managing Director" and Mr. Burjis Godrej is the "Executive Director" of the Company.

- **Reporting of Internal Auditors:**

The Internal Auditors of the Company give their quarterly report to the Audit Committee and the same is taken for review at the time of meetings of the Audit Committee.

V. Policy for Prevention of Sexual Harassment at the Workplace:

Your Company is committed to create and maintain an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behaviour is prohibited. Your Company has constituted an Internal Complaints Committee pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the said Act") to deal with the complaints relating to sexual harassment at workplace. While the said Act is applicable only to the women employees, your Company's policy covers all employees.

The details of complaints received during the Financial Year ended March 31, 2024 are as follows:

Sr. No.	Particular	No. of Complaints
a)	Number of Complaints pending as on April 1, 2023	0
b)	Number of Complaints filed during the Financial Year 2023-24	3
c)	Number of Complaints disposed-off during the Financial Year 2023-24	2
d)	Number of Complaints pending as on March 31, 2024	1

VI. Details of Non-Compliance on Matters related to Capital Markets:

There has not been any non-compliance by the Company and no penalties or strictures were imposed on your Company by any of the Stock Exchange(s) or the Securities and Exchange Board of India or any Statutory Authority, on any matter related to Capital Markets, during the last 3 (three) Financial Years, except as disclosed below.

The details of fine / penalty paid by the Company to BSE Limited ("BSE") and/or National Stock Exchange of India Limited ("NSE") for delayed compliance under the Listing Regulations during the Financial Years 2022-23 & 2023-24 are as follows:

Regulation	Stock Exchange	Period	Fine Amount Deposited	Status of Application for Waiver / Reduction of Fine
Regulation 57(1)	NSE	-	₹ 38,940/-	Application for waiver of fine was approved by NSE
Regulation 17	BSE & NSE	Quarter ended December 31, 2022	₹ 3,59,900/- to each Stock Exchange	Application was filed with BSE & NSE. The Company received a communication from the National Stock Exchange of India Limited on January 2, 2024 that the abovementioned application for waiver of fine was not considered favourably.

Regulation	Stock Exchange	Period	Fine Amount Deposited	Status of Application for Waiver / Reduction of Fine
Regulation 17	BSE & NSE	Quarter ended March 31, 2022	₹ 1,53,400/- to each Stock Exchange	Application was filed with BSE & NSE. The Company received a communication from the National Stock Exchange of India Limited on January 2, 2024 that the abovementioned application for waiver of fine was not considered favourably.

VII. Details of Utilization of Funds raised through Preferential Allotment or Qualified Institutions Placement as specified under Regulation 32 (7A) of Listing Regulations:

During the Financial Year 2023-24, the Company has not raised funds through any kind of issue (public issue, rights issue, preferential issue, etc.), except issue of shares pursuant to the Employee Stock Grant Scheme, 2018.

VIII. Certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority:

Certificate issued by M/s. BNP & Associates, Company Secretaries, who are also the 'Secretarial Auditors' of the Company, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India (SEBI) or Ministry of Corporate Affairs (MCA) or any such statutory authority is annexed to this Corporate Governance Report.

IX. Disclosure about Instances where the Board had not accepted any Recommendation of any Committee of the Board which is mandatorily required, in the relevant Financial Year, the same to be disclosed along with the reasons thereof:

During the Financial Year 2023-24, there were no instances required to be reported / recorded, where the Board of Directors of the Company did not accept recommendation(s) of any of its Committees.

X. Total Fees for all the Services paid by the Company and its Subsidiaries, on a Consolidated basis, to the Statutory Auditors and all Entities in the Network Firm / Network Entity of which the Statutory Auditors are a part:

Name of the Company	Name of the Statutory Auditor	Audit Fees (including limited reviews) (₹ in Crore)	Fees for Other Matters (₹ in Crore)	Reimbursement of Expenses (₹ in Crore)	TOTAL Amount (₹ in Crore)
Godrej Agrovet Limited		0.80	0.01	0.04	0.85
Astec LifeSciences Limited	B S R & Co. LLP	0.20	0.02	0.02	0.24
Creamline Dairy Products Limited		0.34	-	0.02	0.36
Godrej Tyson Foods Limited		0.21	-	0.02	0.23
Godvet Agrochem Limited		0.01	0.00	-	0.01
Godrej Cattle Genetics Private Limited (Formerly known as "Godrej Maxximilk Private Limited")	Kalyaniwalla & Mistry LLP	0.05	0.02	0.01	0.08

XI. Risk Management:

Your Company continuously monitors business and operational risks. All key functions and divisions are independently responsible to monitor risks associated within their respective areas of operations such as production, insurance, legal and other issues like health, safety, and environment. Your Company has formulated Risk Management Policy for identification of risks and has formed a Risk Management Committee to ensure implementation of the Policy.

Risk Management Policy is also made available on the website of your Company at the weblink: <https://www.godrejagrovet.com/sustainability/codes-and-policies>. The Board of Directors of your Company is of the opinion that, at present, there are no elements of risks which may threaten the existence of your Company.

The Risk Management Committee met 2 (Two) times during the Financial Year 2023-24 (i.e., on July 21, 2023 and January 16, 2024), to ensure that appropriate methodologies, processes and systems are in place to monitor and evaluate risks associated with the business of the Company and also to monitor and oversee the implementation of the Risk Management Policy.

The Board of Directors of your Company is of the opinion that, at present, there are no elements of risks which may threaten the existence of your Company.

XII. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:

Risk Management Policy of the Company with respect to commodities including through hedging & Commodity Risks faced by the Company during the year and management thereof.

The Company is exposed to commodity risks on a routine basis due to multiple commodities (imported or domestically procured) utilized in its manufacturing operations. Such risks are managed by tracking the commodity prices on a daily basis taking physical position of commodity as well as entering into fixed price contracts with the domestic and overseas suppliers in order to hedge price volatility, as per the Risk Management Policy of the Company which is available on the Company's website at <https://www.godrejagrovet.com/sustainability/codes-and-policies>.

Commodity Price Risk:

The Company is an Agri Company manufacturing agri products. Hence, volatility in raw material input prices poses risk for the business.

Currency Risk:

The functional currency of Company is primarily the local currency in which it operates. The currencies in which the transactions are primarily denominated are in Indian Rupees (INR). The Company is exposed to currency risk in respect of transactions in foreign currency. Foreign currency revenues and expense are in the nature of export sales and import purchases. The Company's Risk Management Policy requires to hedge its foreign currency exposure in accordance with the exposure limits advised from time to time. The Company uses forward exchange contracts to hedge its currency risk. Such contracts are generally designated as cash flow hedges.

The forward exchange contracts are denominated in the same currency as the highly probable future transaction value; therefore, the hedge ratio is 1:1. Most of these contracts have a maturity of 18 (eighteen) months from the reporting date. The Company's policy is for the critical terms of the forward exchange contracts to align with the hedged item.

The Company determines the existence of an economic relationship between the hedging instruments and hedged item based on the currency, amount and timing of their respective cash flows.

The Company assesses whether the derivative designated in each hedging relationship is expected to be and has been effective in offsetting the changes in the cash flows of the hedged item using the hypothetical derivative method.

In these hedge relationships, changes in timing of the hedged transactions are the main source of hedge ineffectiveness.

XIII. GENERAL SHAREHOLDER INFORMATION:

a) **Registered Office:**

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

b) **33rd Annual General Meeting:**

Date	Day	Time	Venue
August 1, 2024	Thursday	4.00 p.m. (IST)	Through Video Conferencing ("VC") / Other Audio Video Means ("OAVM")

Deemed Venue - Registered Office:

"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400079, Maharashtra, India

c) **Financial Year:**

Financial Year: From April 1, 2023 to March 31, 2024

Financial Results for the Financial Year 2023-24 were announced on the Stock Exchanges / published in the newspapers as under:

Quarter / Annual	Date of Announcement on the Stock Exchange	Date of Newspaper Publication
First Quarter	August 1, 2023	August 2, 2023
Half Year	November 3, 2023	November 4, 2023
Third Quarter	February 1, 2024	February 2, 2024
Annual	May 8, 2024	May 9, 2024

d) Book Closure Dates and Dividend Payment Date:

The Book Closure Dates are from **Saturday, July 27, 2024 to Wednesday, July 31, 2024 (both days inclusive)**. The Final Dividend, if declared by the Shareholders at the 33rd Annual General Meeting, will be paid by **Tuesday, August 6, 2024**.

e) Corporate Identification Number (CIN):

Your Company's CIN, allotted by the Ministry of Corporate Affairs (MCA) is **L15410MH1991PLC135359**. Your Company is registered at Mumbai in the State of Maharashtra, India.

f) Listing Details and Listing Fees:**Payment of Listing Fees:**

The Company is listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

The International Securities Identification Number (ISIN) of the Company for both NSDL & CDSL is: INE850D01014.

Your Company has paid the Annual Listing Fees for the Financial Year 2024-25 to BSE and NSE.

Payment of Depository Fees:

Annual Custody / Issuer Fee for the Financial Year 2024-25 has been paid by your Company to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

g) Stock Data:

Name of Stock Exchange	Scrip Code
National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra, India	GODREJAGRO
BSE Limited (BSE) P. J. Towers, Dalal Street, Fort, Mumbai - 400 001, Maharashtra, India	540743

Table-1 below give the monthly high and low prices and volumes of Equity Shares of the Company at BSE and the NSE for the Year ended March 31, 2024.

Table-2 below, compares the Company's share price at the BSE with the Sensex.

Table 3 below, compares the Company's share price at the NSE with the NSE Nifty 50.

Tables 4 and 5 below respectively give the distribution of shareholding by size and by ownership, respectively as on March 31, 2024.

Table 1: Monthly High and Low Prices and Volumes of Equity Shares of the Company at NSE and BSE for the Financial Year ended March 31, 2024:

Stock Exchange	BSE			NSE			
	Month	HIGH (₹)	LOW (₹)	VOLUME (No. of Shares)	HIGH (₹)	LOW (₹)	VOLUME (No. of Shares)
	April 2023	440.55	413.00	62,154	440.45	413.00	6,59,396
	May 2023	452.80	415.00	1,22,351	452.65	417.15	15,52,257
	June 2023	462.00	429.80	1,36,605	462.30	429.85	14,59,329
	July 2023	528.00	453.40	3,07,121	530.00	454.25	60,59,279
	August 2023	474.90	466.00	3,86,538	520.00	466.05	58,12,088
	September 2023	509.00	472.00	4,00,115	509.30	471.80	28,72,676
	October 2023	522.00	447.00	2,92,907	522.00	446.35	46,47,162
	November 2023	512.60	462.00	2,41,425	510.00	461.00	32,82,208
	December 2023	572.70	501.10	6,11,045	572.35	501.00	64,12,879
	January 2024	577.00	524.20	3,62,547	577.10	522.45	40,51,842
	February 2024	581.60	504.00	2,88,504	579.00	504.00	38,07,958
	March 2024	533.15	483.00	1,72,362	494.00	482.00	36,75,953

Table 2: Company's Share Performance as compared to BSE Sensex for the Financial Year 2023-24:

Month	GAVL Monthly Close Price on BSE (in ₹)	BSE Sensex Monthly Close
April 2023	438.15	61,112.44
May 2023	429.60	62,622.24
June 2023	453.35	64,718.56
July 2023	486.25	66,527.67
August 2023	479.70	64,831.41
September 2023	480.15	65,828.41
October 2023	464.55	63,874.93
November 2023	500.20	66,988.44
December 2023	557.45	72,240.26
January 2024	555.30	71,752.11
February 2024	513.90	72,500.30
March 2024	486.65	73,651.36

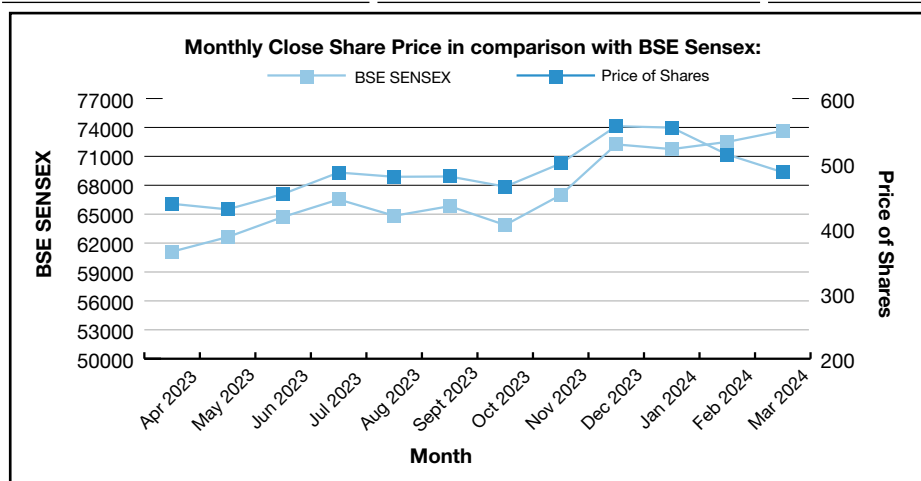
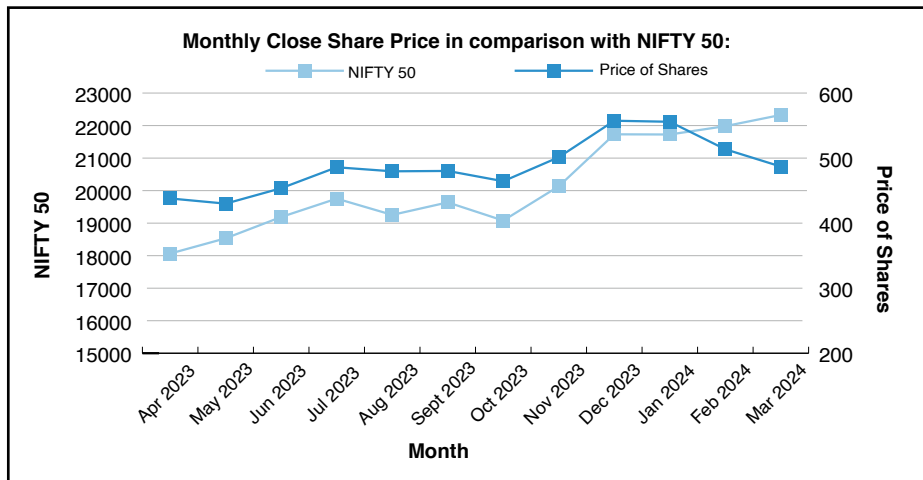


Table 3: Company's Share Performance as compared to NSE Nifty 50 for the Financial Year 2023-24:

Month	GAVL Monthly Close Price on NSE (in ₹)	NSE NIFTY 50 Monthly Close
April 2023	437.95	18,065.00
May 2023	430.00	18,534.40
June 2023	453.70	19,189.05
July 2023	485.90	19,753.80
August 2023	479.70	19,253.80
September 2023	480.25	19,638.30
October 2023	464.45	19,079.60
November 2023	501.35	20,133.15
December 2023	557.45	21,731.40
January 2024	555.85	21,725.70
February 2024	513.55	21,982.80
March 2024	487.00	22,326.90

**Table 4: Distribution of Shareholding by Size as on March 31, 2024:**

Number of Shares	Number of Shareholders	Shareholders %	Shareholding %
1 - 5,000	1,00,414	96.49	2.83
5,001 - 10,000	1,973	1.90	0.79
10,001 - 20,000	813	0.78	0.63
20,001 - 30,000	291	0.28	0.39
30,001 - 40,000	113	0.11	0.21
40,001 - 50,000	116	0.11	0.29
50,001 - 1,00,000	143	0.14	0.55
1,00,001 & Above	199	0.19	94.31
Total	1,04,062	100.00	100.00

Table 5: Distribution of Shareholding by Ownership as on March 31, 2024:

Category	No. of Equity Shares	% of Shareholding
Banks	51	0.00
Bodies Corporates	25,02,625	1.30
Clearing Members	2,566	0.00
Directors	28,26,718	1.47
Employees	19,76,255	1.03
Foreign Corporate Bodies	1,49,48,107	7.78
Foreign Portfolio – Corp.	31,70,795	1.65
Hindu Undivided Family (HUF)	5,06,701	0.26
Mutual Funds	41,97,045	2.18
Non-Banking Financial Companies (NBFC)	101	0.00
Non-Resident Indians (Non Repatriable)	2,20,890	0.11
Non-Resident Indians	3,47,558	0.18
Promoter Director	5,198	0.00
Promoter Group	1,76,04,576	9.16
Promoter Trust	19	0.00
Promoters Bodies Corporate	12,47,14,957	64.88
Qualified Institutional Buyers	55,89,060	2.91

Category	No. of Equity Shares	% of Shareholding
Resident Individuals	1,35,96,630	7.07
Trust	1,010	0.00
Total	19,22,10,862	100.00

The details given above are as per BENPOS received from KFin Technologies Limited, Registrar and Share Transfer Agent of the Company, as on March 31, 2024.

I. Shares held in Physical and Dematerialized form:

As on March 31, 2024, the break-up of share capital of the Company held in physical and dematerialized form is as under:

Mode	No. of Equity Shares	Percentage (%)
Demat shares with CSDL	75,60,355	3.93%
Demat shares with NSDL	18,46,49,407	96.07%
Shares held in Physical Mode	1,100	0.00%
Total	19,22,10,862	100.00%

II. Liquidity:

During the Financial Year 2023-24, higher trading activity was witnessed on NSE. The relevant data for the daily turnover on both the Stock Exchanges for the said Financial Year 2023-24 is given below:

Particulars	Stock Exchange		Total
	BSE	NSE	
Shares	33,84,674	4,43,71,256	4,77,55,930
Values (₹ in Crore)	170.93	2,237.66	2,408.59

III. Share Transfer System:

Share transfer is given effect within a maximum period of 30 (Thirty) days from the date of receipt, subject to documents being valid and complete in all respects. The Board has delegated the authority for approving transfer / transmission / transposition of securities of the Company pursuant to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the Stakeholders' Relationship Committee / Chief Financial Officer and Compliance officer of the Company / Registrar and Share Transfer Agent as per the following limits:

Sr. No.	Particulars	Limit
1.	Stakeholders' Relationship Committee	Above 2,000 Equity Shares
2.	Chief Financial Officer and Compliance Officer	From 500 Equity Shares to 2,000 Equity Shares
3.	Registrar and Share Transfer Agent	Upto 500 Equity Shares

Further, the Chief Financial Officer or Compliance Officer of the Company are authorized by the Board of Directors of the Company to effect issue or re-materialization of the Securities of the Company upto a limit of 500 Equity Shares in a calendar Quarter pursuant to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A summary of transfer / transmission of shares of the Company so approved by the Company Secretary / Authorised Representatives of KFin Technologies Limited, if any, is placed at the Stakeholders' Relationship Committee Meeting.

The Company obtained from a Company Secretary in Practice, an Annual Certificate for the period from April 1, 2023 to March 31, 2024 to the effect that all certificates have been issued within 30 (Thirty) days of the date of lodgement of the transfer, sub-division, consolidation and renewal, as required under Regulation 40(9) of the Listing Regulations and filed a copy of the said Certificate with the Stock Exchanges (i.e., BSE Limited and National Stock Exchange of India Limited) where the Company's shares are listed.

In terms of Regulation 40(1) of SEBI Listing Regulations, the transfer / transmission and / transposition of the securities can only be given effect if it is in dematerialized form. Members holding shares in physical form are requested to consider converting their holding to dematerialized form. Transfers of Equity Shares in electronic form are effected through the Depositories with no involvement of the Company.

IV. Reconciliation of Share Capital Audit Report:

As per Regulation 76 of the Securities and Exchange Board of India (Depository and Participants) Regulations, 2018, a qualified Practicing Company Secretary carried out an Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and total physical holding with the total issued and listed capital.

This Audit has been carried out every Quarter and report thereon has been submitted to the Stock Exchange(s) where the Company's shares are listed. The Audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form, as stated in the Reconciliation Share Capital Audit Report submitted to the Stock Exchange(s).

V. Outstanding Global Depository Receipts (GDRs) / American Depository Receipts (ADRs) / Warrants / Any Convertible Instruments and their likely impact on Equity:

The Company does not have any outstanding GDRs / ADRs / warrants / convertible instruments.

VI. Disclosure of Commodity Price Risk / Foreign Exchange Risk and Hedging Activities:**1. Risk Management Policy of the Company with respect to Commodities including through Hedging:**

Commodities form a major part of the raw materials required for the Company's products portfolio and hence commodity price risk is one of the important market risks for the Company. Your Company enters into fixed price contracts with vendors and also uses commodity derivatives on recognized exchanges to hedge the commodity prices volatility.

The commodity procurement team, based on intelligence and monitoring, forecasts commodity prices and movements and finalizes the commodity stocking strategy. A robust planning and strategy help to manage the risks despite volatility in commodity prices.

Your Company does not enter into any derivative instruments for speculative purposes.

In respect of Commodities which are imported, there is a foreign currency risks and mitigation of the same is managed by the forex committee. The forex committee meets periodically and reviews the overall foreign exchange currency exposure, and the Company enters into forward contracts to hedge the currency risks. The details of hedged and unhedged of foreign currency exposures are available in the notes to Financial Statements of the Annual Report.

VII. Registrar and Share Transfer Agents and Share Transfer System:

The Registrar and Share Transfer Agents of your Company and their contact details are as under:

KFin Technologies Limited

(Formerly known as KFin Technologies Private Limited)

Selenium Tower B, Plot No. 31 & 32,

Financial District, Nanakramguda,

Hyderabad - 500032, Telangana, India

Tel.: (040) 6716 2222 Fax: (040) 2343 1551

Investor Grievance E-mail: einward.ris@kfintech.com

Website: www.kfintech.com

VIII. Credit Ratings:

During the Financial Year 2023-24, your Company had dual rating for its Commercial Paper Programme of ₹ 1,000 Crore (Rupees One Thousand Crore Only), as follows:

- Credit Rating by ICRA Limited: "ICRA A1+" (Pronounced as 'ICRA A one plus' rating); and
- Credit Rating by CRISIL: "CRISIL A1+" (Pronounced as 'CRISIL A one plus' rating).

Moreover, your Company continues to enjoy long-term rating of "ICRA AA" (pronounced as 'ICRA double A' for its ₹ 68.25 Crore for Bank limits / facilities and short-term rating of "ICRA A1+" (pronounced as 'ICRA A one plus' rating) for its ₹ 595 Crore Bank limits / facilities and short-term rating of "[ICRA]A1+" (pronounced as 'ICRA A one plus') for an additional amount of ₹ 70.20 Crore Bank limits / facilities.

IX. Plant Locations:

The Company has plants at various locations across the country, including the following:

Animal Feed:

Sachin (Surat, Gujarat), Miraj (Sangli, Maharashtra), Dhule (Maharashtra), Nashik (Maharashtra), Khanna (Ludhiana, Punjab), Ikolaha (Ludhiana, Punjab), Khurda (Orissa), Chandauli (Uttar Pradesh), Kharagpur (West Bengal), Erode (Tamil Nadu), Hajipur (Bihar), Tumkur (Karnataka), Unnao (Uttar Pradesh), Medchal (Telangana), Bundi (Rajasthan), Sarsa (Anand, Gujarat),

Aqua Feed:

Hanuman Junction (Krishna District, Andhra Pradesh), Kondapalli (Vijayawada, Andhra Pradesh) and Barabanki (Uttar Pradesh)

Crop Protection:

Samba (Jammu) and Lote Parshuram (Ratnagiri, Maharashtra)

Vegetable Oils:

Valpoi (Sattari, Goa), Ch. Pothepalli (West Godavari District, Andhra Pradesh), Chintalapudi (Andhra Pradesh), Seethanagaram (West Godavari District, Andhra Pradesh), Varanavasi (Ariyalur, Tamil Nadu) and Kolasib (Mizoram)

X. Address for Correspondence:

**Mr. S. Varadaraj
Chief Financial Officer**

“Godrej One”, 3rd Floor, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079, Maharashtra
Phone: 022 – 2519 4416, Fax: 022 - 2519 5124
E-mail Id: s.varadaraj@godrejagrovvet.com;
Website: www.godrejagrovvet.com

**Mr. Vivek Raizada
Company Secretary & Compliance Officer**

“Godrej One”, 3rd Floor, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079, Maharashtra
Phone: 022 – 2519 4416, Fax: 022 - 2519 5124
E-mail Id: vivek.raizada@godrejagrovvet.com;
Website: www.godrejagrovvet.com

Investor Correspondence should be addressed to:

**KFin Technologies Limited
(Formerly known as KFin Technologies Private Limited)**

Selenium Tower B, Plot No. 31 & 32,
Financial District, Nanakramguda,
Hyderabad - 500 032, Telangana, India
Tel.: (040) 6716 2222 Fax: (040) 2343 1551
Investor Grievance E-mail: einward.ris@kfintech.com
Website: www.kfintech.com

Exclusive E-mail ID for Investors / Shareholders:

The Company has designated gavlinvestors@godrejagrovvet.com as an e-mail ID to enable the Shareholders and Investors to correspond with the Company.

XI. SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralized web-based complaints redress system.

The salient features of this system are:

1. Centralized database of all complaints;
2. Online upload of Action Taken Reports (ATRs) by concerned companies; and
3. Online viewing by investors of actions taken on the complaint and its current status.

Dispute Resolution Mechanism

SEBI has vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, issued a Standard Operating Procedure (‘SOP’) for dispute resolution under the Stock Exchange Arbitration Mechanism for disputes between a listed company and/or registrars to an issue and share transfer agents and its shareholder(s)/investor(s).

SCORES: A centralised web based complaints redress system ‘SCORES’ which serves as a centralised database of all complaints received, enables uploading of Action Taken Reports by the concerned companies and online viewing by the investors of actions taken on complaints and its current status.

Online Dispute Resolution Portal (‘ODR Portal’): A mechanism to streamline and strengthen the existing dispute resolution in the Indian Securities Market, SEBI vide Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023 (updated as on December 20, 2023), introduced the ODR Portal. This mechanism enhanced the degree of regulatory

supervision by SEBI over disputes between aggrieved parties and the ODR order is binding on both the parties to the dispute.

Pursuant to above-mentioned circulars, the aggrieved party can initiate the mechanism through the ODR portal, after exercising the primary options to resolve the issue directly with the Company and through the SCORES platform.

XII. Non-compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) of Para C to Schedule V of the Listing Regulations:

Except as stated in this report, the Company has complied with all the requirements in this regard, to the extent applicable.

XIII. Code of Conduct:

The Code of Conduct for the Board of Directors and the Senior Management Personnel has been disclosed on the website of your Company at <https://www.godrejagrovet.com/sustainability/codes-and-policies>.

The declaration by the Managing Director stating that all the Board Members and Senior Management Personnel have affirmed their compliance with the Code of Conduct of the Company for the Financial Year ended March 31, 2024, is annexed to this Corporate Governance Report.

XIV. Disclosures by Management to the Board of Directors:

Your Company had received disclosures from all the Senior Management Personnel stating that none of them had any personal interest in any of the financial and commercial transactions entered into by the Company during the Financial Year 2023-24.

XV. Public, Rights and Other Issues:

There were no Public, Rights and Other Issues during the Financial Year 2023-24, except grant of Stock Options under the Employees Stock Grant Scheme, 2018.

XVI. CEO and CFO Certification:

Mr. Balram S. Yadav, Managing Director and Mr. S. Varadaraj, Chief Financial Officer, have issued the Certificate in accordance with Regulation 17(8) of the Listing Regulations with regards to Quarter and Annual Financial Statements for the Financial Year ended March 31, 2024.

XVII. Management Discussion and Analysis Report:

Management Discussion and Analysis Report for the Financial Year 2023-24 forms a part of this Annual Report.

XVIII. Disclosure of Accounting Treatment in preparation of Financial Statements:

The Financial Statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India and comply with the Indian Accounting Standards (Ind-AS) specified under Section 133 of the Companies Act, 2013, as may be applicable.

XIX. Compliance Certificate on Corporate Governance:

As per Para E of Schedule V of the Listing Regulations, the Certificate issued by M/s. BNP & Associates, Company Secretaries, regarding compliance of conditions of Corporate Governance is annexed to this Corporate Governance Report.

XX. Disclosures of compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of the Listing Regulations:

Sr. No.	Particulars	Regulation	Compliance Status Yes/ No/N.A.	Compliance observed for the following:
1.	Board of Directors	17 & 17A	Yes	<ul style="list-style-type: none"> ● Board Composition ● Meeting of Board of Directors ● Review of Compliance Reports ● Plans for Orderly Succession for Appointments ● Code of Conduct ● Fees / Compensation ● Minimum Information to be placed before the Board ● Compliance Certificate ● Risk Assessment and Management ● Performance Evaluation of Independent Directors ● Explanatory Statement to be annexed ● Maximum Number of Directorship ● Recommendation of Board
2.	Audit Committee	18	Yes	<ul style="list-style-type: none"> ● Composition of Audit Committee ● Meeting of Audit Committee ● Powers of Audit Committee ● Role of Audit Committee and ● Review of Information by the Committee
3.	Nomination and Remuneration Committee ("NRC")	19	Yes	<ul style="list-style-type: none"> ● Composition of NRC ● Meetings of NRC ● Powers of NRC ● Role of NRC
4.	Stakeholders' Relationship Committee ("SRC")	20	Yes	<ul style="list-style-type: none"> ● Composition of SRC ● Role of SRC ● Meetings of SRC
5.	Risk Management Committee ("RMC")	21	Yes	<ul style="list-style-type: none"> ● Composition of RMC ● Role of RMC ● Meetings of RMC
6.	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> ● Formulation of Vigil Mechanism for Directors and Employees ● Direct access to Chairperson of Audit Committee
7.	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> ● Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions ● Related Party Transactions of the Company are in accordance with contracts duly approved by the Audit Committee, Board of Directors and Shareholders. ● Review of transactions pursuant to aforesaid Contracts ● Disclosure of Related Party Transactions

Sr. No.	Particulars	Regulation	Compliance Status Yes/ No/N.A.	Compliance observed for the following:
8.	Corporate Governance requirements with respect to subsidiary of Listed entity	24 & 24A	Yes	<ul style="list-style-type: none"> Review of Investments made by unlisted subsidiary companies by the Audit Committee. Minutes of Meetings of Board of Directors of unlisted subsidiary companies placed at the Meetings of the Board of Directors of the Company. Review of significant transactions and arrangements entered into by the Unlisted subsidiary companies. Secretarial Audit Report of Material Subsidiary to be annexed.
9.	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> Maximum Directorships and Tenure Meeting of Independent Directors Familiarization of Independent Directors
10.	Obligations with respect to Directors and Senior Management	26	Yes	<ul style="list-style-type: none"> Memberships / Chairmanships in Committees Affirmation with compliance to Code of Business conduct and Ethics from Directors and Management
11.	Other Corporate Governance Requirements	27	Yes	<ul style="list-style-type: none"> Compliance with discretionary requirements Filing of quarterly compliance report on Corporate Governance
12.	Website	46(20) (b) to (i)	Yes	<ul style="list-style-type: none"> Terms and conditions of appointment of Independent Directors. Composition of various Committees of Board of Directors. Code of Business Conduct and Ethics for Directors Management Personnel. Details of establishment of Vigil Mechanism / Whistle Blower Policy. Policy on dealing with Related Party Transactions Details of familiarization programmes imparted to Independent Directors

XXI. Transfer of Unpaid / Unclaimed amounts of Dividend to Investor Education and Protection Fund:

During the Financial Year 2023-24, the Company was not required to transfer any amount to the Investor Education and Protection Fund (IEPF), pursuant to Rule 5(4) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as no such amount of dividend was lying in the unpaid / unclaimed dividend account for 7 (Seven) years or more.

XXII. Disclosure of Loans and Advances of the Company and its Subsidiaries in the nature of loans to Firms / Companies in which Directors are interested by name and amount:

The Company has not made any loans and advances in the nature of loans to firms/ companies in which Directors are interested by name and amount.

XXIII. Details of Material Subsidiaries of the Company, including the date and place of incorporation and the name and date of appointment of the Statutory Auditors of such Subsidiaries:

Sr. No.	Particulars of the Material Subsidiary	Details of Material Unlisted Subsidiary	Details of Material Unlisted Subsidiary	Details of Material Listed Subsidiary
1.	Name	Creamline Dairy Products Limited ("CDPL")	Godrej Tyson Foods Limited ("GTFL")	Astec LifeSciences Limited ("Astec")
2.	Place of Incorporation	Hyderabad, India	Mumbai	Mumbai
3.	Name of the Statutory Auditors	BSR & Co. LLP, Chartered Accountants	BSR & Co. LLP, Chartered Accountants	BSR & Co. LLP, Chartered Accountants
4.	Date of Appointment of Statutory Auditors	At the 35 th (Thirty-Fifth) Annual General Meeting of CDPL held on July 27, 2022, BSR & Co. LLP, The Chartered Accountants having Firm Registration No. 101248W / W-100022 was appointed to conduct the Statutory Audit of CDPL from the Financial Year 2022-23 upto the Financial Year 2026-27.	At the 14 th (Fourteenth) Annual General Meeting of GTFL held on July 26, 2022, BSR & Co. LLP, The Chartered Accountants having Firm Registration No.101248W/W-100022 was appointed to conduct the Statutory Audit of GTFL from the Financial Year 2022-23 upto the Financial Year 2026-27.	At the 28 th (Twenty-Eighth) Annual General Meeting of Astec held on July 25, 2022, BSR & Co. LLP, The Chartered Accountants having Firm Registration No.101248W/W-100022 was appointed to conduct the Statutory Audit of Astec from the Financial Year 2022-23 upto the Financial Year 2026-27.

XXIV. Disclosure as per Part G of the Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has been informed by way of a family letter dated April 30, 2024 issued jointly by Mr. Adi Godrej (ABG), Mr. Nadir Godrej (NBG), Mrs. Smita Godrej Crishna (SVC) and Mr. Jamshyd Godrej (JNG) that the Godrej family members have entered into a family settlement agreement and a brand & non-compete agreement on April 30, 2024. The Company is not a party to these agreements.

The settlement contemplates a realignment of *inter alia* the shareholding of Godrej Industries Limited, which is the holding company of the Company, subject to applicable regulatory approvals. Pursuant to the realignment, the management and control of the Company will continue with the ABG / NBG family, and the JNG / SVC family will not be involved in the management and operations of the Company.

Currently, there are no members of the JNG / SVC Family who are directors on the board of directors of the Company.

DECLARATION BY MANAGING DIRECTOR
WITH RESPECT TO COMPLIANCE WITH CODE OF CONDUCT OF
GODREJ AGROVET LIMITED (“THE COMPANY”)

As provided under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V of the said Regulations, this is to confirm that all the Members of the Board of Directors and the Senior Management have affirmed compliance with the Code of Conduct for the Financial Year ended March 31, 2024.

For Godrej Agrovet Limited

Sd/-

Balram S. Yadav
Managing Director
(DIN: 00294803)

Date: May 8, 2024

Place: Mumbai

CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Members of
Godrej Agrovet Limited
 Godrej One, 3rd Floor, Pirojshanagar,
 Eastern Express Highway, Vikhroli (East),
 Mumbai - 400079, Maharashtra

We, BNP & Associates have examined all relevant records of Godrej Agrovet Limited (further known as “the Company”) for the purpose of certifying the compliance ensured by the Company for disclosure requirements and Corporate Governance norms as specified for the Listed Companies as prescribed under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR’), for the Financial Year ended March 31, 2024. We have obtained all the information and explanations to the best of our knowledge and belief, which were necessary for the purpose of this certification.

We state that completing compliance requirements of Corporate Governance is the responsibility of the Management of the Company, and our examination is limited to procedures and implementation thereof as adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified for listed Company in the SEBI LODR for Financial Year 2023-24.

We further state that the above certification is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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

Sd/-

Avinash Bagul
Partner

FCS No: 5578 / C P No: 19862

PR No. 637/2019

UDIN : F005578F000329858

Place: Mumbai

Date: May 8, 2024

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Godrej Agrovet Limited,
 Godrej One, 3rd Floor, Pirojshanagar,
 Eastern Express Highway, Vikhroli (East),
 Mumbai- 400079, Maharashtra

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Godrej Agrovet Limited bearing CIN: L15410MH1991PLC135359 and having Registered Office at Godrej One, 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai 400079, Maharashtra (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for Financial Year ended March 31, 2024, have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, the Ministry of Corporate Affairs, or any such other Statutory Authority(ies).

Sr. No.	Name of Director	DIN	Date of Appointment in Company* (DD/MM/YYYY)
1.	Mr. Nadir B. Godrej	00066195	25-11-1991
2.	Ms. Tanya A. Dubash	00026028	10-04-2003
3.	Ms. Nisaba Godrej	00597503	24-07-2006
4.	Mr. Pirojsha Godrej	00432983	05-11-2018
5.	Mr. Burjis Godrej	08183082	01-11-2022
6.	Mr. Balram S. Yadav	00294803	01-09-2007
7.	Dr. Ritu Anand	00363699	18-07-2017
8.	Ms. Aditi Kothari Desai	00426799	18-07-2017
9.	Ms. Roopa Purushothaman	02846868	18-07-2017
10.	Mr. Natarajan Srinivasan	00123338	04-02-2019
11.	Mr. Kannan Sitaram	01038711	17-06-2019
12.	Dr. Ashok Gulati	07062601	07-05-2021
13.	Ms. Ritu Verma	05262828	27-01-2023

Note: The date of appointment is as per the date appearing in MCA records.

(* Mr. Jamshyd Godrej, ceased to be a Director (Non-Executive & Non-Independent) of the Company with effect from January 24, 2024, due to resignation.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For BNP & Associates

Company Secretaries

Firm Registration. No. P2014MH037400

PR. No: 637/2019

Sd/-

Avinash Bagul

Partner

FCS No: 5578 / C P No: 19862

UDIN: F005578F000329891

Date: May 8, 2024
Place: Mumbai

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (BRSR)

For the Financial Year ended March 31, 2024

SECTION A: GENERAL DISCLOSURES:

I. Details of the Listed Entity:

1.	Corporate Identity Number (CIN) of the Listed Entity	L15410MH1991PLC135359
2.	Name of the Listed Entity	GODREJ AGROVET LIMITED
3.	Year of Incorporation	1991
4.	Registered Office Address	“Godrej One”, 3 rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079 Maharashtra, India
5.	Corporate Address	“Godrej One”, 3 rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079 Maharashtra, India
6.	E-mail Address	gavlinvestors@godrejagrovvet.com
7.	Telephone No.	022 - 2519 4416
8.	Website	www.godrejagrovvet.com
9.	Financial Year for which reporting is being done	2023-24 (i.e., from April 1, 2023 to March 31, 2024)
10.	Name(s) of the Stock Exchange(s) where Shares are listed	1. National Stock Exchange of India Limited 2. BSE Limited
11.	Paid-up Capital as on March 31, 2024	Rs.1,92,21,08,620/- (i.e., 19,22,10,862 Equity Shares of Face Value of Rs.10/- each)
12.	Name and Contact Details (Telephone, E-mail Address) of the person who may be contacted in case of any queries on this Report	Name: Mr. Balram Singh Yadav Designation: Managing Director DIN: 00294803 Telephone No.: 022 – 2519 4416 E-mail Address: bs.yadav@godrejagrovvet.com
13.	Reporting Boundary - Are the disclosures under this Report made on a Standalone basis (i.e., only for the Entity) or on a Consolidated basis (i.e., for the Entity and all the entities which form a part of its Consolidated Financial Statements, taken together)	The disclosures under this Report are made on a standalone basis, i.e., for the Company only.
14.	Name of the Assurance Provider	TUV India Pvt. Ltd. (in respect of data covered under Principle 6)
15.	Type of Assurance obtained	Limited Assurance (not mandatory for the Company) is in progress (in respect of data covered under Principle 6)

II. Products / Services:

16. Details of Business Activities (accounting for 90% of the Turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the Entity
1.	Animal Feeds	Manufacture and Marketing of Animal Feeds	72%
2.	Agricultural Inputs / Crop Protection	Manufacture and Marketing of Agricultural Inputs / Crop Protection products	11%
3.	Vegetable Oil	Manufacture and Marketing of Vegetable Oil	17%
TOTAL			100%

17. Products / Services sold by the Entity (accounting for 90% of the Entity's Turnover):

Sr. No.	Product / Service	NIC Code	% of Total Turnover Contributed
1.	Animal Feeds	10801, 10802, 10803	72%
2.	Agricultural Inputs / Crop Protection	20121, 20211, 20213, 20219	11%
3.	Vegetable Oil	10402	17%
TOTAL			100%

III. Operations:

18. Number of Locations where Plants and/or Operations / Offices of the Entity are situated:

Location	No. of Plants	No. of Offices	No. of Research & Development Centers	Total
National	27	13	2	42
International	-	-	-	-

19. Markets served by the Entity:

a) Number of Locations:

Locations	Number
National (No. of States)	28 States & 5 Union Territories
International (No. of Countries)	1

b) Contribution of Exports as a Percentage of the Total Turnover of the Entity: 0.01%

c) A Brief on Types of Customers:

The Company is a food and agri conglomerate, dedicated to improving the productivity of Indian farmers by innovating products and services that sustainably increase crop and livestock yields.

The Company's Animal Feed business provides a wide range of products including Cattle Feed, Poultry Feed, Aqua Feed and Specialty Feed. The Company works closely with farmers to provide on-farm technical support and engage them in skill building activities. The Company's Crop Protection business provides a wide range of products that cater to the entire crop lifecycle. As regards Oil Palm as well, we are one of the largest oil palm developers in India and work directly with the farmers for the entire lifecycle of their crop and our range of products, including Crude Palm Oil, Crude Palm Kernel Oil and Palm Kernel Cake. Our Aquafeed products enable higher farm profitability to the aquaculture industry and the Company offer solutions for better pond management to the farmers.

IV. Employees:20. Details as at the End of the Financial Year:a) Employees and Workers (including Differently Abled):

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	1,757	1,612	92%	145	8%
2.	Other than Permanent (E)	7	4	57%	3	43%
3.	Total Employees (D + E)	1,764	1,616	92%	148	8%
WORKERS						
4.	Permanent (F)	907	906	100%	1	0%
5.	Other than Permanent (G)	990	970	98%	20	2%
6.	Total Workers (F + G)	1,897	1,876	99%	21	1%

b) Differently Abled Employees & Workers:

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	4	4	100%	0	0%
2.	Other than Permanent (E)	0	0	0%	0	0%
3.	Total Employees (D + E)	4	4	100%	0	0%
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	0	0	0%	0	0%
5.	Other than Permanent (G)	0	0	0%	0	0%
6.	Total Workers (F + G)	0	0	0%	0	0%

21. Participation / Inclusion / Representation of Women (as on March 31, 2024):

Particulars	Total (A)	No. & Percentage of Females	
		No. (B)	% (B / A)
Board of Directors	13	6	46.15%
Key Managerial Personnel	2	0	0%

22. Turnover Rate for Permanent Employees and Workers:

(Disclose trends for the past 3 years)

Particulars	Financial Year 2023-24 (Turnover Rate in Current Financial Year)			Financial Year 2022-23 (Turnover Rate in Previous Financial Year)			Financial Year 2021-22 (Turnover Rate in the Year prior to Previous Financial Year)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	21.7%	30.6%	22.4%	21.2%	24.6%	21.4%	17.9%	22.4%	18.2%
Permanent Workers	7.3%	50.0%	7.4%	7%	50%	7%	NA	NA	NA

V. Holding, Subsidiary & Associate Companies (including Joint Ventures):

23. (a) Names of Holding / Subsidiary / Associate Companies / Joint Ventures:

Sr. No.	Names of the Holding / Subsidiary / Associate Companies / Joint Ventures (A)	Whether Holding / Subsidiary / Associate / Joint Venture	% of Shares held by Listed Entity	Whether the Entity indicated at Column A, participates in the Business Responsibility Initiatives of the Listed Entity? (Yes / No)
1.	Godrej Industries Limited	Holding Company (holding 64.88% of the Equity Shares of the Entity)	N/A	Has its own business responsibility initiatives
2.	Godvet Agrochem Limited	Subsidiary Company	100%	Not mandatorily required to comply with Section 135 of the Companies Act, 2013
3.	Godrej Cattle Genetics Private Limited	Subsidiary Company	100%	Not mandatorily required to comply with Section 135 of the Companies Act, 2013
4.	Godrej Tyson Foods Limited	Subsidiary Company	51%	Has its own business responsibility initiatives
5.	Creamline Dairy Products Limited	Subsidiary Company	51.91%	Has its own business responsibility initiatives
6.	Astec LifeSciences Limited	Subsidiary Company	64.76%	Has its own business responsibility initiatives
7.	Behram Chemicals Private Limited	Subsidiary Company	N/A since a step-down subsidiary	Not mandatorily required to comply with Section 135 of the Companies Act, 2013
8.	Comercializadora Agricola Agroastrachem Cia Ltda	Subsidiary Company	N/A since a step-down subsidiary	Not Applicable since a foreign subsidiary

("N/A" denotes "Not Applicable".)

VI. Corporate Social Responsibility (CSR) Details:

24. (i) Whether CSR is applicable as per Section 135 of the Companies Act, 2013: Yes
(ii) Turnover: Rs. 70,60,08,06,947/-
(iii) Net Worth: Rs. 22,59,19,35,858/-

VII. Transparency & Disclosures Compliances:

25. Complaints / Grievances on any of the Principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder Group from whom Complaint is received	Grievance Redressal Mechanism in place (Yes / No) (If Yes, web-link for Grievance Redressal Policy)	Financial Year 2023-24 (Current Financial Year)			Financial Year 2022-23 (Previous Financial Year)		
		Number of Complaints filed during the Year	Number of Complaints pending resolution at close of the Year	Remarks	Number of Complaints filed during the Year	Number of Complaints pending resolution at close of the Year	Remarks
Communities	Not specific	0	0	Nil	0	0	Nil
Investors (other than Shareholders)	Not specific	0	0	Nil	0	0	Nil

Stakeholder Group from whom Complaint is received	Grievance Redressal Mechanism in place (Yes / No) (If Yes, web-link for Grievance Redressal Policy)	Financial Year 2023-24 (Current Financial Year)			Financial Year 2022-23 (Previous Financial Year)		
		Number of Complaints filed during the Year	Number of Complaints pending resolution at close of the Year	Remarks	Number of Complaints filed during the Year	Number of Complaints pending resolution at close of the Year	Remarks
Shareholders	Yes https://www.godrejagrovet.com/sustainability/codes-and-policies	85	0	Resolved	32	0	Resolved
Employees and Workers	Yes https://www.godrejagrovet.com/sustainability/codes-and-policies	3	1	2 complaints have been resolved while 1 complaint was filed close to the end of the year	1	0	Resolved
Customers	Not specific	1,227	0	Resolved (Includes product related queries)	1,090	0	Resolved (Includes product related queries)
Value Chain Partners	Not specific	0	0	Nil	0	0	Nil
Others	-	0	0	Nil	0	0	Nil

26. **Overview of the Entity's Material Responsible Business Conduct Issues:**

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along with its financial implications, as per the following format:

Sr. No.	Material Issue Identified	Indicate whether Risk or Opportunity (R / O)	Rationale for identifying the Risk / Opportunity	In case of Risk, Approach to adapt or mitigate	Financial Implications of the Risk or Opportunity (Positive or negative implications)
1.	Water Stewardship	O	<ul style="list-style-type: none"> Optimize water efficiency, reduce usage and manage waste water & effluent discharge 	<ul style="list-style-type: none"> Godrej Agrovet is a 20x water positive company having sequestered 37 million m3 water in the Financial Year 2023-24 Under Integrated Watershed Development project, the Company has made successful interventions in groundwater recharge and restoring the ecological balance in the drought prone areas Under our Good & Green Sustainability strategy, we are undertaking several initiatives to reduce our specific water consumption, reduce dependency on freshwater withdrawal, increase recycle & reuse of water within operations Company's major facilities are equipped with zero liquid discharge facilities 	Positive

Sr. No.	Material Issue Identified	Indicate whether Risk or Opportunity (R / O)	Rationale for identifying the Risk / Opportunity	In case of Risk, Approach to adapt or mitigate	Financial Implications of the Risk or Opportunity (Positive or negative implications)
2.	Energy and Emissions Management	O	<ul style="list-style-type: none"> Reduce energy consumption and improve cost efficiency Reduce Greenhouse Gas (GHG) emissions and overall environmental footprint 	<ul style="list-style-type: none"> Transition towards renewable energy portfolio; targeting 90% of the total energy consumption through renewable sources by the Financial Year 2025-26 Vegetable Oils business has achieved ~100% of its energy consumption from the renewable portfolio of boiler fuel Targeting 10% reduction in specific energy consumption by the Financial Year 2025-26 The Company has committed to reduction in Scope 1 & 2 greenhouse gas emissions by 37% and Scope 3 emissions by 16% by the Financial Year 2034-35, as per Science based target initiatives (SBTi) Targeting Carbon Neutrality by the Financial Year 2034-35 Achieved specific Green House Gases (GHG) emission reduction of 22% against target of 30% by the Financial Year 2025-26 	Positive
3.	Waste Management	R	<ul style="list-style-type: none"> Poor waste management practices may lead to regulatory non-compliance and penalties Minimize waste generation and also managing it in an environmentally responsible manner 	<ul style="list-style-type: none"> Robust waste management practices in line with our '4R' principle, i.e., Reduce, Reuse, Recycle & Recover Ensure Compliance with Extended Producer Responsibility (EPR) guidelines as well as Hazardous Waste Management Regulations Vegetable Oils business achieved complete circularity The Company is one of the signatories for India Plastic Pact 2021, business-led initiatives to transform the plastics packaging value chain 	Negative
4.	Legal & Regulatory Compliance	R	<ul style="list-style-type: none"> Failure to comply with relevant laws and regulations may lead to adverse impact on brand image, legal & financial penalties, loss of market access 	<ul style="list-style-type: none"> Robust compliance monitoring systems and strict adherence to the same Regular employee awareness sessions 	Negative

Sr. No.	Material Issue Identified	Indicate whether Risk or Opportunity (R / O)	Rationale for identifying the Risk / Opportunity	In case of Risk, Approach to adapt or mitigate	Financial Implications of the Risk or Opportunity (Positive or negative implications)
5.	Occupational Health & Safety	R and O	<ul style="list-style-type: none"> Direct Potential impact on Company's operations, employees and communities at large Critical for maintaining a safe and healthy work environment for all employees and stakeholders 	<ul style="list-style-type: none"> Implementation of Company-wide Safety and Health Management System (SHMS) policy based on 25 safety standards with various critical elements and sub-elements Robust EHS risk management framework guided by ISO 45001, OHSAS 18001 standards as well as the legal requirements Implementation of various techniques such as Hazard Identification Risk Assessment (HIRA), Hazard and Operability Analysis (HAZOP), design checklists and other consequence modelling studies Digitized user-friendly platform "i-safe" to report, track and resolve safety incidents Periodic cross functional, inter-unit audits, mandatory Job safety analysis, periodic EHS Committee meetings on shop floor to promote a transparent safety culture 	Negative

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES:

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the National Guidelines for Responsible Business Conduct (NGRBC) Principles (P1 to P9) and Core Elements.

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and Management Processes:										
1.	a) Whether the Entity's Policy / Policies cover each Principle and core elements of the NGRBCs [Yes (Y) / No (N)]	Y	Y	Y	Y	Y	Y	Y	Y	Y
	b) Has the Policy been approved by the Board of Directors? [Yes (Y) / No (N)]	The Company has obtained approval of the Board of Directors for the Policies, wherever necessary.								
	c) Web Link of the Policies, if available	The Policies formulated and adopted by the Company are available on the website of the Company at the weblink https://www.godrejagrovet.com/sustainability/codes-and-policies .								
2.	Whether the Entity has translated the Policy into procedures (Yes / No)	The Company endeavours to implement and translate all the Policies into procedures and practices in true letter and spirit.								
3.	Do the enlisted Policies extend to your Value Chain Partners? (Yes / No)	The Company encourages its value chain partners to uphold standards of ethics, fairness and transparency in all their dealings with the Company.								
4.	Name(s) of the National and International Codes / Certifications / Labels / Standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) Standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by the Entity and mapped to each Principle	The Company has ISO 27001: 2021 certification which depicts the Company's commitment to the highest standards of data security and information management. All the cattle feed plants of the Company are BIS certified, which underscores the Company's commitment to quality.								

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
5.	Specific Commitments, Goals and Targets set by the Entity with defined timelines, if any	Yes, the Company makes specific commitments and defines goals and targets.								
6.	Performance of the Entity against the specific Commitments, Goals and Targets, alongwith Reasons in case the same are not met	The Company monitors and periodically reviews its performance with respect to sustainability goals and targets and the action plans drawn for achieving the same.								

Governance, Leadership & Oversight:

7. Statement by Director responsible for the BRSR, highlighting ESG related Challenges, Targets and Achievements:

The Company's commitment to environmental issues and community development has always been meaningful and long-term, with a deep purpose. Its sustainability targets are guided by the Godrej Group's Good & Green vision of creating a more inclusive and greener world.

The Company has made meaningful progress towards achieving its sustainability objectives by 2026. 77% of the Company's energy consumption during the Financial Year 2023-24 was from clean, renewable energy sources as against a target of 90% by 2026. Solar roof top or ground mounted systems were installed at more than 20 manufacturing plants. The Company is a 20x water positive company having sequestered around 37 million cubic metre of water during the year. Towards achieving Carbon Neutrality by 2035, the Company has sequestered 29,750 MT of CO₂ in FY 2023-24 which accounts for 28% of its annual CO₂ emission target. The Company has reduced its specific Green House Gas (GHG) emission by 22% from its baseline year of FY 2019-20, against the target of 30% by 2026.

We are committed to reduce our Green House Gas (GHG) emissions in line with Science Based Target's (SBTi) "Well Below 2°C" scenario. In doing so, the Company became the first Agri company in India to commit to reduction in Scope 1 & Scope 2 GHG emissions by 37.5% and Scope 3 emissions by 16.0% by 2035. The Company first time made into Carbon Disclosure Project's (CDP) ranking into leadership band "A-" for its Climate disclosure, and for Forest and Water disclosure "B" remained well ahead of the food sector, as well as the Asian and Global averages score of "C".

On the Corporate Social Responsibility (CSR) front, the Company's livelihood and entitlement enablement initiatives continue to focus on sustainable economic development of vulnerable and low-income sections of the society. Under its CSR activities, the Company worked on projects in the area of agriculture, education, entitlements and community development. The various CSR programmes of the Company have positively impacted livelihoods for more than 4,000 households and 15,700 students.

8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility Policy (ies)	<p>The implementation and oversight of the Company's Policy towards business responsibility is regularly carried out by:</p> <ol style="list-style-type: none"> 1. Managing Director 2. Executive Director 3. Corporate Social Responsibility (CSR) Committee 4. Board of Directors 								
9.	Does the Entity have a specified Committee of the Board / Directors responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	<p>The Company has a Corporate Social Responsibility (CSR) Policy which approves and oversees CSR projects in line with the Company's strategy to bring about a positive impact on the communities through various CSR programmes. Further, Mr. Balram Singh Yadav, Managing Director and Mr. Burjis Godrej, Executive Director, also regularly look into and monitor the CSR projects implemented by the Company.</p>								

10. Details of Review of NGRBCs by the Company:

Subject for Review	Whether Review was undertaken by Director / Committee of the Board / any other Committee									Frequency (Annual / Half-Yearly / Quarterly / Any other)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above Policies and follow-up action	<p>The performance is regularly reviewed by:</p> <ol style="list-style-type: none"> 1. Managing Director 2. Executive Director 3. Corporate Social Responsibility (CSR) Committee 4. Board of Directors 									<p>The frequency of review is as follows:</p> <ol style="list-style-type: none"> 1. Managing Director – Ongoing 2. Executive Director – Ongoing 3. Corporate Social Responsibility (CSR) Committee – Usually twice in a year 4. Board of Directors – Quarterly, usually at every Board Meeting 								

Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	The compliance with the statutory requirements is monitored on a regular basis by: <ol style="list-style-type: none"> 1. Management 2. Audit Committee 3. Board of Directors 	The frequency of review of compliance with the statutory requirements is as under: <ol style="list-style-type: none"> 1. Management – Ongoing 2. Audit Committee – Quarterly, at every Audit Committee Meeting 3. Board of Directors – Quarterly, at every Board Meeting
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11. Has the Entity carried out independent assessment / evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
	The working of all the Policies is internally monitored. Audit / evaluation by external agencies is carried out wherever necessary.								

12. If answer to Question (1) of Section B above is "No", i.e., not all Principles are covered by a Policy, reasons to be stated:	P1	P2	P3	P4	P5	P6	P7	P8	P9
Questions									
The Entity does not consider the Principles material to its business. (Yes / No)									
The Entity is not at a stage where it is in a position to formulate and implement the Policies on specified Principles. (Yes / No)									Not Applicable
The Entity does not have the financial, human and technical resources available for the task. (Yes / No)									
It is planned to be done in the next Financial Year. (Yes / No)									
Any Other Reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE:

PRINCIPLE 1: Businesses should conduct and govern themselves with Integrity, and in a manner that is Ethical, Transparent and Accountable

ESSENTIAL INDICATORS

1. Percentage Coverage by Training and Awareness Programmes on any of the Principles during the Financial Year:

Segment	Total Number of Training and Awareness Programmes held	Topics / Principles covered under the Training and its Impact	% age of Persons in respective Segment covered by the Awareness Programmes
Board of Directors (BoD)	4	<ol style="list-style-type: none"> 1. Corporate Law / Governance Updates 2. Environment, Health & Safety Updates 3. Risk Management Updates 4. Corporate Social Responsibility (CSR) Updates 	100%
Key Managerial Personnel (KMP)	4	<ol style="list-style-type: none"> 1. Corporate Law / Governance Updates 2. Environment, Health & Safety Updates 3. Risk Management Updates 4. Corporate Social Responsibility (CSR) Updates 	100%
Employees other than BoD and KMPs	2	<ol style="list-style-type: none"> 1. Code of Conduct 2. Prevention of Sexual Harassment at the Workplace 3. Occupational Health & Safety 4. Good & Green – Energy Efficiency, Waste Management, Water Conservation 	100%

Segment	Total Number of Training and Awareness Programmes held	Topics / Principles covered under the Training and its Impact	% age of Persons in respective Segment covered by the Awareness Programmes
Workers	25	<ol style="list-style-type: none"> Code of Conduct Prevention of Sexual Harassment at the Workplace Occupational Health & Safety 	85%

2. Details of Fines / Penalties / Punishment / Award / Compounding Fees / Settlement Amount paid in proceedings [by the Entity or by Directors / Key Managerial Personnel (KMPs)] with Regulators / Law Enforcement Agencies / Judicial Institutions, in the Financial Year, in the following format:

(Note: The Entity shall make disclosures on the basis of Materiality as specified in Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the Entity's website)

Particulars	Monetary			Non-Monetary	
	Penalty / Fine	Settlement	Compounding Fee	Imprisonment	Punishment
NGRBC Principle					
Name of Regulatory / Enforcement Agencies / Judicial Institutions					
Amount (INR)					Not Applicable
Brief of Case					
Has an Appeal been preferred (Yes / No)					

3. Of the Instances pertaining to Fines / Penalties / Punishment / Award / Compounding Fees / Settlement Amount disclosed above, details of the Appeal / Revision preferred in Cases where Monetary or Non-Monetary Action has been appealed:

Case Details	
Name of the Regulatory / Enforcement Agencies / Judicial Institutions	Not Applicable

4. Does the Entity have an Anti-Corruption or Anti-Bribery Policy? If yes, provide details in brief and if available, provide a Web-link to the Policy:

The Company, as a responsible corporate citizen and as a company belonging to one of the largest professionally run private sector groups in the country, upholds highest standards of integrity, ethics, fairness and transparency in all its business operations and dealings and strictly prohibits corruption or bribery of any kind in its dealings. The Company has in place, a Code of Conduct applicable to all its employees as well as Directors, which is available on the website of the Company at the weblink <https://www.godrejagrovet.com/sustainability/codes-and-policies>.

Under the Code of Conduct, every employee or Director is bound:

- To carry out due diligence specific to anti-bribery and corruption when evaluating mergers, acquisitions and joint ventures;
- To prohibit money laundering and report unaccounted cash or suspicious transactions;
- Not to use one's official position to influence anyone for personal gains or favours;
- Not to give any form of bribery to government officials and their representatives and agents, whether directly or indirectly, nor accept the same from anyone;
- Not to accept, directly or indirectly, hospitality, gifts or donations that are intended for the purpose of obtaining business or might appear to incur an obligation.

Thus, accepting or giving a bribe in any form is strictly prohibited under the Company's Code of Conduct and the Company will demonstrate zero-tolerance towards any instances of violation. The Company's employees are also bound to familiarize the Company's business associates with the Company's policies and expectations as to anti-bribery or anti-corruption. The Company encourages its business partners, viz. suppliers, distributors, customers, contractors, etc. to follow ethics, transparency, fairness and accountability in their dealings with the Company.

5. Number of Directors / Key Managerial Personnel (KMPs) / Employees / Workers against whom Disciplinary Action was taken by any Law Enforcement Agency for the Charges of Bribery / Corruption:

Particulars	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)
Board of Directors	Nil	Nil
Key Managerial Personnel	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. Details of Complaints with regard to Conflict of Interest:

Particulars	Financial Year 2023-24 (Current Financial Year)		Financial Year 2022-23 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of Complaints received in relation to Issues of Conflict of Interest of Directors	Nil	-	Nil	-
Number of Complaints received in relation to Issues of Conflict of Interest of Key Managerial Personnel (KMPs)	Nil	-	Nil	-

7. Details of any Corrective Action taken or underway on Issues related to Fines / Penalties / Action taken by Regulators / Law Enforcement Agencies / Judicial Institutions, on cases of Corruption and Conflicts of Interest:

Not Applicable

8. Number of Days of Accounts Payables ((Accounts Payable *365) / Cost of Goods/ Services procured) in the following format:

Particulars	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)
Number of Days of Accounts Payables	29	29

9. Open-ness of Business:

Provide details of Concentration of Purchases and Sales with Trading Houses, Dealers, and Related Parties, alongwith Loans and Advances & Investments, with Related Parties, in the following format:

Parameter	Metrics	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)
Concentration of Purchases	a. Purchases from Trading Houses as % of Total Purchases	0%	0%
	b. Number of Trading Houses where Purchases are made from	0	0
	c. Purchases from top 10 Trading Houses as a % of Total Purchases from Trading Houses	0%	0%
Concentration of Sales	a. Sales to Dealers / Distributors as % of Total Sales	70.4%	67.4%
	b. No. of Dealers / Distributors to whom Sales are made	9,586	11,132
	c. Sales to top 10 Dealers / Distributors as a % of Total Sales to Dealers / Distributors	10.4%	11.5%
Share of Related Party Transactions (RPTs) in –	a. Purchases (Purchases with Related Parties / Total Purchases)	5%	4%
	b. Sales (Sales to Related Parties / Total Sales)	8%	9%
	c. Loans & Advances (Loans & Advances given to Related Parties / Total Loans & Advances)	56%	48%
	d. Investments (Investments in Related Parties / Total Investments made)	96%	95%

LEADERSHIP INDICATORS

Awareness Programmes conducted for Value Chain Partners on any of the Principles during the Financial Year:

The Company has pan-India presence and operates across diverse business verticals. The Company creates awareness and encourages all its value chain partners to follow integrity, ethics, transparency and accountability in their dealings with the Company and adhere to sustainability and safety practices and standards in operations.

Does the Entity have Processes in place to avoid / manage Conflict of Interests involving Members of the Board of Directors? (Yes/No) and if yes, provide Details of the same:

The Company has formulated a Code of Conduct for Board of Directors and Senior Management Personnel, which clearly prohibits its Directors and Senior Management Personnel from engaging in any business, relationship or activity which detrimentally conflicts with the interest of the Company or brings discredit to it and further states that any situation that creates a conflict of interest between personal interests and the interests of the Company and its stakeholders must be avoided at all costs.

The Company obtains an annual declaration from its Directors and Senior Management Personnel to the effect that, during the Financial Year to which such declaration relates:

- they affirm compliance with and have not violated any of the provisions of the Code of Conduct for Board of Directors and Senior Management Personnel; and
- they did not have any personal interest in any of the material, financial and commercial transactions of the Company, which would have had any potential conflict with the interest of the Company at large.

The Code of Conduct for Board of Directors and Senior Management Personnel is available on the website of the Company (www.godrejagrovet.com) at the weblink <https://www.godrejagrovet.com/sustainability/codes-and-policies>.

PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

ESSENTIAL INDICATORS

1. Percentage of Research & Development (R&D) and Capital Expenditure (Capex) Investments in Specific Technologies to improve the Environmental and Social Impacts of Product and Processes to Total R&D and Capex Investments made by the Entity, respectively:

Particulars	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)	Details of Improvements in Environmental and Social Impacts
R&D	85.4%	81.2%	R&D investments in Animal Research Centre with the objective of achieving increase in productivity and reduction in emissions
CAPEX	14.6%	17.7%	Solar projects across multiple manufacturing locations and rain water harvesting

2. a. Does the Entity have Procedures in place for Sustainable Sourcing? (Yes / No)

b. If yes, what Percentage of Inputs were sourced sustainably?

From sourcing of raw materials to the manufacturing technologies that the Company uses at its plants, the Company has been integrating sustainability into the very core of its business processes and value chain. The Company is also looking for ways to extend its sustainability efforts beyond its manufacturing plants to impact the entire life cycle of its products.

The Company has different sourcing procedures for its three key businesses – Animal Feed, Crop Protection and Vegetable Oils.

The Company's Animal Feed business has pan-India manufacturing presence and farmers remain a core constituent of the Company's sourcing of the input agri-commodities for feed business. The Company directly procures majority of its grains input from farmers / mandis located near manufacturing locations and processed commodities other than grains are procured from processors.

In Crop Protection business, the Company has internal process for selection of suppliers and third parties which includes various parameters such as legal compliance, ISO certification, Environment Health & Safety practices, etc.

In Vegetable Oils business, the Company procures Fresh Fruit Bunches from farmers across Government-allocated districts which account for more than 90% of its input costs. The Company has always strived towards educating farmers on sustainable palm oil cultivation practices on a continuous basis and its extension teams are working closely with the farmers. The Company possesses a verification certification under the Indian Palm Oil Sustainability (IPOS) Framework, issued by an independent international certification body, in recognition of the sustainable practices adopted. This certification is a result of the Company's commitment to supporting farmers to enhance their farm management skills that lead to improved productivity.

3. Describe the Processes in place to safely reclaim Products for Reusing, Recycling and Disposing at the end of life, for (a) Plastics (including Packaging) (b) E-Waste (c) Hazardous Waste and (d) Other Waste:

(a) Plastics (including Packaging)	The Company has an established framework for management of plastic and hazardous waste in line with the Government regulations. As part of the compliance with Plastic Waste Management guidelines, the Company engaged one of the leading pan India plastic waste management agency authorised by Central Pollution Control Board who help us in collection and recycling / reusing plastic waste. During the year, the Company, as a brand owner and importer under Extended Producer Responsibility (EPR) Regulations, is responsible to collect and recycle 2407 MT of rigid, flexible and multi-layered plastic waste on pan-India basis through agency/ies. The Company is also one of the signatories for India Plastic Pact 2021, business-led initiatives that helps transform the plastics packaging value chain for all formats and products.
(b) E-Waste	E-Waste is handled as per corporate scrap procedure, by selling it to selected Government-approved vendors and duly maintaining the required documentation.
(c) Hazardous Waste	Expired products and other hazardous waste (if any) are sent for disposal to authorized facilities in accordance with the prevailing applicable Hazardous Waste Management Regulations
(d) Other Waste	Not Applicable

4. Whether Extended Producer Responsibility (EPR) is applicable to the Entity's Activities (Yes / No) and if yes, whether the Waste Collection Plan is in line with the Extended Producer Responsibility (EPR) Plan submitted to Pollution Control Boards? If not, Steps taken to address the same:

Yes, the Company is registered as Brand Owner and Importer as per applicable Extended Producer Responsibility (EPR) Regulations. Waste collection plan is in line with the Pollution Control Board guidelines.

LEADERSHIP INDICATORS

Has the Entity conducted Life Cycle Perspective / Assessments (LCA) for any of its Products (for Manufacturing Industry) or for its Services (for Service Industry)? If yes, provide details in the following format:

NIC Code	Name of Product / Service	% of Total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by Independent External Agency (Yes/No)	Results communicated in Public Domain (Yes/No) If yes, provide the web-link
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Not Applicable

If there are any Significant Social or Environmental Concerns and/or Risks arising from Production or Disposal of your Products / Services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same, alongwith Action taken to mitigate the same.

Name of Product / Service	Description of the Risk / Concern	Action Taken
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Not Applicable

Percentage of Recycled or Reused Input Material to Total Material (by Value) used in Production (for Manufacturing Industry) or providing Services (for Service Industry):

NIL

Of the Products and Packaging reclaimed at End of Life of Products, Amount (in Metric Tonnes) Reused, Recycled and Safely Disposed, for the Current Financial Year and the Previous Financial Year:

Particulars	Financial Year 2023-24 (Current Financial Year)			Financial Year 2022-23 (Previous Financial Year)		
	Re-used	Recycled	Safely Disposed	Re-used	Recycled	Safely Disposed
Plastics (including Packaging)	-	-	4,825	-	-	2,569
E-Waste	-	-	-	-	-	-
Hazardous Waste	-	-	-	-	-	-
Other Waste	-	-	-	-	-	-

Reclaimed Products and their Packaging Materials (as Percentage of Products Sold) for each Product Category

Indicate Product Category	Reclaimed Products and their Packaging Materials as % of Total Products sold in respective Category
Animal Feed	0.26%
Aquafeed	0.41%
Crop Protection	4.79%

PRINCIPLE 3: BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

ESSENTIAL INDICATORS

1. a. Details of Measures for the Well-being of Employees:
- b. Details of Measures for the Well-being of Workers:

Category	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
PERMANENT EMPLOYEES											
Male	1,612	1,612	100%	1,612	100%	NA	NA	1,612	100%	97	6%
Female	145	145	100%	145	100%	145	100%	NA	NA	54	37%
Total	1,757	1,757	100%	1,757	100%	145	8.25%	1,612	91.75%	151	9%
OTHER THAN PERMANENT EMPLOYEES											
Male	4	0	0%	4	100%	NA	NA	4	100%	0	0%
Female	3	0	0%	3	100%	3	100%	NA	NA	0	0%
Total	7	0	0%	7	100%	3	42.86%	4	57.14%	0	0%
PERMANENT WORKERS											
Male	906	906	100%	906	100%	NA	NA	906	100%	0	0%
Female	1	1	100%	1	100%	1	100%	NA	NA	0	0%
Total	907	907	100%	907	100%	1	0.11%	907	99.89%	0	0%
OTHER THAN PERMANENT WORKERS											
Male	970	0	0%	970	100%	NA	NA	970	100%	0	0%
Female	20	0	0%	20	100%	20	100%	NA	NA	0	0%
Total	990	0	0%	990	100%	20	2.02%	970	97.98%	0	0%

("NA" denotes "Not Applicable".)

c. Spending on Measures towards Well-being of Employees and Workers (including Permanent and Other than Permanent) in the following format:

Particulars	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)
Cost incurred on Well-being Measures as a % of Total Revenue of the Company	0.10%	0.12%

2. Details of Retirement Benefits, for the Current Financial Year and the Previous Financial Year:

Benefits	Financial Year 2023-24 (Current Financial Year)			Financial Year 2022-23 (Previous Financial Year)		
	No. of Employees covered as a % of Total Employees	No. of Workers covered as a % of Total Workers	Deducted and Deposited with the Authority (Y / N / N.A.)	No. of Employees covered as a % of Total Employees	No. of Workers covered as a % of Total Workers	Deducted and Deposited with the Authority (Y / N / N.A.)
Provident Fund (PF)	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
Employees' State Insurance (ESI)	11.45% to eligible employees	100%	Y	9.97% to eligible employees	100%	Y
Others	-	-	-	-	-	-

3. Accessibility of Workplaces:

Are the Premises / Offices of the Entity accessible to Differently abled Employees and Workers, as per the Requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any Steps are being taken by the Entity in this regard:

The Company's Registered Office at Godrej One, Vikhroli, Mumbai is accessible for differently abled employees and workers with infrastructural modifications being updated on an on-going basis.

4. Does the Entity have an Equal Opportunity Policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a Web-link to the Policy:

Yes, the Company's Code of Conduct outlines its commitment to offering equal opportunities for all team members. Any form of discrimination against any team member or applicant for employment on the basis of nationality, race, colour, religion, caste, gender, gender identity / expression, sexual orientation, disability, age, or marital status is strictly prohibited. Godrej Group companies also subscribe to the CII-ASSOCHAM Code of Conduct for Affirmative Action.

The Company's Code of Conduct is available on the corporate website at the weblink: <https://www.godrejagrovet.com/sustainability/codes-and-policies>.

5. Return to Work and Retention Rates of Permanent Employees and Workers that took Parental Leave:

Gender	Permanent Employees		Permanent Workers	
	Return to Work Rate	Retention Rate	Return to Work Rate	Retention Rate
Male	100%	100%	100%	100%
Female	100%	100%	100%	100%
Total	100%	100%	100%	100%

6. Is there a Mechanism available to receive and redress Grievances for the following Categories of Employees and Workers? If yes, give Details of the Mechanism in brief:

Category	Yes / No	If Yes, Details of the Mechanism in brief
Employees (Permanent & Other than Permanent)	Yes	<p>In line with the Godrej Philosophy, the Company has multiple engagement forums available for its employees to share their concerns, suggestions, etc. with line managers, Human Resource Departments and senior leadership team.</p> <p>Policies related to Prevention of Sexual Harassment at Workplace and Vigil Mechanism / Whistle Blower are also available to all employees and workers.</p> <p>The Company is committed to creating and maintaining an atmosphere in which all employees can work together, without fear of sexual harassment, exploitation or intimidation. A gender-neutral Policy on Prevention of Sexual Harassment has been in place for years. All employees are required to go through mandatory training on Prevention of Sexual Harassment.</p> <p>Whistle Blower Policy enables employees to raise concerns about unacceptable, improper or unethical practices being followed in the organization, without necessarily informing their supervisors. A Whistleblowing Officer has been designated for the purpose of receiving and recording any complaints under this Policy. The Company has recently partnered with Deloitte, for setting up a new Whistleblower hotline tool for any Directors and employees to raise Whistleblower complaints / concerns. The mechanism for Whistleblower would involve the following 4 (four) reporting channels: (1) Toll Number; (2) E-mail; (3) Web Portal; (4) Chat Bot.</p>
Workers (Permanent & Other than Permanent)		

7. Membership of Employees and Workers in Association(s) or Union(s) recognized by the Entity, for the Current Financial Year and the Previous Financial Year:

Category	Financial Year 2023-24 (Current Financial Year)			Financial Year 2022-23 (Previous Financial Year)		
	Total Employees / Workers in respective category (A)	No. of Employees / Workers in respective category, who are part of Association(s) or Union (B)	% (B / A)	Total Employees / Workers in respective category (C)	No. of Employees / Workers in respective category, who are part of Association(s) or Union (D)	% (D / C)
Total Permanent Employees	1,757	0	0%	1,804	0	0%
Male	1,612	0	0%	1,664	0	0%
Female	145	0	0%	140	0	0%
Total Permanent Workers	907	692	76%	943	436	46%
Male	906	692	76%	941	436	46%
Female	1	0	0%	2	0	0%

8. Details of Training given to Employees and Workers:

Category	Financial Year 2023-24 (Current Financial Year)					Financial Year 2022-23 (Previous Financial Year)				
	Total (A)	On Health & Safety Measures		On Skills Upgradation		Total (D)	On Health & Safety Measures		On Skills Upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
EMPLOYEES										
Male	1,612	606	38%	745	46%	1,664	643	38%	444	26%
Female	145	43	30%	145	100%	140	43	30%	142	100%
Total	1,757	649	37%	890	50.65%	1,804	686	38%	586	32%

Category	Financial Year 2023-24 (Current Financial Year)					Financial Year 2022-23 (Previous Financial Year)				
	Total (A)	On Health & Safety Measures		On Skills Upgradation		Total (D)	On Health & Safety Measures		On Skills Upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)

WORKERS

Male	906	770	85%	(*)	(*)	1,896	1,056	56%	(*)	(*)
Female	1	1	100%	(*)	(*)	16	16	100%	(*)	(*)
Total	907	771	85%	(*)	(*)	1,912	1,072	56%	(*)	(*)

(*) The Company conducts continuous on-the-job skill upgradation training programmes throughout the year for its workers. Although the Company does not track these sessions separately, majority of its workforce has been covered under these programmes in the reporting periods.

9. Details of Performance and Career Development Reviews of Employees and Workers for Current and Previous Financial Years:

Performance and career development reviews have been conducted for all employees eligible during the Financial Year.

Category	Financial Year 2023-24 (Current Financial Year)			Financial Year 2022-23 (Previous Financial Year)		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)

EMPLOYEES

Male	1,612	1,424	88%	1,664	1,413	85%
Female	145	108	74%	140	95	68%
Total	1,757	1,532	87%	1,804	1,508	84%

WORKERS

Male	Performance reviews of workers are determined on the basis of Long-Term Settlement Contracts.					
Female						
Total						

10. Health and Safety Management System:

a. Whether an Occupational Health and Safety Management System has been implemented by the Entity? (Yes/ No). If yes, the Coverage of such System:

Yes, the Company has implemented occupational health and safety management system across its manufacturing locations, research facilities and offices. The Company's safety policies are in accordance with the guidelines provided by ISO 45001 standards as well as the legal requirements through various acts. Safety and health of all stakeholders is considered to be of paramount importance for sustainable growth at Godrej group and associated companies. Godrej Group carries a vision to bring about a strong Safety and Health culture across the organization and all companies remain committed to provide a safe and healthy work environment for the well-being of all stakeholders, namely Godrejites, business associates, processors, contractors, sub-contractors, vendors, transporters, customers and visitors.

The Company's approach to EHS is well documented in Safety and Health Management System (SHMS) policy and is based on 25 safety standards with various critical elements and sub-elements. The SHMS policy is designed to enhance the performance of the Company's individual units through target setting and continuous monitoring of key performance indicators as well as promoting a safety culture across the organisation. The EHS Department is staffed with competent resources having designated roles along with safety teams in manufacturing locations and is responsible for risk assessment, SHMS implementation, performance monitoring and reporting. The Company has adopted scoring matrix to measure and compare performance of EHS system at all of the Company's locations. The scores are also embedded in the annual performance reviews for the senior leadership as well as functional management.

b. Processes used to identify Work-related Hazards and assess Risks on a Routine and Non-routine basis by the Entity:

The Company has a robust Environment, Health & Safety (EHS) risk management framework which is reviewed on a regular basis along with mitigation plans for identified routine and non-routine activities. The Company has implemented various techniques such as Hazard Identification Risk Assessment (HIRA), Hazard and Operability Analysis (HAZOP), green and brown field project audit, plant inspection checklists etc. and other consequence modelling studies. Strict adherence to Safe Operating Procedures

(SOPs) for workplace safety is followed on shop floors across the Company’s manufacturing locations. For all new projects, EHS compliance is ensured through mandatory management of change, contractor safety guidelines, job safety analysis, pre-start up safety review, project site audits, etc. during the construction and operational phases. Periodic cross functional as well as inter-unit audits at a business and corporate levels are conducted for all of the Company’s manufacturing locations to identify hazards, design risk mitigation plans and to monitor compliance with policy standards.

The Company’s several manufacturing units have received various awards and certifications at a state as well as national levels for safety practices.

c. Whether the Entity has Processes for Workers to report the Work-related Hazards and to remove themselves from such Risks (Yes / No):

Yes, the Company has digitised safety reporting through the mobile application called “i-safe” which has been developed internally by Godrej Industries Limited, Holding Company for its associated companies. Workers and employees across the Company’s manufacturing locations have access to this application to report all kinds of work-related unsafe acts and unsafe conditions. A well-defined Safe Operating Procedure (SOP) is in place for defining nature and severity of the reported incident as well as necessary corrective actions and continuous status monitoring of incidents raised on the platform. Furthermore, periodic EHS Committee meetings, management review meeting and toolbox talk are conducted on the shop floors where employee participation is encouraged to discuss safety related issues and promote a transparent safety culture across manufacturing facilities.

d. Do the Employees / Workers of the Entity have access to Non-Occupational Medical and Healthcare Services? (Yes / No)

Yes, all of the Company’s manufacturing sites and offices have access to non-occupational medical and healthcare services either on-site or through tie-ups with reputed medical centres in close proximity. All the necessary first-aid trainings and equipment are provided across the manufacturing sites. All permanent employees and workers along with their family members have access to either Company supported medical benefits, group insurance policies and/or where applicable, statutory benefits under Employees State Insurance.

11. Details of Safety related Incidents in the following format:

Safety Incident / Number	Category (Including Contract Workforce)	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0.07	0.12
	Workers	-	-
Total Recordable Work-related Injuries	Employees	-	2
	Workers	-	-
No. of Fatalities	Employees	-	-
	Workers	2	-
High Consequence Work-related Injury or Ill - health (Excluding Fatalities)	Employees	-	2
	Workers	-	-

12. Measures taken by the Entity to ensure a Safe and Healthy Workplace:

The Company is committed to the health and well-being of its team members and have an on-site medical centre or through tie-ups with reputed medical centers in close proximity and Occupational Health Centre (OHC) within the Godrej Head Office, Vikhroli campus. The Company conducts regular medical awareness workshops including mental health and well-being and periodic free of cost on-site diagnostic camps.

A digitised user-friendly platform has been enabled for all the Company’s employees at manufacturing locations to report safety related incidents, provide corrective action and timely resolutions. Employees are encouraged to participate in periodic meeting with senior management to enable continuous dialogue for achieving the Company’s goal of incident-free workplace. Periodic safety audits are conducted by cross functional teams and a well measurable reward system (“Suraksha”) is in place to inspire safety culture across the organisation.

13. Number of Complaints on the following made by Employees and Workers:

Particulars	Financial Year 2023-24 (Current Financial Year)			Financial Year 2022-23 (Previous Financial Year)		
	No. of Complaints filed during the year	No. of Complaints pending resolution as at the close of the year	Remarks	No. of Complaints filed during the year	No. of Complaints pending resolution as at the close of the year	Remarks
Working Conditions	Nil	Nil	Nil	Nil	Nil	Nil
Health & Safety	Nil	Nil	Nil	Nil	Nil	Nil

14. Assessments for the Financial Year:

Particulars	% of Plants and Offices that were assessed (by the Entity or Statutory Authorities or Third Parties)
Working Conditions	The Company's Crop Protection manufacturing units are covered under ISO 45001:2018 Occupational Health and Safety management standards. Furthermore, all the Company's manufacturing facilities are audited by cross functional teams at business as well as corporate level with oversight from senior management.
Health & Safety Practices	

15. Provide Details of any Corrective Action taken or underway to address Safety-related Incidents (if any) and on Significant Risks / Concerns arising from Assessments of Health & Safety Practices and Working Conditions:

All safety-related incidents are thoroughly studied and investigated with initiation of corrective actions to avoid recurrence of such incidents. Internal as well as external audits measure the effectiveness of corrective actions.

LEADERSHIP INDICATORS

Does the Entity extend any Life Insurance or any Compensatory Package in the Event of Death of:

(A) Employees (Y/N); and

(B) Workers (Y/N):

(A) Employees (Y/N)	Yes
(B) Workers (Y/N)	Yes

Provide the Measures undertaken by the Entity to ensure that Statutory Dues have been deducted and deposited by the Value Chain Partners:

The Company encourages its business partners, viz., suppliers, distributors, contractors, etc. to follow ethics, transparency and accountability in their dealings with the Company. The Company also monitors compliance by contractors supplying third party resources related to statutory dues while processing the invoices.

Provide the Number of Employees / Workers having suffered High Consequence Work-related Injury / Ill-health / Fatalities (as reported in Question 11 of Essential Indicators above), who have been rehabilitated and placed in suitable Employment or whose Family Members have been placed in suitable Employment: in the Current Year and the Previous Year:

Particulars	Total No. of Affected Employees / Workers		No. of Employees / Workers that are Rehabilitated and placed in suitable Employment or whose Family Members have been placed in suitable Employment	
	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)
Employees	-	2	-	0
Workers	2	-	1	-

Does the Entity provide Transition Assistance Programmes to facilitate continued Employability and the Management of Career Endings resulting from Retirement or Termination of Employment (Yes / No):

The Company has continuously invested in skill development programmes for its employees to enhance employability of the workforce and provide diverse work experience.

Details on Assessment of Value Chain Partners:

Particulars	% of Value Chain Partners (by Value of Business done with such Partners) that were assessed
Health and Safety Practices	The Company encourages its value chain partners to follow appropriate health and safety practices in the course of their dealings with the Company.
Working Conditions	

Provide Details of any Corrective Actions taken or underway to address Significant Risks / Concerns arising from Assessments of Health and Safety Practices and Working Conditions of Value Chain Partners.

Not Applicable

PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

ESSENTIAL INDICATORS

1. Describe the Processes for identifying Key Stakeholder Groups of the Entity:

The Company recognizes that as a good corporate citizen, it is bound to think and act beyond the interests of its internal stakeholders, to include all its stakeholders in addition to its employees, who together help the Company to create a shared value.

The stakeholder engagement process consists of several activities from stakeholder identification, consultation, prioritization, collaboration and reporting. The identification of all relevant stakeholders and understanding their expectations is of high importance to the Company in its quest to be sustainable. The Company identifies key stakeholders on the basis of their influence on the Company’s activities and operations and the Company’s impact on them.

The Company has already identified and prioritized key stakeholders and continues to engage with them through various mechanisms such as consultations with local communities, supplier / vendor meets, customer / employee satisfaction surveys, investor / analyst meets, etc.

The Company continuously endeavours to achieve customer satisfaction and create delight for all its value chain partners and also to implement policies and processes to achieve long-term welfare and meet the growth and career aspirations of its employees. The Company also strives to introduce and implement impactful programmes for communities around its plant locations, in partnership with the Government, Non-Governmental Organizations (NGOs) and local communities. This approach helps the Company to distribute accountability and ensure long- term impact of its community development initiatives in clearly identified areas of need.

The following are the key stakeholder groups which have been identified by the Company:

- (1) Shareholders
- (2) Employees and Workers
- (3) Customers
- (4) Suppliers and Contractors
- (5) Government and Regulatory Bodies
- (6) Media and Analysts
- (7) Communities at large.

2. List Stakeholder Groups identified as Key for the Company and the Frequency of Engagement with each Stakeholder Group:

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes / No)	Channels of Communication (E-mail, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of Engagement (Annually / Half-yearly / Quarterly / Others – Please specify)	Purpose and Scope of Engagement, including Key Topics and Concerns raised during such Engagement
Shareholders	No	<ul style="list-style-type: none"> General Meetings Media Releases Investor Presentations Quarterly Results Annual Reports Stock Exchange Filings Corporate Website Bulk E-mails regarding Notices of Meetings, Postal Ballots, Tax Deducted at Source (TDS) on Dividend, etc. Dedicated e-mail address for resolving Shareholders' queries / requests 	Quarterly / Half-yearly / Annual / As and when required	<ul style="list-style-type: none"> Understanding the aspirations and expectations of the Shareholders Updating the Shareholders about the operations and financial performance of the Company
Employees and Workers	No	<ul style="list-style-type: none"> Regular e-mail circulars and organizational announcements Quarterly communication on financial performance Open forum interview with the top management titled as "Mulakaat" to provide business performance updates to employees, notify them about any important updates concerning them and answer their related queries Training and induction Programmes and workshops for employees Welfare initiatives for employees and their dependents Employee engagement / feedback surveys Employees' participation in community initiatives by encouraging volunteering 	Quarterly / Half-yearly / Annual / As and when required	<ul style="list-style-type: none"> Updating the employees about the Company's progress, policies and expectations Gaining valuable feedback from the employees for strengthening the functioning and growth of the Company Implementing measures for employees' motivation, professional growth and personal well-being
Customers	No	<ul style="list-style-type: none"> Business interactions Formal customer and distributor meets Market visits 	<ul style="list-style-type: none"> Ongoing and also specifically as and when required 	<ul style="list-style-type: none"> Understanding customers' expectations and measures which can create delight for them Effective resolution of customer complaints / issues, if any

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes / No)	Channels of Communication (E-mail, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of Engagement (Annually / Half-yearly / Quarterly / Others – Please specify)	Purpose and Scope of Engagement, including Key Topics and Concerns raised during such Engagement
Suppliers	No	<ul style="list-style-type: none"> Business interactions Formal supplier meets Market visits 	Ongoing and also specifically as and when required	<ul style="list-style-type: none"> Understanding the needs and expectations of suppliers Identifying issues or gaps, if any, in the supply chain Awareness amongst suppliers about regulatory norms and Environment, Health & Safety (EHS) standards adopted by the Company
Government and Regulatory Bodies	No	<ul style="list-style-type: none"> Filings with Government and regulatory authorities Representations Media Releases Quarterly Results Annual Reports Stock Exchange Filings Corporate Website 	As and when required	<ul style="list-style-type: none"> Complying with statutory / mandatory reporting requirements Regulatory guidance whenever required Raising and resolution of issues faced by the industry
Media and Analysts	No	<ul style="list-style-type: none"> Analyst Meets Investor Calls Media Releases Investor Presentations Quarterly Results Annual Reports Stock Exchange Filings Corporate Website 	Quarterly / Half-yearly / Annual / As and when required	<ul style="list-style-type: none"> Understanding investor aspirations and market trends Updating on Company's performance and industry standing
Communities at large	Yes, certain sections of the communities	<ul style="list-style-type: none"> Direct Corporate Social Responsibility (CSR) initiatives CSR interventions undertaken with the assistance of Non- Governmental Organisation (NGO) partners 	Ongoing and also specifically as and when required	<ul style="list-style-type: none"> Assessment of need and impact of Corporate Social Responsibility (CSR) initiatives Harmonious relations with local communities in and around the geographical areas in which the Company operates

LEADERSHIP INDICATORS

Provide the Processes for Consultation between Stakeholders and the Board of Directors on Economic, Environmental and Social Topics or if Consultation is delegated, how is Feedback from such Consultations provided to the Board:

The Board of Directors of the Company oversees matters relating to Environmental, Social and Governance (ESG) topics and has constituted several Committees such as Audit Committee, Corporate Social Responsibility (CSR) Committee, Risk Management Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee to deal with specialized areas. The composition and the terms of reference of these Committees are in conformity with the mandatory provisions of law. The observations and recommendations of these Committees are

regularly briefed to the Board at every Meeting of the Board, either for its noting or for its approval, as may be required.

The Company also conducts stakeholder engagement activities on ESG topics from time to time, to receive vital feedback from the concerned stakeholders on ESG parameters, performance and related matters. The results of such activities are briefed to the Board and its concerned Committees during the course of discussions at Meetings and appropriate measures are accordingly devised and implemented to enhance the ESG performance further.

The Company also has specialized functions and roles within its organizational hierarchy and has deployed right software and tools which enable the Company to set and achieve higher and higher standards of ESG performance and also to closely monitor the same, in order to devise and implement appropriate measures to enhance the same further.

Whether Stakeholder Consultation is used to support the Identification and Management of Environmental and Social Topics (Yes / No). If so, provide details of Instances as to how the Inputs received from Stakeholders on these Topics were incorporated into Policies and Activities of the Entity:

The Company recognizes the vitality of obtaining feedback from the concerned stakeholders through consultation, in order to identify environmental and social topics which are materially important from time to time. Based on the inputs so received from the stakeholders and in accordance with the changing context and requirements:

- the policies and procedures adopted by the Company are suitably amended or modified;
- critical or priority areas needing special attention and focus are identified and policies and strategies are devised suitably;
- proper systems and plans are devised to achieve the identified objectives and to monitor and measure the performance.

Provide Details of Instances of Engagement with, and Actions taken to, address the Concerns of Vulnerable / Marginalized Stakeholder Groups:

The Company, through its Corporate Social Responsibility (CSR) Policy and initiatives, endeavours to address critical social, environmental and economic needs of marginalized and underprivileged sections of the Company's communities and to transform their lives, by adopting a shared value approach, i.e., to help in solving problems, while strengthening the Company's competitive advantage. Every attempt possible is made to achieve holistic development of the communities. The CSR initiatives are strategically designed by the Godrej Good & Green team in such a manner that they are based on a thorough needs assessment, involve active participation of the employees, capable of bearing significant outcomes and measurable in terms of progress. The Company's CSR initiatives are implemented mainly for local communities, in and around the areas where the Company operates.

PRINCIPLE 5: BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

ESSENTIAL INDICATORS

1. **Employees and Workers who have been provided Training on Human Rights Issues and Policy(ies) of the Entity, in the following format:**

Employees	Financial Year 2023-24 (Current Financial Year)			Financial Year 2022-23 (Previous Financial Year)		
	Total (A)	No. of Employees / Workers covered (B)	% (B/A)	Total (C)	No. of Employees / Workers covered (D)	% (C/D)
EMPLOYEES						
Permanent	1,757	1,757	100%	1,804	1,804	100%
Other than Permanent	7	7	100%	14	14	100%
Total	1,764	1,764	100%	1,818	1,818	100%
WORKERS						
Permanent	907	907	100%	943	943	100%
Other than Permanent	990	990	100%	969	969	100%
Total	1,897	1,897	100%	1,912	1,912	100%

2. Details of Minimum Wages paid to Employees and Workers, in the following format:

	Financial Year 2023-24 (Current Financial Year)					Financial Year 2022-23 (Previous Financial Year)				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
PERMANENT EMPLOYEES	1,757	N/A	N/A	1,757	100%	1,804	N/A	N/A	1,804	100%
Male	1,612	N/A	N/A	1,612	100%	1,664	N/A	N/A	1,664	100%
Female	145	N/A	N/A	145	100%	140	N/A	N/A	140	100%
OTHER THAN PERMANENT EMPLOYEES	7	N/A	N/A	7	100%	14	N/A	N/A	14	100%
Male	4	N/A	N/A	4	100%	12	N/A	N/A	12	100%
Female	3	N/A	N/A	3	100%	2	N/A	N/A	2	100%
PERMANENT WORKERS	907	N/A	N/A	907	100%	943	N/A	N/A	943	100%
Male	906	N/A	N/A	906	100%	941	N/A	N/A	941	100%
Female	1	N/A	N/A	1	100%	2	N/A	N/A	2	100%
OTHER THAN PERMANENT WORKERS	990	N/A	N/A	990	100%	969	N/A	N/A	969	100%
Male	970	N/A	N/A	970	100%	955	N/A	N/A	955	100%
Female	20	N/A	N/A	20	100%	14	N/A	N/A	14	100%

('N/A' denotes 'Not Applicable'.)

3. Details of Remuneration / Salary / Wages:

a. Median Remuneration / Wages:

Particulars	Male		Female	
	Number	Median Remuneration / Salary / Wages of respective Category (Rs. in Lakh)	Number	Median Remuneration / Salary / Wages of respective Category (Rs. in Lakh)
Board of Directors (BoD)	7	3,26,07,257	6	N/A
Key Managerial Personnel (KMP)	2	1,40,54,482	0	N/A
Employees other than BoD and KMPs	1,609	4,67,549	145	3,96,204
Workers	906	3,65,308	1	N/A

b. Gross Wages paid to Females as % of Total Wages paid by the Entity, in the following format:

	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)
Gross Wages paid to Females as % of Total Wages	6%	5%

4. Do you have a Focal Point (Individual / Committee) responsible for addressing Human Rights Impacts or Issues caused or contributed to by the Business? (Yes / No):

Yes, Company has adopted Human Rights Policy and Company's human rights actions are overseen by business head supported by management committee including representatives from Finance, Marketing, Product Supply Organisation, Sales, Research & Development and Human Resources and Board level oversight is also provided.

Please refer to below link to access the Company's Human Rights Policy:

<https://www.godrejagrovvet.com/sustainability/codes-and-policies>

5. Describe the Internal Mechanisms in place to redress Grievances related to Human Rights Issues:

In line with Godrej Group companies, the Company's Human Rights Policy is guided by international covenants such as the International Bill of Human Rights (i.e., Universal Declaration of Human Rights, the International Covenant on Civil and Political Rights and the International Covenant on Economic, Social and Cultural Rights) and the International Labour Organisation's Declaration on Fundamental Principles and Rights at Work.

While adhering to local laws, the Company follows higher standards to the greatest extent possible. The Company is committed to identifying, preventing and mitigating adverse human rights issues which affect employees, suppliers and other external stakeholders. The Company also offers various safeguards to all stakeholders and maintain them with respect for their privacy and dignity.

The Company has Internal Committee (ICs) in place to address sexual harassment complaints as well as Whistleblowing officer to address Whistle Blower complaints. Further, the Anti Sexual Harassment Apex Committee for Godrej Industries and its Associate companies has been formed to oversee the constitution, operations and management of the individual ICs.

Please refer to below link to access the Company's Human Rights Policy:

<https://www.godrejagrovet.com/sustainability/codes-and-policies>

6. Number of Complaints on the following made by Employees and Workers:

Particulars	Financial Year 2023-24 (Current Financial Year)			Financial Year 2022-23 (Previous Financial Year)		
	Filed during the Year	Pending resolution at the end of the Year	Remarks	Filed during the Year	Pending resolution at the end of the Year	Remarks
Sexual Harassment	3	1	Pending case received in March 2024	1	0	Resolved
Discrimination at Workplace	0	0	N/A	0	0	N/A
Child Labour	0	0	N/A	0	0	N/A
Forced Labour / Involuntary Labour	0	0	N/A	0	0	N/A
Wages	0	0	N/A	0	0	N/A
Other Human Rights related Issues	0	0	N/A	0	0	N/A

('N/A' denotes 'Not Applicable'.)

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)
Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	3	0
Complaints on POSH as a % of Female Employees / Workers	1.78%	Not Applicable
Complaints on POSH upheld	3	Not Applicable

8. Mechanisms to prevent Adverse Consequences to the Complainant in Discrimination and Harassment Cases:

The Company's Policy on Prevention of Sexual Harassment is in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

As per the Policy, the Company and the Internal Complaints Committee will take all reasonable measures to ensure that any person who has lodged a complaint under this Policy or given evidence or other assistance as part of an inquiry under this Policy, in good faith, is protected and not subjected to any retaliatory conduct. Any retaliatory conduct by an employee violates this Policy and will result in appropriate disciplinary inquiry and action thereunder. The contents of the complaint made, the identity and addresses of the Complainant, the Respondent and witnesses, any and all information relating to inquiry proceedings, shall not be published, communicated or made known to the public, press and media in any manner. If this provision is contravened, the Company shall be entitled to take all steps to secure confidentiality, take all actions in accordance with the law, the aforesaid Act and the Company's policies for such breach and also recover from such person, such sum as penalty as may be prescribed thereunder.

9. Do Human Rights Requirements form part of the Entity’s Business Agreements and Contracts (Yes / No):

Yes, across the Company’s diverse and extended supply chain, the Company makes human rights expectations and commitments clear to its suppliers, business partners and contractors. The Company includes relevant expectations in its contracts with them, wherever appropriate. For suppliers who do not have similar policies and practices, the Company encourages and supports them to do so.

10. Assessments for the Year:

Particulars	% of the Entity’s Plants and Offices that were assessed (by the Entity or Statutory Authorities or Third Parties)
Child Labour	The Company internally monitors compliance with all the relevant laws and policies pertaining to the Human Right issues for all its plant and office locations. There have been no observations by local statutory / third parties in India during the Financial Year 2023-24.
Forced Labour / Involuntary Labour	
Sexual Harassment	
Discrimination at Workplace	
Wages	
Others – please specify	

11. Provide Details of any Corrective Actions taken or underway to address Significant Risks / Concerns arising from the Assessments at Question 10 above:

Not Applicable

LEADERSHIP INDICATORS

Details of a Business Process being modified / introduced as a result of addressing Human Rights Grievances / Complaints:

Not Applicable

Details of the Scope and Coverage of any Human Rights Due Diligence conducted:

The Company internally monitors compliance with Human Rights throughout its activities and business. During the Financial Year 2023-24, the Company assessed employees, workers, contract workers and community members across factories, covering women, children and migrant workers as well.

Is the Premise / Office of the Entity accessible to Differently abled Visitors, as per the Requirements of the Rights of Persons with Disabilities Act, 2016:

The Company’s Registered Office at Godrej One, Vikhroli, Mumbai is accessible for differently abled employees and workers with infrastructural modifications being updated on an on-going basis.

Details on Assessment of Value Chain Partners:

Particulars	% of Value Chain Partners (by Value of Business done with such Partners) that were assessed
Sexual Harassment	The Company encourages its value chain to follow ethical and lawful practices in their dealings with the Company.
Discrimination at Workplace	
Child Labour	
Forced Labour / Involuntary Labour	
Wages	
Others – Please specify	

Provide Details of any Corrective Actions taken or underway to address Significant Risks / Concerns arising from the Assessments of Value Chain Partners above:

Not Applicable

PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT**ESSENTIAL INDICATORS****1. Details of Total Energy Consumption (in Joules or multiples) and Energy Intensity, in the following format:**

Parameter	Units	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)
From Renewable Sources			
Total Electricity Consumption (A)	MJ	47,101,719	37,036,895
Total Fuel Consumption (B)	MJ	1,763,450,799	1,610,565,236
Energy Consumption through Other Sources (C)	MJ	-	-
Total Energy consumed from Renewable Sources (A+B+C)	MJ	1,810,552,518	1,647,602,131
From Non-Renewable Sources			
Total Electricity Consumption (D)	MJ	195,058,663	190,128,786
Total Fuel Consumption (E)	MJ	21,399,432	20,471,223
Energy Consumption through Other Sources (F)	MJ	-	-
Total Energy consumed from Non-Renewable Sources (D+E+F)	MJ	216,458,095	210,600,009
Total Energy consumed (A+B+C+D+E+F)	MJ	2,027,010,613	1,858,202,140
Energy Intensity per Rupee of Turnover (Total Energy consumed / Revenue from Operations)	MJ / Rupee	0.028	0.026
Energy Intensity per Rupee of Turnover adjusted for Purchasing Power Parity (PPP in USD Million) (Total Energy consumed / Revenue from Operations adjusted for PPP)	-	0.064	0.059
Energy Intensity in terms of Physical Output			
Energy Intensity (<i>optional</i>) – the relevant metric may be selected by the Entity	MJ / MT of Product	1,155	1,153

Note: Indicate if any Independent Assessment / Evaluation / Assurance has been carried out by an external agency (Y/N). If yes, Name of the External Agency:

- Financial Year 2022-23 (Previous Financial Year): Data assured by TUV India Pvt. Ltd.
- Financial Year 2023-24 (Current Financial Year): Data assurance in progress by TUV India Pvt. Ltd.

2. Does the Entity have any sites / facilities identified as Designated Consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India (Y/N)? If yes, disclose whether targets set under the PAT Scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any:

Not Applicable. None of the Company's manufacturing plant has notified as Designated Consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India.

3. Provide details of the following Disclosures related to Water, in the following format:

Parameter	Units	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)
Water Withdrawal by Source (in Kilolitres)			
(i) Surface Water	kl	-	-
(ii) Groundwater	kl	8,74,565	7,88,174
(iii) Third Party Water	kl	1,10,670	98,109
(iv) Seawater / Desalinated Water	kl	-	-
(v) Others	kl	-	-
Total Volume of Water Withdrawal (in Kilolitres) (i + ii + iii + iv + v)	kl	9,85,235	8,86,283
Total Volume of Water Consumption (in Kilolitres)	kl	785,025	694,698

Parameter	Units	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)
Water Intensity per Rupee of Turnover (Total Water Consumption / Revenue from Operations)	kl / Rupee	0.000011	0.000010
Water Intensity per Rupee of Turnover adjusted for Purchasing Power Parity (PPP in USD Million) (Total Water Consumption / Revenue from Operations adjusted for PPP)	-	0.000025	0.000022
Water Intensity in terms of Physical Output	kl / MT of Product	0.45	0.43

- Financial Year 2022-23 (Previous Financial Year): Data assured by TUV India Pvt. Ltd.
- Financial Year 2023-24 (Current Financial Year): Data assurance in progress by TUV India Pvt. Ltd.

4. Provide the following Details related to Water Discharged:

Parameter	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)
Water Discharge by Destination and Level of Treatment (in Kilolitres)		
(i) To Surface Water		
- No Treatment	-	-
- With Treatment – Please specify Level of Treatment	-	-
(ii) To Groundwater		
- No Treatment	-	-
- With Treatment – Please specify Level of Treatment	2,00,211	1,89,658
(iii) To Seawater		
- No Treatment	-	-
- With Treatment – Please specify Level of Treatment	-	-
(iv) Sent to Third-parties		
- No Treatment	-	-
- With Treatment – Please specify Level of Treatment	-	1,927
(v) Others		
- No Treatment	-	-
- With Treatment – Please specify Level of Treatment	-	-
Total Water Discharged (in Kilolitres)	2,00,211	1,91,585

Note: Indicate if any Independent Assessment / Evaluation / Assurance has been carried out by an external agency (Y/N). If yes, Name of the External Agency:

- Financial Year 2022-23 (Previous Financial Year): Data assured by TUV India Pvt. Ltd.
- Financial Year 2023-24 (Current Financial Year): Data assurance in progress by TUV India Pvt. Ltd.

5. Has the Entity implemented a Mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Our Crop Protection business plant at Chiplun & Oil Palm business plant at Chintampalli, Potheppalli & Seethanagaram have zero liquid discharge facilities. After necessary secondary / tertiary treatment, treated water is being used in process, cleaning application and irrigation purpose. Thus, the Company's dependency on freshwater intake continues to be lower. For smaller units, the Company has a sewage treatment plant. Treated water is being used for domestic cleaning and washing and gardening purpose.

6. Please provide Details of Air Emissions (other than GHG emissions) by the Entity, in the following format:

Parameter	Unit	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)
NOx	MT/Year	468	114
SOx	MT/Year	317	62
Particulate Matter (PM)	MT/Year	522	149
Persistent Organic Pollutants (POP)	Not Applicable	-	-
Volatile Organic Compounds (VOC)	Not Applicable	-	-
Hazardous Air Pollutants (HAP)	Not Applicable	-	-
Others – Please specify	Not Applicable	-	-

Note: Indicate if any Independent Assessment / Evaluation / Assurance has been carried out by an external agency (Y/N). If yes, Name of the External Agency:

- Financial Year 2022-23 (Previous Financial Year): Data assured by TUV India Pvt. Ltd.
- Financial Year 2023-24 (Current Financial Year): Data assurance in progress by TUV India Pvt. Ltd.

7. Provide Details of Greenhouse Gas Emissions (Scope 1 and Scope 2 Emissions) & its Intensity, in the following format:

Parameter	Unit	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)
Total Scope 1 Emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	1,449	1,428
Total Scope 2 Emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	42,796	41,714
Total Scope 1 and Scope 2 Emission Intensity per Rupee of Turnover (Total Scope 1 and Scope 2 GHG Emissions / Revenue from Operations)	MT CO ₂ eq. / Rupee	0.00000062	0.00000063
Total Scope 1 and Scope 2 Emission Intensity per Rupee of Turnover adjusted for Purchasing Power Parity (PPP in USD Million) (Total Scope 1 and Scope 2 GHG Emissions / Revenue from Operations adjusted for PPP)	-	0.00000142	0.00000144
Total Scope 1 and Scope 2 Emission Intensity in terms of Physical Output			
Total Scope 1 and Scope 2 Emission Intensity (optional) – the relevant metric may be selected by the Entity	MT CO ₂ eq. / MT of Product	0.025	0.027

Note: Indicate if any Independent Assessment / Evaluation / Assurance has been carried out by an external agency (Y/N). If yes, Name of the External Agency:

- Financial Year 2022-23 (Previous Financial Year): Data assured by TUV India Pvt. Ltd.
- Financial Year 2023-24 (Current Financial Year): Data assurance in progress by TUV India Pvt. Ltd.

8. Does the Entity have any project related to reducing Green House Gas emission? If yes, then provide Details.

- Installation of solar roof top and ground mounted panel at more than 20+ manufacturing plants.
- Replacement of Furnace oil fired boiler with briquette fired boiler.
- Installation of dewatering and rotary drum dryer for maximizing the use of Agri residue generated within operations. Thus, reduce dependency on fossil fuel consumption.
- Installation of biogas generation plant with gas turbine, to effectively utilize the cow dung generated in the premises to meet partial energy requirement of plant.
- Installation of flash steam and condensate recovery system

- f. Installation of energy efficient lighting fixture in phase manners
- g. Installation of aluminum pipeline and supply side compressed air system
- h. Installation of variable frequency drives for centrifugal pumps, fans, air compressors, pallet & hammers mills.

9. Provide details related to Waste Management by the Entity, in the following format:

Parameter	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)
Total Waste Generated (in Metric Tonnes)		
Plastic Waste (A)	2,643.00	1,219.00
E-Waste (B)	0.02	-
Bio-medical Waste (C)	0.001	-
Construction and Demolition Waste (D)	-	-
Battery Waste (E)	0.81	2.33
Radioactive Waste (F)	-	-
Other Hazardous Waste - Please specify, if any (G)		
● Distillation Residue	29.75	21.25
● Coal Ash	-	-
● ETP Sludge	180.86	190.38
Other Non-Hazardous Waste generated (H) - Please specify, if any (Break-up by composition, i.e., by materials relevant to the sector)		
● Biomass Ash	9,506.00	8,202.00
● ETP Sludge	28,815.00	28,967.00
● Paper	141.40	58.42
● Metal	510.18	463.93
● Wooden	3.26	38.88
● HDPE Drums	89.47	-
Total (A + B + C + D + E + F + G + H)	41,919.75	37,163.48

Parameter	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)
Waste Intensity per Rupee of Turnover (Total Waste Generated / Revenue from Operations)	0.00000059 MT of Waste / Rupee	0.00000053 MT of Waste / Rupee
Waste Intensity per Rupee of Turnover adjusted for Purchasing Power Parity (PPP in USD Million) (Total Waste Generated / Revenue from Operations adjusted for PPP)	0.00000135	0.00000121
Waste Intensity in terms of Physical Output		
Waste Intensity (optional) – the relevant metric may be selected by the Entity	0.024 MT of Waste / MT of Product	0.023 MT of Waste / MT of Product
For each Category of Waste generated, Total Waste recovered, through Recycling, Re-using or other Recovery Operations (in Metric Tonnes)		
Category of Waste		
(i) Recycled	39,722.00	35,328.00
(ii) Re-used	-	-
(iii) Other Recovery Operations	-	-
Total	39,722.00	35,328.00

Parameter	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)
For each Category of Waste generated, Total Waste disposed, by Nature of Disposal Method (in Metric Tonnes)		
Category of Waste		
(i) Incineration	1.09	-
(ii) Landfilling	2,006.00	2,292.00
(iii) Other Disposal Operations	-	-
Total	2,007.09	2,292.00

Note: Indicate if any Independent Assessment / Evaluation / Assurance has been carried out by an external agency (Y/N). If yes, Name of the External Agency:

- Financial Year 2022-23 (Previous Financial Year): Data assured by TUV India Pvt. Ltd.
- Financial Year 2023-24 (Current Financial Year): Data assurance in progress by TUV India Pvt. Ltd.

10. Briefly describe the Waste Management Practices adopted in your Establishments. Describe the Strategy adopted by your Company to reduce usage of Hazardous and Toxic Chemicals in your Products and Processes and the Practices adopted to manage such Wastes.

The Company works on '4R' principle of Waste management, i.e., Reduce, Reuse, Recycle & Recover. All its non - hazardous waste send to authorized recycler for further processing. The Company's Vegetable Oils business has achieved 100% circularity by converting residual palm fruits and shell to briquette and its consumption for generation of electricity and steam through cogeneration plant. The Company is working with brick manufacturers to uptake its briquette/biomass ash. The Company is also compliant with Extended Producer Responsibility (EPR) where all its plastics are collected back and recycled into the system.

11. If the Entity has Operations / Offices in/around Ecologically Sensitive Areas (such as National Parks, Wildlife Sanctuaries, Biosphere Reserves, Wetlands, Biodiversity Hotspots, Forests, Coastal Regulation Zones etc.) where Environmental Approvals / Clearances are required, please specify details in the format:

Not Applicable

12. Details of Environmental Impact Assessments of Projects undertaken by the Entity based on applicable laws, in the Current Financial Year:

Name and Brief Details of Project	EIA Notification No.	Date	Whether conducted by Independent External Agency (Yes / No)	Results communicated in Public Domain (Yes / No)	Relevant Web link
Expansion project at Lote Parshuram (Maharashtra) factory	EIA Notification, 2006	June 2023	Yes	Yes	-

13. Is the Entity compliant with the applicable Environmental Law / Regulations / Guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and Rules thereunder (Y/N). If not, provide Details of all such Non-compliances, in the format:

All our manufacturing plants of the Company are compliant with applicable Environmental laws and regulations and operate as per Consent to Operate from the Central and the State Pollution Control Boards.

LEADERSHIP INDICATORS

1. Water Withdrawal, Consumption and Discharge in Areas of Water Stress (in Kilolitres):

For each facility / plant located in areas of Water stress, provide the following information:

- (i) **Name of the Area:** Erode - Tamil Nadu, Coimbatore - Tamil Nadu, Tumakuru - Karnataka, Malkajgiri - Telangana, Pune - Maharashtra, Surat - Gujarat, Ludhiana - Punjab, Vaishali - Bihar, Ajmer - Rajasthan, Indore - Madhya Pradesh, Varanasi - Uttar Pradesh, Bundi - Rajasthan, Puducherry
- (ii) **Nature of Operations:** Manufacture & Marketing of Animal Feeds and Aqua Feeds

(iii) **Water Withdrawal, Consumption and Discharge, in the following format:**

Parameter	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)
Water Withdrawal by Source (in kilolitres)		
(i) Surface Water	-	-
(ii) Groundwater	149,832	152,981
(iii) Third Party Water	37,483	30,017
(iv) Seawater / Desalinated water	-	-
(v) Others	-	-
Total Volume of Water Withdrawal (in Kilolitres)	187,315	182,998
Total Volume of Water Consumption (in Kilolitres)	187,315	182,998
Water Intensity per Rupee of Turnover (Water Consumed / Turnover)	0.000002	0.000002
Water Intensity (optional) – the relevant metric may be selected by the Entity	-	-
Water Discharge by Destination and Level of Treatment (in Kilolitres)		
(i) Into Surface Water		
- No Treatment	-	-
- With Treatment – Please specify Level of Treatment	-	-
(ii) Into Groundwater		
- No Treatment	-	-
- With Treatment – Please specify Level of Treatment	-	-
(iii) Into Seawater		
- No Treatment	-	-
- With Treatment – Please specify Level of Treatment	-	-
(iv) Sent to Third-parties		
- No Treatment	-	-
- With Treatment – Please specify Level of Treatment	-	-
(v) Others		
- No Treatment	-	-
- With Treatment – Please specify Level of Treatment	-	-

Note: Indicate if any Independent Assessment / Evaluation / Assurance has been carried out by an external agency (Y/N). If yes, Name of the External Agency:

- Financial Year 2022-23 (Previous Financial Year): Data assured by TUV India Pvt. Ltd.
- Financial Year 2023-24 (Current Financial Year): Data assurance in progress by TUV India Pvt. Ltd.

2. **Please provide details of Total Scope 3 Emissions & its Intensity, in the following format:**

Parameter	Unit	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)
Total Scope 3 Emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	1,287,244	1,203,523
Total Scope 3 Emissions per Rupee of Turnover	Metric tonnes of CO ₂ equivalent / Rupee	0.0000135	0.0000128
Total Scope 3 Emission Intensity (optional) – the relevant metric may be selected by the Entity	-	-	-

Note: Indicate if any Independent Assessment / Evaluation / Assurance has been carried out by an external agency (Y/N). If yes, Name of the External Agency:

- Financial Year 2022-23 (Previous Financial Year): Data assured by TUV India Pvt. Ltd.
- Financial Year 2023-24 (Current Financial Year): Data assurance in progress by TUV India Pvt. Ltd.

3. With respect to the Ecologically Sensitive Areas reported at Question 11 of Essential Indicators above, provide Details of Significant Direct & Indirect Impact of the Entity on Biodiversity in such Areas, alongwith Prevention and Remediation Activities.

Not Applicable

4. If the Entity has undertaken any Specific Initiatives or used Innovative Technology or Solutions to improve Resource Efficiency, or reduce Impact due to Emissions / Effluent Discharge / Waste generated, please provide Details of the same as well as Outcome of such Initiatives, as per the format:

For more details, please refer to Annexure 'E' to the Directors' Report.

5. Does the Entity have a Business Continuity and Disaster Management Plan? Give details in 100 words / Web link.

The Company has built a sturdy Business Continuity Plan to further strengthen our business. Our Business Continuity Plan (BCP) consists of annual budgeting, long-term budgeting, a career development plan for employees and succession plan for all the key positions. The assessed operational impacts include those related to life safety, customer service, revenue / cash flow, public image, regulatory, product development, competitive advantage, financial control / reporting, liability increase.

The main objective is to ensure business continuity and zero negative impact on society, environment, stakeholders, and economic losses. To make this BCP more robust in the company, organization conducts internal and external risk assessments and trainings for its employees and workers. Major organizational risks are identified, measured, monitored, and reviewed by central Risk Management Committee constituted by the Board of Directors.

6. Disclose any Significant Adverse Impact to the Environment, arising from the Value Chain of the Entity. What Mitigation or Adaptation Measures have been taken by the Entity in this regard?

Our company is in progress of developing sustainable supply chain policy & framework for its critical suppliers. Our palm oil business has dedicated team who work closely with smallholder farmers on-ground to improve & adopt sustainable farm management practices like drip irrigation in place of flood irrigation, mulching, inter cropping, region-specific weather forecast reporting, recommendation on dosing quantity of fertilizer based on soil & leaf assessment etc. Our crop protection business continued to work closely with small holders / marginal farmers & share best Agro practices. Our on-ground team educates farmers on safely disposal of containers, Application of Agro chemicals at right time & right place to optimize the yield of crop.

7. Percentage of Value Chain Partners (by value of business done with such Partners) that were assessed for environmental impacts.

We are in the process of developing a framework for assessment of value chain partners on environmental impacts.

PRINCIPLE 7: BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

ESSENTIAL INDICATORS

1) A) Number of Affiliations with Trade and Industry Chambers / Associations: 12

List the Top 10 Trade and Industry Chambers / Associations (determined based on the total Members of such Body) the Entity is a Member of / affiliated to:

Sr. No.	Name of the Trade and Industry Chambers / Associations	Reach of Trade and Industry Chambers / Associations (State / National)
1.	The Compound Livestock Feed Manufacturers Association	National
2.	Confederation of Indian Industry (CII)	National
3.	Bombay Chamber of Commerce	National
4.	The Solvent Extractors' Association of India	National
5.	Oil Palm Processors & Developers Association	National
6.	Association for Future Agriculture Leaders of India	National
7.	Agro Chem Federation of India	National
8.	Crop Care Federation of India	National
9.	Biological Agri Solution of India	National

Sr. No.	Name of the Trade and Industry Chambers / Associations	Reach of Trade and Industry Chambers / Associations (State / National)
10.	Pesticide Manufacturers and Formulators Association of India	National
11.	National Mission on Edible Oils	National
12.	Poultry & Frozen Food Processors' Association of India	National

2) **Provide Details of Corrective Action taken or underway on any Issues related to Anti-competitive Conduct by the Entity, based on Adverse Orders from Regulatory Authorities:**

Name of Authority	Brief of the Case	Corrective Action taken
Not Applicable		

LEADERSHIP INDICATORS

Details of Public Policy Positions advocated by the Entity:

Public Policy advocated	The Company actively participates in the discussions and activities of the industry chambers and associations of which it is a member. The Company also engages with Government and regulatory bodies while:
Method resorted for such Advocacy	<ul style="list-style-type: none"> ● Representing the interests of the industry; or ● Providing vital inputs on behalf of the industry; or ● Taking up the technical or regulatory issues faced by the industry as a whole with the appropriate authorities / forums and having the same resolved.
Whether Information available in Public Domain? (Yes / No)	Specific officials of the Company are authorized to communicate with industrial bodies, for and on behalf of the Company, in accordance with the communication policy of the Company.
Frequency of Review by Board (Annually / Half-yearly / Quarterly / Others – please specify)	Through participation of the top management executives in several committees and task forces, the Company does play its small role in helping formulation of public policy.
Web Link, if available	The Company is committed to involve itself in the public policy advocacy process in a responsible and ethical manner.

PRINCIPLE 8: BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

ESSENTIAL INDICATORS

1. **Details of Social Impact Assessments (SIA) of Projects undertaken by the Entity based on Applicable Laws, in the Current Financial Year:**

Name and Brief Details of the Project	SIA Notification No.	Date of Notification	Whether conducted by Independent External Agency (Yes / No)	Results communicated in Public Domain (Yes / No)	Relevant Web-link
Not Applicable					

2. **Information on Project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by the Entity, in the following format:**

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the Financial Year (in Rs.)
Not Applicable						

3. **Describe the Mechanisms to receive and redress Grievances of the Community:**

The Company, being a Godrej Group company, remains committed to the Godrej Group's 'Good & Green' vision of creating a more inclusive and greener India. The Company's strategic Corporate Social Responsibility (CSR) projects, undertaken as part of overall sustainability framework, actively work towards the Godrej Group's Good & Green goals. Through these projects, there is a regular engagement

and interaction with community representatives nearby the Company's manufacturing locations. The Company's CSR activities are implemented by on-ground programme managers and they are required to send regular feedback / updates to the management committee and Corporate Good & Green team. The management committee, in turn, reports to Board level CSR Committee.

4. Percentage of Input Material (Inputs to Total Inputs by Value) sourced from Suppliers:

Particulars	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)
Directly sourced from MSMEs / Small Producers	17.1%	20.6%
Sourced directly from within India	90.8%	88.9%

5. Job Creation in Smaller Towns – Disclose Wages paid to Persons employed (including Employees or Workers employed on a Permanent or Non-permanent / on Contract basis) in the following Locations, as % of total Wage Cost:

Location	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)
Rural	3%	4%
Semi-Urban	18%	19%
Urban	36%	36%
Metropolitan	42%	42%

(Place to be categorized as per RBI Classification System – Rural / Semi-Urban / Urban / Metropolitan)

LEADERSHIP INDICATORS

Provide Details of Actions taken to mitigate any Negative Social Impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of Negative Social Impact identified	Corrective Action taken
Not Applicable	

Provide the following Information on CSR Projects undertaken by the Entity in Designated Aspirational Districts as identified by Government Bodies:

S. No.	State	Aspirational District	Amount spent (in Rs.)
1.	Madhya Pradesh	Barwani	37,64,000
2.	Karnataka	Kalaburgi	27,28,908
3.	Uttar Pradesh	Chandauli	9,48,720

Do you have a Preferential Procurement Policy where you give preference to purchase from Suppliers comprising Marginalized / Vulnerable Groups? (Yes / No)

From which Marginalized / Vulnerable Groups do you procure?

What Percentage of Total Procurement (by Value) does it constitute?

The Company does not have any preferential procurement policy. However, in Oil Palm business, the Company's extension teams work closely with the farmers having small and marginal land holdings in allocated districts for cultivation of palm trees and procurement of fresh fruit bunches.

Details of the Benefits derived and shared from the Intellectual Properties owned or acquired by the Entity (in the Current Financial Year), based on traditional knowledge:

Sr. No.	Intellectual Property based on traditional knowledge	Owned / Acquired (Yes / No)	Benefit shared (Yes / No)	Basis of calculating Benefit Share
Not Applicable				

Details of Corrective Actions taken or underway, based on any Adverse Order in Intellectual Property related Disputes wherein Usage of Traditional Knowledge is involved:

Name of Authority	Brief of the Case	Corrective Action taken
Not Applicable		

Details of Beneficiaries of Corporate Social Responsibility (CSR) Projects:

Sr. No.	CSR Project	No. of Persons benefitted from CSR Projects	% of Beneficiaries from Vulnerable & Marginalized Groups
1.	Value Chain Programmes	63,874	100%
2.	Water Stewardship	7,156	100%
3.	Local Area Development	21,596	100%
4.	Community Development	15,113	100%

PRINCIPLE 9: BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

ESSENTIAL INDICATORS

1. Describe the Mechanisms in place to receive and respond to Consumer Complaints and Feedback:

The Company has activated various channels through which customers can raise complaints / queries and share feedback. The Company's sales teams across businesses are the first level of touch points to receive feedback from the customers / distributors which are logged into complaint management mobile application. The Company's extension teams across business work closely with the farmers and attend to their queries / complaints through regular field visits. The Company has dedicated customer care helplines in local languages for Animal Feed segment, email-IDs and query section on the website as well for facilitating prompt resolution of queries. All product related queries are responded to in a timebound manner from respective departments and field visits are arranged as and when necessary.

2. Turnover of Products and/or Services as a Percentage of Turnover from all Products / Services that carry Information about:

Particulars	As a Percentage to Total Turnover
Environmental and Social Parameters relevant to the Product	100%
Safe and Responsible Usage	100%
Recycling and/or Safe Disposal	100%

3. Number of Consumer Complaints in respect of the following for the Current Year and the Previous Year:

Particulars	Financial Year 2023-24 (Current Financial Year)			Financial Year 2022-23 (Previous Financial Year)		
	Received during the Year	Pending resolution at end of Year	Remarks	Received during the Year	Pending resolution at end of Year	Remarks
Data Privacy	0	0	N/A	0	0	N/A
Advertising	0	0	N/A	0	0	N/A
Cyber-Security	0	0	N/A	0	0	N/A
Delivery of Essential Services	0	0	N/A	0	0	N/A
Restrictive Trade Practices	0	0	N/A	0	0	N/A
Unfair Trade Practices	0	0	N/A	0	0	N/A
Other	1,227 (*)	0	N/A	1,090 (*)	0	N/A

(*) Includes queries received by the Company pertaining to its products.
['N/A' denotes 'Not Applicable'.]

4. Details of Instances of Product Recalls on account of Safety Issues:

Particulars	Number	Reasons for Recall
Voluntary Recalls	Nil	Not Applicable
Forced Recalls		

5. Does the Entity have a Framework / Policy on Cyber Security and Risks related to Data Privacy (Yes/No)? If available, provide a Web-link of the Policy:

Godrej Industries Limited and Associated Companies (GILAC) has documented an Information Security Policy (ISMS Policy) that outlines all the information security objectives to be met by all the associated companies which includes Godrej Agrovet Limited as well. The

Information Security Policy of GILAC addresses several domains including security at people, technology and process levels. Also, there are supporting process and procedure documents available for various aspects of Information Security.

6. Provide Details of any Corrective Actions taken or underway on Issues relating to Advertising, and Delivery of Essential Services; Cyber Security and Data Privacy of Customers; Re-occurrence of Instances of Product Recalls; Penalty / Action taken by Regulatory Authorities on Safety of Products / Services:

Not Applicable

7. Provide the following Information relating to Data Breaches:

- a. **Number of Instances of Data Breaches**
- b. **Percentage of Data Breaches involving personally identifiable information of customers**
- c. **Impact, if any, of the data breaches**

Not Applicable

LEADERSHIP INDICATORS

Channels / Platforms where Information on Products and Services of the Entity can be accessed (provide Web link, if available):

Information relating to all the products of the Company are available on the website at <https://www.godrejagrovvet.com/businesses> as well as various social media platforms.

Steps taken to inform and educate Consumers about Safe and Responsible Usage of Products and/or Services:

The Company's respective business sales as well as extension teams conduct regular interactions and field meetings with customers. Farmers are educated on a regular basis on application, storage and disposal of company's products. The Company also provides product brochure and detailed leaflets for agrochemical products which contain all the necessary information related to product. The Company adheres to regulatory requirements by disclosing information related to the safe usage of products.

Mechanisms in place to inform Consumers of any Risk of Disruption / Discontinuation of Essential Services:

The Company has a proper system in place to inform consumers on disruption of services. Information regarding any such disruption is disseminated in time through respective sales teams and key account managers.

Does the Entity display Product Information on the Product over and above what is mandated as per Local Laws? (Yes/No/Not Applicable)? If yes, provide details in brief. Did the Entity carry out any Survey with regard to Consumer Satisfaction relating to the Major Products / Services of the Entity, Significant Locations of Operation of the Entity or the Entity as a whole? (Yes / No):

No, product information is displayed in compliance with the relevant laws. Yes, customer satisfaction surveys are conducted once in a year.

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INDEPENDENT AUDITOR'S REPORT

To the Members of Godrej Agrovet Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Godrej Agrovet Limited (the "Company") which comprise the standalone balance sheet as at 31 March 2024, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matters

Revenue Recognition	
The key audit matter	How the matter was addressed in our audit
<p>Refer Note 1 [7(A)(i)] of accounting policy and Note 29 and Note 30 in standalone financial statements</p> <p>The Company recognises revenue from sale of goods when control of the goods has transferred and when there are no longer any unfulfilled obligations to the customer. Depending on the contractual terms with the customers, this can be either at the time of dispatch or delivery of goods.</p> <p>The Company has large number of customers and the sales contracts with customers have different terms relating to transfer of control of underlying goods and the right of return.</p> <p>We identified the recognition of revenue from sale of products as a key audit matter because:</p> <ul style="list-style-type: none"> The Company and its external stakeholders focus on revenue as a key performance indicator. This could create an incentive for higher revenue to be recognised throughout the period (including period end), i.e., before the control of underlying goods have been transferred to the customer; and Estimation of accrual for sales returns, particularly in the crop protection segment involves significant judgement. 	<p>Our audit procedures included following:</p> <ul style="list-style-type: none"> Assessing the Company's accounting policies in respect of revenue recognition by comparing with applicable accounting standards; Evaluating the design, testing the implementation and operating effectiveness of the Company's internal controls over recognition of revenue on selected samples of transactions; Perform substantive testing and cut-off testing throughout the period (including period end), by selecting samples using statistical sampling of revenue transactions recorded during and after the year and verifying the underlying documents, which included sales invoices, dispatch documents and proof of delivery, depending on the terms of contracts with customer; Examining journal entries (using statistical sampling) posted to revenue to identify unusual or irregular items; Evaluating the design and testing the implementation and operating effectiveness of the internal controls over accrual for sales returns, in crop protection segment; Checking completeness and accuracy of the data used for accrual of sales returns, in crop protection segment by verifying the historical data with underlying books of accounts;

Revenue Recognition	
The key audit matter	How the matter was addressed in our audit
	<ul style="list-style-type: none"> ● Examining historical trend of sales return claims to assess the assumptions and judgements used in accrual of sales returns in crop protection segment. Comparing historically recorded accruals to the actual amount of sales returns; ● Evaluating adequacy of disclosures given in the standalone financial statements.

Investments

See note 7 [a] to the standalone financial statements

The key audit matter	How the matter was addressed in our audit
<p>The assessment of recoverable value of investment in certain subsidiaries involves significant judgement.</p> <p>Management performs an annual impairment testing for these investments or more frequently if events or changes in circumstances indicate that they might be impaired.</p> <p>The carrying value of these investment in subsidiaries is tested for impairment using a value in use model. We consider the impairment evaluation of investments in subsidiaries by management to involve significant estimates and judgement, due to the inherent uncertainty involved in forecasting and discounting future cash flows.</p> <p>Accordingly, this is considered as a key audit matter.</p>	<p>Our audit procedures include the following:</p> <ul style="list-style-type: none"> ● Assessing the Company's accounting policy for impairment of investments in subsidiaries with applicable accounting standards; ● Testing the design, implementation and operating effectiveness of key controls placed around the impairment assessment process of investment in subsidiaries; ● Obtaining and assessing the valuation working prepared by the management for its impairment assessment; ● Involving valuation specialists to assist in the evaluation of key assumptions such as discount rate, growth rate etc. in estimating projections, cash flows and methodologies used by the Company; ● Comparing the current year's performance with the projections used in previous year; ● Assessing the sensitivity of the outcome of impairment assessment to changes in key assumptions; and ● Comparing the carrying values of the Company's investment in subsidiaries with their respective value in use and assessed the need for impairment (if any).

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

- d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a.. The Company has disclosed the impact of pending litigations as at 31 March 2024 on its financial position in its standalone financial statements - Refer Note 46 to the standalone financial statements.
- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- d. (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 52 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 52 to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.
- As stated in Note 45 to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
- f. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which, along with access management tools, as applicable, have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.
- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:
- In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Koosai Leherly

Partner

Membership No.: 112399

ICAI UDIN:24112399BKFRIG9934

Place: Mumbai
Date: 08 May 2024

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Godrej Agrovet Limited for the year ended 31 March 2024

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	Gross carrying value (₹ in Crores)	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate if in dispute
Freehold land	0.04	Cauvery Palm Oil Limited	No	10-12 years	Received on merger of the erstwhile Companies. The Company is in the process of transferring the title and is pending for update in revenue records.
Leasehold land	12.05	Gujarat Industrial Development Corporation (GIDC)	No	8-10 years	Company has received the allotment letter / restoration order from GIDC and Company is in the process of fulfilling the terms for registration.
Factory Building	1.57	Cauvery Palm Oil Limited	No	10-12 years	Received on merger of the erstwhile Companies. The Company is in the process of transferring the title and is pending for update in revenue records.
Office Building	0.61	Cauvery Palm Oil Limited	No	10-12 years	Received on merger of the erstwhile Companies. The Company is in the process of transferring the title and is pending for update in revenue records.

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory, except goods-in-transit, has been physically verified by the management during the year. For goods-in-transit, subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made investments in companies and granted loans or interest free advance in the nature of loans to companies, in respect of which the requisite information is provided as below. The Company has not provided any guarantee or security to companies, firms, limited liability partnership or any other parties during the year. The Company has not made any investments in firms, limited liability partnership or any other parties and has not granted any loans or advances in the nature of loans, secured or unsecured to firms, limited liability partnership during the year.
- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans or provided advances in the nature of loans as below:

Particulars	Loans (₹ in crores)
Aggregate amount during the year	
Subsidiaries*	88.50
Others	12.00
Balance outstanding as at balance sheet date	
Subsidiaries*	102.89
Others	77.21

*As per the Companies Act, 2013

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made during the year and the terms and conditions of the grant of loans during the year are, prima facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given or advance in the nature of loans, in our opinion, the repayment or receipt wherever applicable, have been regular except for the following cases where there is no stipulation of schedule of repayment of principal and payment of interest and accordingly we are unable to comment on the regularity of repayment of principal and payment of interest:

Name of the entity	Amount (₹ in crores)	Remarks
Godvet Agrochem Limited	0.62	Loan is repayable on demand. As informed to us, the Company has not demanded repayment of the loan during the year. Thus, there has been no default on the loan amount.

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given or advance in the nature of loans.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment except for the following loans to its related parties as defined in Clause (76) of Section 2 of the Companies Act, 2013 ("the Act"):

Particulars	All Parties (₹ in crores)	Promoters (₹ in crores)	Related Parties (₹ in crores)
Aggregate of loans			
- Repayable on demand (A)	38.50	-	38.50
- Agreement does not specify any terms or period of Repayment (B)	-	-	-
Total (A+B)	38.50	-	38.50
Percentage of loans to the total loans	38.31%	-	38.31%

- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investments made and loans, guarantees and security given by the Company, in our opinion the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited with the appropriate authorities, though there have been slight delays in a few cases of Profession Tax.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no statutory dues relating to Provident Fund, Employees State Insurance, Professional Tax or Cess or other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute. According to the information and explanations given to us, the following dues of Income-Tax, Excise Duty, Duty of Customs and Goods and Services Tax have not been deposited as on 31 March 2024 by the Company on account of disputes:

Name of the statute	Nature of the dues	Amounts disputed (₹ in crores)	Amounts paid on protest (₹ in crores)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Excise duty (including interest)	0.06	0.01	July 2011 – October 2014	Central Excise and Service Tax Appellate Tribunal
Central Excise Act, 1944	Excise duty (including interest)	5.71	0.23	May 2009 – June 2017	Central Excise and Service Tax Appellate Tribunal
Central Excise Act, 1944	Excise duty (including interest)	4.87	2.01	Dec 2003 – May 2006	Commissioner of Central Excise (Appeals)
Central Excise Act, 1944	Excise duty (including interest)	0.09	0.003	April 2017 – June 2017	Commissioner of Central Excise (Appeals)
Customs Act, 1962	Custom duty (including interest)	0.73	-	April 2011 – March 2012	Joint Commissioner of Customs Group -I, Chennai
Customs Act, 1962	Custom duty (including interest)	0.86	-	April 2012 – March 2013	CESTAT
Customs Act, 1962	Custom duty (including fine and penalty)	1.12	-	August 2017 - Nov 2018	Additional Commissioner of Customs
Income tax Act, 1961	Income tax (including interest)	1.78	-	AY 2017-18	Commissioner of Income tax (Appeals)
Central Goods and Services Tax, 2017	Central Goods and Services Tax (including interest and penalty)	0.87	-	AY 2018-19	Additional Commissioner (Appeals), CGST, Jaipur

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have more than one CIC.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Koosai Lehery

Partner

Membership No.: 112399

ICAI UDIN:24112399BKFRIG9934

Place: Mumbai

Date: 08 May 2024

Annexure B to the Independent Auditor's Report on the standalone financial statements of Godrej Agrovet Limited for the year ended 31 March 2024

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Godrej Agrovet Limited ("the Company") as of 31 March 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Koosai Lehera

Partner

Membership No.: 112399

ICAI UDIN:24112399BKFRIG9934

Place: Mumbai

Date: 08 May 2024

Standalone Balance Sheet

as at March 31, 2024

Particulars	Note No.	(₹ in crore)	
		As at March 31, 2024	As at March 31, 2023
ASSETS			
(I) Non-current assets			
a) Property, plant and equipment	2	1,099.45	999.92
b) Capital work-in-progress	3	19.84	62.83
c) Right of use assets	4	138.26	139.15
d) Intangible assets	5	13.34	15.38
e) Intangible assets under development	5 (A)	1.78	0.18
f) Biological assets other than bearer plants	6	45.01	20.32
g) Financial Assets			
(i) Investments			
Investments in Subsidiaries, Associate and Joint Ventures	7 (A)	755.26	738.18
Other investments	7 (B)	16.63	16.97
(ii) Loans			
Loans	8	162.77	114.30
(iii) Others financial assets			
Others financial assets	9	31.35	36.79
Deferred tax assets	44	9.33	8.82
Other tax assets (net)		43.80	9.64
Other non-current assets	10	23.00	27.61
Total Non current assets		2,359.82	2,190.09
(II) Current Assets			
a) Inventories	11	974.28	871.32
b) Financial Assets			
(i) Investments			
Investments	12	-	0.04
(ii) Trade Receivables			
Trade Receivables	13	346.87	464.01
(iii) Cash and cash equivalents			
Cash and cash equivalents	14	37.36	12.26
(iv) Bank balances other than (iii) above			
Bank balances other than (iii) above	15	0.31	0.26
(v) Loans			
Loans	16	15.43	29.21
(vi) Others financial assets			
Others financial assets	17	50.30	66.68
Other current assets	18	132.42	121.30
Total current assets		1,556.97	1,565.08
Total assets		3,916.79	3,755.17
EQUITY AND LIABILITIES			
(I) Equity			
a) Equity share capital	19	192.21	192.16
b) Other equity	20	2,066.96	1,889.84
Total equity		2,259.17	2,082.00
(II) Liabilities			
(1) Non current liabilities			
a) Financial liabilities			
(i) Borrowings			
Borrowings	21	8.13	3.09
(ii) Lease Liabilities			
Lease Liabilities		79.55	88.66
(iii) Other financial liabilities			
Other financial liabilities	22	19.50	15.50
b) Provisions			
Provisions	23	3.32	2.47
Deferred tax liabilities (net)	44	64.28	61.34
Other non-current liabilities	24	9.36	9.81
Total non current liabilities		184.14	180.87
(2) Current liabilities			
a) Financial liabilities			
(i) Borrowings			
Borrowings	25	578.78	731.46
(ii) Lease Liabilities			
Lease Liabilities		22.58	18.12
(iii) Trade payables			
Trade payables	26		
Total outstanding dues of micro enterprises and small enterprises		23.03	14.35
Total outstanding dues of creditors other than micro enterprises and small enterprises		425.46	432.03
(iv) Other financial liabilities			
Other financial liabilities	27	167.07	136.67
b) Other current liabilities			
Other current liabilities	28	162.47	79.16
Provisions	29	63.71	80.51
Current tax liabilities (Net)		30.38	-
Total current liabilities		1,473.48	1,492.30
Total liabilities		1,657.62	1,673.17
Total Equity and Liabilities		3,916.79	3,755.17

The notes 1 to 58 form an integral part of the Standalone financial statements.

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Registration Number 101248W/W-100022

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

(CIN:L15410MH1991PLC135359)

N. B. GODREJ

Chairman

DIN: 00066195

B.S.YADAV

Managing Director

DIN: 00294803

KOOSAI LEHERY

Partner

Membership Number: 112399

Mumbai, May 8, 2024

S. VARADARAJ

Chief Financial Officer

ICAI Memb. No. 047959

Mumbai, May 8, 2024

VIVEK RAIZADA

Company Secretary

ICSI Memb. No. ACS11787

Standalone Statement of Profit and Loss

for the year ended March 31, 2024

(₹ in crore)

Particulars	Note No.	For the year ended March 31, 2024	For the year ended March 31, 2023
I. Revenue from operations			
Sale of products		7,060.08	6,864.53
Other operating revenue		27.71	19.91
Total Revenue From Operations	30	7,087.79	6,884.44
II. Other income	31	76.59	129.70
III. Total Income		7,164.38	7,014.14
IV. Expenses			
Cost of materials consumed	32	5,543.66	5,468.60
Purchases of Stock-in-Trade	33	97.91	136.17
Changes in inventories of finished goods, stock under cultivation, work in progress and Stock-in-Trade	34	(18.34)	36.17
Employee benefits expense	35	320.55	266.66
Finance costs	36	63.00	63.65
Depreciation and amortisation expenses	37	120.62	100.17
Other expenses	38	567.48	553.96
Total Expenses		6,694.88	6,625.38
V. Profit Before Tax		469.50	388.76
Current Tax	43	109.85	72.44
Deferred Tax	44	2.53	12.68
VI. Tax expense:		112.38	85.12
VII. Profit for the year		357.12	303.64
VIII. Other comprehensive income			
Items that will not be reclassified to profit or loss:			
(A) Remeasurement of defined benefit liability		(0.08)	(2.15)
(B) Changes in Fair Value of investment in equity shares		(0.34)	(4.74)
(C) Income tax related to Items that will not be reclassified to profit or loss		0.10	1.73
Other comprehensive income for the year		(0.32)	(5.16)
IX. Total comprehensive income for the year		356.80	298.48
X. Earnings per equity share			
(Nominal value of ₹ 10 each, fully paid-up)			
Basic (₹)	39	18.58	15.80
Diluted (₹)		18.57	15.80

The notes 1 to 58 form an integral part of the Standalone financial statements.

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Registration Number 101248W/W-100022

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

(CIN:L15410MH1991PLC135359)

N. B. GODREJ

Chairman

DIN: 00066195

B.S.YADAV

Managing Director

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KOOSAI LEHERY

Partner

Membership Number: 112399

Mumbai, May 8, 2024

S. VARADARAJ

Chief Financial Officer

ICAI Memb. No. 047959

Mumbai, May 8, 2024

VIVEK RAIZADA

Company Secretary

ICSI Memb. No. ACS11787

Standalone Statement of Cash Flows

for the year ended March 31, 2024

Particulars	(₹ in crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
A. Cash Flows from Operating Activities :		
Net Profit Before Taxes	469.50	388.76
Adjustment for:		
Depreciation and amortisation	120.62	100.17
Loss / (Profit) on sale of property, plant and equipment	2.37	(70.42)
Unrealised foreign exchange (gain)/loss (net)	(0.23)	1.46
Dividend income	(34.91)	(24.12)
Grant amortisation	(1.07)	(0.84)
Interest income	(15.03)	(9.69)
Employee share based compensation cost	2.92	2.71
Net (gain)/loss on lease modification	-	(0.07)
Change in fair value of biological assets	(2.41)	(3.91)
(Profit) / Loss on sale of investments	(2.73)	(5.98)
Finance Costs	63.00	63.65
Allowances for doubtful debts and advances	(1.09)	(5.30)
Liabilities no longer required written back	(1.67)	(0.39)
Diminution in Value of Investment	2.25	-
Bad debts/ Advances Written off	26.57	34.68
	158.59	81.95
Operating Profit Before Working Capital Changes	628.09	470.71
Adjustments for:		
(Increase) / Decrease in Inventories	(102.96)	175.86
(Increase) / Decrease in Biological assets other than bearer plants	(22.28)	(9.96)
(Increase) / Decrease in Trade Receivables	91.66	200.19
(Increase) / Decrease in Non-current / Current financial assets- loans	0.77	(2.34)
(Increase) / Decrease in Non-current / Current financial assets- others	8.66	(1.37)
(Increase) / Decrease in Non-current/ Current assets & provision for sales return	(24.35)	(38.72)
Increase / (Decrease) in Trade payables and acceptances	3.70	18.06
Increase / (Decrease) in Non-current / Current - provisions	(1.00)	(6.62)
Increase / (Decrease) in Non-current / Current financial liabilities- others	40.33	(4.36)
Increase / (Decrease) in Non-current / Current liabilities	83.93	17.82
	78.46	348.56
Cash generated from Operations	706.55	819.27
Direct Taxes paid (net of refunds received)	(113.63)	(85.13)
Net Cash generated from operating activities	592.92	734.14
B. Cash Flows from Investing Activities :		
Acquisition of Property, plant and equipment, CWIP & Right of use assets	(168.08)	(169.91)
Proceeds from sale of Property, plant and equipment	5.26	78.55
Proceeds from sale of investments	8.40	9.83
Loans / Intercompany Deposits given	(100.50)	(227.05)
Loans / Intercompany Deposits repaid	65.04	158.11
Purchase of Investments	(25.00)	(77.98)
Interest Received	12.85	9.77
Dividend Received	50.15	8.88
Net Cash used in investing activities	(151.88)	(209.80)

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
C. Cash Flows from Financing Activities :		
Repayment of Short Term Borrowings	(4,089.35)	(5,396.20)
Proceeds from Short Term Borrowings	3,935.39	5,124.29
Repayment of Long Term Borrowings	(2.71)	(1.95)
Proceeds from Long Term Borrowings	9.03	-
Finance Cost	(56.86)	(60.36)
Repayment of lease liability	(28.94)	(14.43)
Dividend Paid	(182.55)	(182.53)
Proceeds from exercise of ESOP shares	0.05	0.05
Net Cash used in financing activities	(415.94)	(531.13)
Net increase/ (decrease) in cash and cash equivalents	25.10	(6.79)
Cash and cash equivalents (Opening balance)	12.26	19.05
Cash and cash equivalents (Closing balance) (refer note 14)	37.36	12.26

1 The above cash flow statement has been prepared under the indirect method as set out in Indian Accounting standard 7 Cash Flow Statement notified u/s 133 of Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules 2015, as amended and the relevant provisions of the Act.

2 Figures in brackets indicate cash outflow.

3 Movement in borrowings

(₹ in crore)

Particulars	April 1, 2023	Cash Flow	Non-cash changes	March 31, 2024
Long term borrowings (including current maturities)	5.16	6.32	-	11.48
Short term borrowings	729.39	(153.96)	-	575.43
Total borrowings	734.55	(147.64)	-	586.91

(₹ in crore)

Particulars	April 1, 2022	Cash Flows	Non-cash changes	March 31, 2023
Long term borrowings (including current maturities)	7.11	(1.95)	-	5.16
Short term borrowings	1,001.30	(271.91)	-	729.39
Total borrowings	1,008.41	(273.86)	-	734.55

The notes 1 to 58 form an integral part of the Standalone financial statements.

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Registration Number 101248W/W-100022

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

(CIN:L15410MH1991PLC135359)

N. B. GODREJ

Chairman

DIN: 00066195

B.S.YADAV

Managing Director

DIN: 00294803

KOOSAI LEHERY

Partner

Membership Number: 112399

Mumbai, May 8, 2024

S. VARADARAJ

Chief Financial Officer

ICAI Memb. No. 047959

Mumbai, May 8, 2024

VIVEK RAIZADA

Company Secretary

ICSI Memb. No. ACS11787

Standalone Statement of changes in equity

for the year ended March 31, 2024

(a) Equity share capital

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the reporting year	192.16	192.11
Changes in Equity share capital during the year (refer note 19)	0.05	0.05
Balance at the end of the reporting year	192.21	192.16

(b) Other equity

(₹ in crore)

Particulars	Retained earnings	General reserve	Employee share option outstanding	Securities Premium	Total
As at April 1, 2023	1,437.65	15.55	3.70	432.94	1,889.84
Total comprehensive income for the year					
Profit for the year (net of income tax)	357.12	-	-	-	357.12
Other comprehensive income / (loss) for the year (net of income tax)	(0.32)	-	-	-	(0.32)
Total comprehensive income for the year	356.80	-	-	-	356.80
Transactions with the owners of the Company, recorded directly in equity					
Contributions and distributions					
Dividends	(182.60)	-	-	-	(182.60)
Others					
Employee compensation expenses recognised during the year	-	-	2.92	-	2.92
Employee Stock Ownership Plan (ESOP) shares exercised during the year	-	-	(2.40)	2.40	-
Balance at March 31, 2024	1,611.85	15.55	4.22	435.34	2,066.96
As at April 1, 2022	1,321.73	15.55	3.34	430.60	1,771.22
Profit for the year (net of income tax)	303.64	-	-	-	303.64
Other comprehensive income for the year (net of income tax)	(5.16)	-	-	-	(5.16)
Total comprehensive income for the year	298.48	-	-	-	298.48
Transactions with the owners of the Company, recorded directly in equity					
Contributions and distributions					
Dividend	(182.56)	-	-	-	(182.56)
Others					
Employee compensation expenses recognised during the year	-	-	2.70	-	2.70
Employee Stock Ownership Plan (ESOP) shares exercised during the year	-	-	(2.34)	2.34	-
Balance at March 31, 2023	1,437.65	15.55	3.70	432.94	1,889.84

The notes 1 to 58 form an integral part of the Standalone financial statements.

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Registration Number 101248W/W-100022

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

(CIN:L15410MH1991PLC135359)

N. B. GODREJ

Chairman

DIN: 00066195

B.S.YADAV

Managing Director

DIN: 00294803

KOOSAI LEHERY

Partner

Membership Number: 112399

Mumbai, May 8, 2024

S. VARADARAJ

Chief Financial Officer

ICAI Memb. No. 047959

Mumbai, May 8, 2024

VIVEK RAIZADA

Company Secretary

ICSI Memb. No. ACS11787

Notes forming part of the Standalone Financial Statements

Note 1 : Material Accounting Policies

1. General information

Godrej Agrovet Limited. ("the Company") is a public limited company, which is domiciled and incorporated in the Republic of India with its registered office situated at 3rd Floor, Godrej One, Pirojshanagar, Vikhroli (East), Mumbai – 400 079. The Company, an erstwhile division of Godrej Soaps Limited was incorporated under the Companies Act, 1956 on November 25, 1991. The Company is a diversified agribusiness company and its principal activities include manufacturing and marketing of high quality animal feed, innovative agricultural inputs and palm oil & allied products. The Company is a public company limited by shares and is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

2. Basis of preparation and measurement

(i) Basis of preparation

The standalone financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act. The accounting policies are applied consistently to all the years presented in the standalone financial statements.

The standalone financial statements of the Company for the year ended March 31, 2023 were authorized for issue in accordance with a resolution of the Board of Directors on May 8, 2024.

Current versus non-current classification: All assets and liabilities have been classified as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of the products and the time taken between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of the classification of assets and liabilities into current and non-current.

(ii) Basis of measurement

The standalone financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) that are measured at fair value (refer accounting policy regarding financial instruments)
- asset held for sale and biological assets – measured at fair value less cost to sell;
- defined benefit plans – plan assets measured at fair value less present value of defined benefit obligation; and
- share-based payments

(iii) Functional and presentation currency

These standalone financial statements are presented in Indian rupees, which is the Company's functional currency. All amounts have been rounded off to the nearest crore, unless otherwise indicated. The amount reflected as "0.00" in Financials are value with less than one lakh.

3. Key estimates and assumptions

While preparing standalone financial statements in conformity with Ind AS, the management has made certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the balance sheet date and the reported amount of income and expenses for the reporting period. Future events rarely develop exactly as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgment, estimates and assumptions are required in particular for:

● Determination of the estimated useful lives

Useful lives of property, plant and equipment are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases where the useful lives are different from that prescribed in Schedule II and in case of intangible assets, they are estimated by management based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support - (Refer point F below).

- **Recognition and measurement of defined benefit obligations**

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period - (Refer note 40).

- **Recognition and measurement of Long term employee incentives**

Accrual for long term employee incentive scheme liability requires estimates and judgements in respect of achievement of parameters of business performance. These estimates are based on past performance, approved budgets and plans and other relevant information considered on a best estimate basis as at the reporting date - (Refer note 40).

- **Recognition of deferred tax assets and liabilities**

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business losses and unabsorbed depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, unabsorbed depreciation carry-forwards and unused tax credits could be utilized - (Refer note 44).

- **Recognition and measurement of other provisions**

- a. Provision for sales returns

The Company makes a provision for estimated sales returns, based on its historical experience and is dependent on other relevant factors - (Refer note 18).

- b. Provision for doubtful trade receivables

The Company has large number of individual small customers. Management assesses the level of allowance for doubtful debts after taking into account of ageing analysis and any other factor specific to individual counterparty and a collective estimate based on historical experience adjusted for certain current factors - (Refer note 13).

- c. The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions - (Refer note 23 and 29).

- **Discounting of long-term financial assets / liabilities**

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial liabilities /assets which are required to subsequently be measured at amortized cost, interest is accrued using the effective interest method - (Refer note 42.1).

- **Fair valuation of employee stock grants**

The fair valuation of the employee stock grants is based on the Black-Scholes model used for valuation of options. Key assumptions made with respect to expected volatility includes share price, expected dividends and discount rate, under this option pricing model - (Refer note 41).

- **Determining whether an arrangement contains a lease**

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate - (Refer note 4).

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

- **Fair value of financial instruments**

Derivatives are carried at fair value. Derivatives includes foreign currency forward contracts and commodity futures. Fair value of foreign currency forward contracts are determined using the fair value reports provided by respective bankers - (Refer note 42.4).

- **Biological Assets**

Management uses inputs relating to production and market prices in determining the fair value of biological assets - (Refer note 6).

- **Impairment of investments in subsidiaries**

The Company reviews its carrying value of investments carried at cost (net of impairment, if any) annually, or more frequently when there is an indication of impairment. Management inter alia considers various inputs such as macro-economic environment, industry specific matters, financial projections and other relevant information for purposes of such assessment - (Refer note 7.1).

4. Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values for, both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

5. Recent pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2024, MCA did not notify any new standards or amendments to the existing standards applicable to the Company.

6. Changes in material accounting policies:

- The Company previously accounted for deferred tax on leases and decommissioning liabilities by applying the "integrally linked" approach, resulting in a similar outcome as under the amendments, except that the deferred tax asset or liability was recognized on a net basis. Following the amendments, the Company has recognized a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right of use assets as at 1st April 2022 and thereafter. However, there was no impact on the balance sheet because the balances qualify for offset under paragraph 74 under IND AS 12. There was also no impact on the opening retained earning as at 1st April 2022 as a result of the change. The key impact for the company relates to disclosure of the deferred tax assets and liabilities recognized.

- Material accounting policy information

The company adopted Disclosure of Accounting Policies (Amendments to IND AS 1) from 1st April 2023. Although the amendments did not result in any changes in the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements.

The amendments require the disclosure of 'material' rather than 'significant' accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity specific accounting policy information that users need to understand other information in the financial statement.

7. Material accounting policies

A. Revenue & Other income

i. Sale of goods

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. Discounts given by the Company includes trade discounts, volume rebates and other incentive given to the customers. Accumulated experience is used to estimate the provision for discounts. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

Revenue from the sale of goods are recognized when control of the goods has transferred to our customer and when there are no longer any unfulfilled obligations to the customer. Depending on the contractual terms with the customers, this can be either at the time of dispatch or delivery of goods. This is considered the appropriate point where the performance obligations in our contracts are satisfied as the Company no longer have control over the inventory.

As at 31 March 2024, an estimate has been made of goods that will be returned and a liability has been recognized for this amount. An asset has also been recorded for the corresponding inventory that is estimated to return to the Company using a best estimate based on historical experience.

ii. Dividend income

Dividend income is recognized only when the right to receive the same is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of dividend can be measured reliably.

iii. Interest income

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR), which is the rate that discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial assets. Interest income is included in other income in the statement of profit or loss.

iv. Subsequent remeasurement of the contingent consideration which represents a financial liability or asset, is recognized through profit and loss account.

B. Foreign currency

i. Transactions and balances

Transactions in foreign currencies are translated into the respective functional currencies of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognized as income and expenses in the period in which they arise.

C. Employee benefits

i. Short term employee benefits

All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Short-term benefits such as salaries, wages, short-term compensation absences, etc., are determined on an undiscounted basis and recognized in the period in which the employee renders the related service.

ii. Defined contribution plans

Obligations for contributions to defined contribution plans such as Provident Fund and Family pension maintained with Regional Provident Fund Office are expensed as the related service is provided.

iii. Defined benefit plans

The following post - employment benefit plans are covered under the defined benefit plans:

- Provident Fund Contributions other than those made to the Regional Provident Fund Office of the Government which are made to the Trust administered by the Company.

The Company's contribution to the Provident Fund Trust as established by the Company, is also considered as a Defined Benefit Plan. The provident fund is administered by the Trustees of the Godrej Agrovet Limited Provident Fund. The rules of the Company's Provident Fund administered by the trust, require that if the return on investment for any reason is less than the guaranteed Rate of Interest, then the deficiency shall be made good by the Company. The Company's net obligations in respect of such plans is calculated by estimating the amount of future benefit that the employees have earned in return for their services and the current and prior periods that benefit is discounted to determine its present value and the fair value of the plan asset is deducted.

- Gratuity Fund

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income (OCI). They are included in retained earnings in the statement of changes in equity and in the balance sheet.

iv. Other long-term employee benefits

Liability toward Long-term Compensated Absences is provided for on the basis of an actuarial valuation, using the Projected Unit Credit Method, as at the date of the Balance Sheet. Actuarial gains / losses comprising of experience adjustments and the effects of changes in actuarial assumptions are immediately recognized in the Statement of Profit and Loss.

Other long term employee benefits include payable in respect of long term incentive scheme recorded by estimating the possible cash outflows based on assessment of parameters of the scheme and discounted at present value.

v. Terminal Benefits:

All terminal benefits are recognized as an expense in the period in which they are incurred.

D. Income Tax

Income tax expense comprises current and deferred tax. It is recognized in net profit in the statement of profit or loss or in the OCI.

i. Current tax

Current tax is the amount of tax payable (recoverable) in respect of the taxable profit (tax loss) for the year determined in accordance with the provisions of the Income-Tax Act, 1961. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if the Company:

- has a legally enforceable right to set off the recognized amounts; and
- intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

ii. Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries and associates to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves. Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Taxes relating to items recognized directly in equity or OCI is recognized in equity or OCI.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

E. Inventories

Inventories are carried in the balance sheet as follows:

- (a) Raw materials, Packing materials, Stock in Trade and Stores & Spares: At lower of cost, on weighted average basis and net realizable value.
- (b) Work-in-progress / project in progress:- At lower of cost of materials, plus appropriate production overheads and net realizable value.
- (c) Finished Goods: At lower of cost of materials, plus appropriate production overheads and net realizable value,

Net realizable value is the estimated selling price in the ordinary course of business less estimated cost of completion and selling expenses necessary to make the sale.

The cost of inventories have been computed to include all cost of purchases, cost of conversion and other related costs incurred in bringing the inventories to the present location and condition. Slow and non-moving material, obsolescence, defective inventories are duly provided for and valued at net realizable value. Goods and materials in transit are valued at actual cost incurred upto the date of balance sheet. Materials and supplies held for use in the production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost.

F. Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises:

- a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
- c) the initial estimate in present value terms of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognized in the statement of profit or loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

An item of property, plant and equipment is derecognized upon disposal or when there is no future economic benefits expected from its use or disposal.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in the statement of profit or loss.

ii. Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost can be measured reliably.

iii. Depreciation/ Amortizations

Depreciation on tangible fixed assets is provided in accordance with the provisions of Schedule II of the Companies Act 2013, on Straight Line Method. Depreciation on additions / deductions is calculated on pro rata basis from/up to the month of additions/deductions. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. In case of the following category of assets, the depreciation has been provided based on the technical specifications, external & internal assessment, requirement of refurbishments and past experience of the remaining useful life which is different from the useful life as specified in Schedule II to the Act:

- (a) Plant and Machinery: - 20 Years
- (b) Computer Hardware:
Depreciated over its estimated useful life of 4 years.
- (c) Leasehold Land:
Amortized over the lease term.
- (d) Leasehold improvements and equipment:
Amortized over the Primary lease period.

Assets costing less than ₹ 5,000 are fully depreciated in the year of purchase/acquisition.

Property, plant and equipment with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e higher of the fair value less cost to sell and value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss.

Borrowing costs

Other borrowing costs are recognized as an expense in the period in which they are incurred.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

G. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

As per Ind AS-108 'Operating Segments', if a financial report contains both the consolidated financial statements of a parent that is within the scope of Ind AS-108 as well as the parent's separate financial statements, segment information is required only in the consolidated financial statements. Accordingly, information required to be presented under Ind AS-108 Operating Segments has been given in the consolidated financial statements.

H. Intangible assets**Recognition and measurement**

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably.

Intangible assets viz. Grant of Licenses and Computer software, which are acquired by the Company and have finite useful lives are measured at cost less accumulated amortization and any accumulated impairment losses, if any.

Amortization

Amortization is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognized in the statement of profit or loss, except in the case of certain intangibles, as per the provisions of various schemes of amalgamation.

The intangible assets are amortized over the estimated useful lives as given below:

- Computer Software : 6 years
- Non-Compete : Over the period of the agreement.

Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Research and Development Expenditure

Research Expenditure:

Revenue expenditure on research & development is charged to the Statement of Profit and Loss of the year in which it is incurred.

Capital expenditure incurred during the period on research & development is accounted for as an addition to property, plant & equipment or intangible assets.

I. Share-based payments:

- a. Employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).
- b. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.
- c. That cost is recognized, together with a corresponding increase in share-based payment reserves in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.
- d. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

J. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts and commodity futures contracts.

Financial instruments also cover contracts to buy or sell a non-financial item that can be settled net in cash or another financial instrument, or by exchanging financial instruments, as if the contracts were financial instruments, with the exception of contracts that were entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the entity's expected purchase, sale or usage requirements.

Derivatives are currently recognized at fair value on the date on which the derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

Any gain or losses arising from changes in the fair value of derivatives are recognized in the statement of profit and loss.

i. Financial assets

Classification

The Company classifies its financial assets in the following measurement categories:

- Where assets are measured at fair value, gains and losses are either recognized entirely in the Statement of Profit and Loss (i.e. fair value through profit or loss), or recognized in Other Comprehensive Income (i.e. fair value through other comprehensive income), where permissible.
- A financial asset that meets the following two conditions is measured at amortized cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

Business model test: The objective of the Company's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes).

Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Initial recognition & measurement

At initial recognition, the Company measures a financial asset at fair value plus, in the case of a financial asset not recorded at fair value through the Statement of Profit or Loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Equity investments (other than investments in subsidiaries, associates and joint venture)

- All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

- If the Company decides to classify an equity instrument as FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.
- Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Investments in Subsidiaries, Associates & Joint Ventures:

Investments in subsidiaries, associates & joint ventures are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, associates and joint ventures the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

Subsequent remeasurement of the contingent consideration which represents a financial liability or asset, is recognized through Statement of profit and loss account.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e. removed from the Company's Statement of Assets and Liabilities) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, deposits and bank balance.
- Trade receivables - The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits, security like letters of credit, security deposit collected etc. and expectations about future cash flows.

ii. Financial liabilities

Classification

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

The Company classifies all financial liabilities as subsequently measured at amortized cost, except for financial liabilities at fair value through the Statement of Profit and Loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Initial recognition and measurement

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable and incremental transaction cost.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

The Company's financial liabilities include trade and other payables, acceptances, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Statement of Assets and Liabilities if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

K. Provisions, contingent liabilities and contingent assets

Provisions are recognized in accordance with Ind AS 37 – Provisions, Contingent liabilities and Commitments, when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The expenses relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement. If the projected obligation declines as a result of a change in the estimate, the provision is reversed by the corresponding amount and the resulting income recognized in the expenses in which the original charge was recognized.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognized as finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision disclosure is made.

A contingent asset is not recognized but disclosed in the standalone financial statements where an inflow of economic benefit is probable.

Commitments includes the amount of purchase order (net of advance) issued to counterparties for completion of assets.

Provisions, contingent assets, contingent liabilities and commitments are reviewed at each balance sheet date.

L. Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognizes right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The company recognizes the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the re-measurement in statement of profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

M. Impairment of non-financial assets

The carrying values of assets/cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amounts of the assets exceed the estimated recoverable amount, an impairment is recognized for such excess amount.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor that reflects current market assessments of the time value of money and the risk specific to the asset.

When there is indication that an impairment loss recognized for an asset (other than a revalued asset) in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets, such reversal is not recognized.

N. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

O. Government Grants

Grants are recognized when there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

When the grant relates to an asset, the cost of the asset is shown at gross value and grant thereon is treated as a deferred grant which is recognized as income in the Statement of Profit and Loss over the period and in proportion in which depreciation is charged.

Revenue grants are recognized in the Statement of Profit and Loss in the same period as the related cost which they are intended to compensate are accounted for.

P. Earnings Per Share ("EPS")

The basic Earnings Per Share ("EPS") is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit/(loss) after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Q. Biological assets

Biological assets are measured at fair value less costs to sell, with any change therein recognized in the Statement of Profit and Loss.

Note 2 : Property, plant and equipment

Particulars	Freehold Land (refer note 2.1)	Buildings (refer note 2.1)	Plant and Machinery	Furniture and Fixtures	Vehicles	Office & Other Equipment	Leasehold Improvements	Livestock used for R&D	Total
As at March 31, 2024									
Gross Block									
As at April 1, 2023	53.06	457.25	849.25	15.84	42.47	74.01	3.89	1.04	1,496.81
Additions	38.63	36.97	99.40	1.14	10.35	10.95	0.18	0.19	197.81
Disposals	-	(0.08)	(1.28)	(0.01)	(3.17)	(0.06)	(0.00)	(0.03)	(4.63)
As at March 31, 2024	91.69	494.14	947.37	16.97	49.65	84.90	4.07	1.20	1,689.99
Accumulated Depreciation									
As at April 1, 2023	-	89.34	345.73	8.78	20.80	29.35	2.63	0.26	496.89
Charge for the year	-	17.00	64.52	1.51	3.96	7.65	0.32	0.10	95.06
Disposals	-	(0.01)	(0.30)	(0.00)	(1.05)	(0.04)	(0.00)	(0.01)	(1.41)
As at March 31, 2024	-	106.33	409.95	10.29	23.71	36.96	2.95	0.35	590.54
Net Block as at March 31, 2024	91.69	387.81	537.42	6.68	25.94	47.94	1.12	0.85	1,099.45
As at March 31, 2023									
Gross Block									
As at April 1, 2022	53.42	412.28	770.31	14.55	36.81	53.49	3.89	0.49	1,345.24
Additions	0.10	49.04	80.08	1.29	10.11	20.73	-	0.59	161.94
Disposals	(0.46)	(4.07)	(1.14)	(0.00)	(4.45)	(0.21)	-	(0.04)	(10.37)
As at March 31, 2023	53.06	457.25	849.25	15.84	42.47	74.01	3.89	1.04	1,496.81
Accumulated Depreciation									
As at April 1, 2022	-	74.51	286.92	7.43	18.23	23.42	2.30	0.22	413.03
Charge for the year	-	15.04	59.46	1.35	3.77	6.09	0.33	0.05	86.09
Disposals	-	(0.21)	(0.65)	(0.00)	(1.20)	(0.16)	-	(0.01)	(2.23)
As at March 31, 2023	-	89.34	345.73	8.78	20.80	29.35	2.63	0.26	496.89
Net Block as at March 31, 2023	53.06	367.91	503.52	7.06	21.67	44.66	1.26	0.78	999.92

Note 2.1: Legal formalities relating to the transfer of title of immovable assets situated at Ariyalur & Varanavasi (as part of the merger of Cauvery Oil Palm Limited), are being complied with. Stamp duty payable thereon is not presently determinable.

(₹ in crore)

As at March 31, 2024		As at March 31, 2023				
Relevant line item in the Balance Sheet	Description of Property	Gross Carrying Value (₹ in Crore)	Title deeds in the name of	Whether the title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being in the name of the Company
Property, Plant and Equipment	Freehold Land	0.04	Cauvery Palm Oil Limited	No	April 2011	Received on merger of the erstwhile Companies. The Company is in the process of transferring the title and is pending for update in revenue records.
	Buildings	2.18	Gujarat Industrial Development Corporation (GIDC)	No	2014-15 & 2023-24	Company has received the allotment letter / restoration order from GIDC and Company is in the process of fulfilling the terms for registration.
Right-of-use assets	Land	12.05				
Property, Plant and Equipment	Freehold Land	0.04	Cauvery Palm Oil Limited	No	April 2011	Received on merger of the erstwhile Companies. The Company is in the process of transferring the title and is pending for update in revenue records.
	Buildings	2.18	Gujarat Industrial Development Corporation (GIDC)	No	2014-15 & 2015-16	Company has received the allotment letter from GIDC. Company is in the process of registration.
Right-of-use assets	Land	8.22				

Note 3 : Capital Work In Progress

(₹ in crore)	
Particulars	Amount
As at March 31, 2024	
Cost	
As at April 1, 2023	62.83
Additions during the year	97.87
Capitalised during the year	(140.86)
As at March 31, 2024	19.84
As at March 31, 2023	
As at April 1, 2022	62.25
Additions during the year	136.14
Capitalised during the year	(135.56)
As at March 31, 2023	62.83

Capital Work in progress (CWIP) ageing

As at March 31, 2024

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 - 2 years	2-3 years	More than 3 years	
Projects in progress	16.87	1.52	0.07	-	18.46
Projects temporarily suspended *	-	-	-	1.38	1.38
TOTAL	16.87	1.52	0.07	1.38	19.84

* Expected to be put to use by March 31, 2025.

As at March 31, 2023

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 - 2 years	2-3 years	More than 3 years	
Projects in progress	60.90	0.55	-	-	61.45
Projects temporarily suspended	-	-	-	1.38	1.38
TOTAL	60.90	0.55	-	1.38	62.83

Project execution plans are modulated basis capacity requirement assessment and all the projects are executed as per rolling annual plan.

Note 4 : Right of use Assets

(₹ in crore)

Particulars	Buildings	Land	Vehicles	Total
Cost				
As at April 1, 2023	120.72	39.97	20.89	181.58
Additions	15.38	8.61	3.32	27.31
Disposals	4.94	4.45	1.97	11.36
As at March 31, 2024	131.16	44.13	22.24	197.53
Accumulated depreciation and impairment				
As at April 1, 2023	27.58	3.14	11.71	42.44
Depreciation	17.82	0.48	4.95	23.25
Disposals	4.39	0.05	1.98	6.42
As at March 31, 2024	41.01	3.57	14.68	59.27
Carrying amounts				
As at April 1, 2023	93.14	36.83	9.18	139.14
As at March 31, 2024	90.15	40.56	7.56	138.26

Particulars	Buildings	Land	Vehicles	Total
Cost				
As at April 1, 2022	42.07	38.29	11.19	91.55
Additions	79.54	1.68	9.70	90.92
Disposals	0.89	-	-	0.89
As at March 31, 2023	120.72	39.97	20.89	181.58
Accumulated depreciation and impairment				
As at April 1, 2022	20.26	2.66	8.07	30.99
Depreciation	7.62	0.48	3.64	11.74
Disposals	0.30	-	-	0.30
As at March 31, 2023	27.58	3.14	11.71	42.43
Carrying amounts				
As at April 1, 2022	21.81	35.63	3.12	60.56
As at March 31, 2023	93.14	36.83	9.18	139.15

Breakdown of lease expenses

(₹ in crore)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Short-term lease expense	14.07	16.36
Total lease expense	14.07	16.36

Cash outflow on leases

(₹ in crore)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Repayment of lease liabilities (principal portion)	22.81	11.14
Interest on lease liabilities	6.14	3.29
Short-term lease expense	14.07	16.36
Total cash outflow on leases	43.02	30.79

Maturity analysis of lease liability

(₹ in crore)

Particulars	Total Lease Payable	Less than 1 year	1 and 5 years	Over 5 years	Weighted average effective interest rate %
March 31, 2024					
Lease liabilities	130.87	24.53	84.07	22.27	7.25% - 9%
March 31, 2023					
Lease liabilities	136.46	25.72	76.16	34.58	7.25% - 9%

Note 5 : Intangible Assets

(₹ in crore)

Particulars	Computer Software	Non-Compete Rights	Total
As at March 31, 2024			
Cost			
As at April 1, 2023	12.59	13.00	25.59
Additions	0.27	-	0.27
Disposals	-	-	-
As at March 31, 2024	12.86	13.00	25.86
Accumulated amortisation			
As at April 1, 2023	8.91	1.30	10.21
Charge for the year	1.01	1.30	2.31
Disposals	-	-	-
As at March 31, 2024	9.92	2.60	12.52
Net Block as at March 31, 2024	2.94	10.40	13.34
As at March 31, 2023			
Cost			
As at April 1, 2022	12.01	-	12.01
Additions	0.58	13.00	13.58
Disposals	-	-	-
As at March 31, 2023	12.59	13.00	25.59
Accumulated amortisation			
As at April 1, 2022	7.87	-	7.87
Charge for the year	1.04	1.30	2.34
Disposals	-	-	-
As at March 31, 2023	8.91	1.30	10.21
Net Block as at March 31, 2023	3.68	11.70	15.38

Note 5 (A): Intangible assets under development (IAUD)

(₹ in crore)

Particulars	Amount
As at March 31, 2024	
Cost	
As at April 1, 2023	0.18
Additions during the year	1.86
Capitalized during the year	(0.26)
As at March 31, 2024	1.78
As at March 31, 2023	
As at April 1, 2022	0.13
Additions during the year	0.40
Capitalized during the year	(0.35)
As at March 31, 2023	0.18

Intangible assets under development ageing (IAUD)**As at March 31, 2024**

(₹ in crore)

Particulars	Amount in IAUD for a period of				Total
	Less than 1 year	1 - 2 years	2-3 years	More than 3 years	
Projects in progress	1.77	0.01	-	-	1.78
Projects temporarily suspended	-	-	-	-	-
TOTAL	1.77	0.01	-	-	1.78

As at March 31, 2023

(₹ in crore)

Particulars	Amount in IAUD for a period of				Total
	Less than 1 year	1 - 2 years	2-3 years	More than 3 years	
Projects in progress	0.18	-	-	-	0.18
Projects temporarily suspended	-	-	-	-	-
TOTAL	0.18	-	-	-	0.18

Note 6 : Biological Assets other than bearer plants

A. Reconciliation of carrying amount

March 31, 2024

(₹ in Crore)

Particulars	Oil palm saplings	
	Qty.	Amount
Balance as at April 1, 2023	17,61,541	20.32
Add:		
Purchases	29,31,037	24.94
Production/ Cost of Development		12.53
Less:		
Sales / Disposals	(12,10,762)	(15.19)
Change in fair value less cost to sell:	-	2.41
Realised	-	(2.58)
Unrealised	-	4.99
Balance as at March 31, 2024	34,81,816	45.01

March 31, 2023

(₹ In Crore)

Particulars	Oil palm saplings	
	Qty.	Amount
Balance as at April 1, 2022	9,11,943	6.45
Add:		
Purchases	17,20,356	12.35
Production/ Cost of Development	-	6.83
Less:		
Sales/ Disposals	(8,70,758)	(9.22)
Change in fair value less cost to sell:	-	3.91
Realised	-	(0.19)
Unrealised	-	4.10
Balance as at March 31, 2023	17,61,541	20.32

The Company has operations in oil palm business whereby the Company purchases the saplings and sells the saplings once it has achieved the desired growth. During the year ended March 31, 2024, the Company purchased 29,31,037 (Previous year: 17,20,356) number of saplings, out of which 29,31,037 (Previous year: 17,20,356) were still under cultivation.

B. Measurement of Fair value

i. Fair Value hierarchy

The fair value measurements for oil palm saplings has been categorised as Level 3 fair values based on the inputs to valuation technique used.

ii. Level 3 Fair values

The following table shows a break down of the total gains / (losses) recognised in respect of Level 3 fair values-

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
Gain / (Loss) included in 'other operating revenue'	2.41	3.91
Change in fair value - (realised)	(2.58)	(0.19)
Change in fair value - unrealised	4.99	4.10

iii. Valuation techniques and significant unobservable inputs

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Oil Palm Saplings - it comprises the stock under cultivation	Cost approach and percentage completion method	Estimated cost of completing the stock under cultivation - ₹106.90 to ₹137.19 per sapling (Previous year ₹ 95.06 to ₹128.59)	The estimated fair valuation would increase/(decrease) if - Estimated cost to complete was lower (higher)

C. Risk Management strategies related to agricultural activities

The Company is exposed to the following risks relating to its Oil Palm business.

i. Regulatory and environmental risks

The Company is subject to laws and regulations in the country in which it operates. It has established various environmental policies and procedures aimed at compliance with the local environmental and other laws.

ii. Supply and demand risks

The Company is exposed to risks arising from fluctuations in the price and sales volume of plants. When possible, the Company manages this risk by aligning its harvest volume to market supply and demand. Management performs regular industry trend analysis for projected harvest volumes and pricing.

iii. Climate and other risks

The Company's Oil Palm business is exposed to the risk of damage from climatic changes, diseases, forest fires and other natural forces. The Company has extensive processes in place aimed at monitoring and mitigating those risks, including regular plantation health surveys and industry pest and disease surveys.

A reasonably possible change of 10% in estimated cost of completing the stock under cultivation at the reporting date would have increased (decreased) profit or loss by the amounts shown below.

(₹ in crore)

Particulars	Profit or (loss) for the year ended March 31, 2024		Profit or (loss) for the year ended March 31, 2023	
	10% increase	10% decrease	10% increase	10% decrease
	Variable cost	(0.73)	0.77	(0.48)
Cash flow sensitivity (net)	(0.73)	0.77	(0.48)	0.51

Note 7 : Investments

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
A. Investments in Subsidiaries, Associate and Joint Ventures		
a) Investment in equity of subsidiaries		
i Quoted		
Astec LifeSciences Limited	373.89	373.89
1,26,99,054 (Previous year 1,26,99,054) Equity shares of ₹10/- each. {Nil (Previous year 2,95,038 shares acquired)}		
ii Unquoted		
i Godvet Agrochem Limited	9.95	9.95
99,50,000 (Previous year 99,50,000) Equity Shares of ₹ 10/- each.		
ii Creamline Dairy Products Limited.	162.07	162.07
58,79,008 (Previous year 58,79,008) equity shares of ₹10/- each.		
iii Godrej Tyson Foods Limited	72.94	72.94
101,439 (Previous year 1,01,439) Equity Shares of ₹10/- each.		
iv Godrej Cattle Genetics Private Limited (Formerly known as Godrej Maximilk Private Limited)		
36,80,831 (Previous year 29,43,368) Equity shares of ₹ 10 each. {7,37,463 equity shares (Previous year 5,88,236 shares subscribed/ acquired during the year)}	111.03	86.03
b) Investment in equity of joint ventures (Unquoted)		
i ACI Godrej Agrovet Private Limited, Dhaka, Bangladesh.	12.58	12.58
1,850,000 (Previous year 18,50,000) Equity Shares of ₹ 100/- each.		
ii Omnivore India Capital Trust	15.05	20.72
Less: Provision for diminution in the value of investment	(2.25)	-
	12.80	20.72
Total (A)	755.26	738.18
B. Investment in equity instruments		
i. Quoted at FVOCI		
i. KSE Limited	16.63	16.97
1,03,750 (Previous Year 1,03,750) Equity Shares of ₹ 10/- each [Nil (Previous year acquired 13,850 shares and sold 651 shares)]		
ii. Unquoted at FVTPL		
(a) Investment in Co-operative Society	0.00	0.00
(b) Investment in Other Corporates	0.00	0.00
Total (B)	16.63	16.97
TOTAL	771.89	755.15

Note 7.1: Other disclosures

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
Aggregate amount of quoted investment	390.52	390.86
Market value of quoted investment	1,379.58	1,809.31
Aggregate amount of unquoted investments	381.37	364.29
Aggregate amount of diminution in the value of investments	(2.25)	-

Note 7.2:

(₹ in crore)

Particulars		As at March 31, 2024	As at March 31, 2023
Name of subsidiaries, associate and joint ventures -	Place of business	% of holding	% of holding
1. Godvet Agrochem Limited	Mumbai	100.00	100.00
2. Astec LifeSciences Limited	Mumbai	64.77	64.77
3. Creamline Dairy Products Limited	Hyderabad	51.91	51.91
4. ACI Godrej Agrovvet Private Limited	Dhaka, Bangladesh	50.00	50.00
5. Godrej Tyson Foods Limited	Mumbai	51.00	51.00
6. Al Rahaba International Trading Limited Liability (Struck off w.e.f. 18 April, 2023) (Refer note no. 51)	Abu Dhabi, UAE.	-	24.00
7. Godrej Cattle Genetics Private Limited (Formerly known as Godrej Maxximilk Private Limited)	Mumbai	100.00	100.00

Investment in units of Omnivore India Capital Trust, a venture capital organisation, is considered as a joint venture as the Company participates in the key activities jointly with the Investment Manager.

Note 8 : Non Current Loans (Refer Note 42.2)

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good (unless otherwise stated)		
1. Loans and advances to related parties (refer note 58)	100.00	50.00
2. Loan to employees	0.32	0.31
3. Other loans and advances	62.45	63.99
TOTAL	162.77	114.30

Type of Borrower	March 31, 2024		March 31, 2023	
	Amount of loan or advances	% of Non Current loans and advances	Amount of loan or advances	% of Non Current loans and advances
Loan to Promoters	-	0%	-	0%
Loan to Directors	-	0%	-	0%
Loan to KMPs	-	0%	-	0%
Loan to Related Parties	100.00	61%	50.00	44%
TOTAL	100.00	61%	50.00	44%

Note 9 : Other non-current financial assets

		(₹ in crore)	
Particulars	As at March 31, 2024	As at March 31, 2023	
1. Claims receivable	1.46	1.46	
2. Security deposits			
i. Considered good	29.66	31.62	
ii. Considered doubtful	0.23	0.23	
Less : Allowance for bad and doubtful deposits	(0.23)	(0.23)	
Security Deposits (net)	29.66	31.62	
3. Other Receivables (includes interest receivable on loan)	-	3.38	
4. Bank Deposit with original maturity of more than 12 months (refer note 9.1)	0.23	0.33	
TOTAL	31.35	36.79	

Note 9.1: Fixed Deposits of ₹ 0.23 crore (Previous year ₹0.33 crore) are pledged with government authorities.

Note 10 : Other non-current assets

		(₹ in crore)	
Particulars	As at March 31, 2024	As at March 31, 2023	
1. Capital advances (Refer note no 58)	6.62	9.44	
2. Balance with government authorities	3.17	4.33	
3. Others			
i) Considered good	13.21	13.84	
ii) Considered doubtful	0.19	0.19	
Less : Allowance for doubtful advances	(0.19)	(0.19)	
	13.21	13.84	
TOTAL	23.00	27.61	

Note 11 : Inventories

		(₹ in crore)	
Particulars	As at March 31, 2024	As at March 31, 2023	
(Valued at lower of cost and net realizable value)			
1. Raw materials	729.66	647.25	
2. Raw Materials in Transit	42.50	22.01	
3. Work in Progress	7.49	8.76	
4. Project in progress	3.39	3.39	
5. Finished goods	117.74	109.94	
6. Stock-in-Trade	30.75	43.63	
7. Stores and Spares	42.75	36.34	
TOTAL	974.28	871.32	

Note 11.1 : The write-down of inventories to net realisable value during the year amounted to ₹ 7.98 crore (31 March 2023 : ₹ 1.22 crore). The write-downs/ provisions are included in cost of materials consumed.

Note 12 : Current Investments

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
a) Investment in equity of associates (Unquoted) (refer note. 7.2)		
Al Rahaba International Trading Limited Liability Company, Abu Dhabi, UAE.	-	0.04
24 (previous year 24) Equity Shares of AED. 1,500/- each.		
TOTAL	-	0.04

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
Aggregate amount of quoted investment	-	-
Market value of quoted investment	-	-
Aggregate amount of unquoted investments	-	0.04
Aggregate amount of impairment in value of investments	-	-

Note 13 : Trade Receivables (refer note 42.2)

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
i. Secured and considered good (refer note 13.1)	81.51	76.66
ii. Unsecured and considered good	267.22	387.35
iii. Credit impaired	29.37	32.32
Less : Loss allowance	(31.23)	(32.32)
TOTAL	346.87	464.01

Trade receivables ageing schedule

(₹ in crore)

As at March 31, 2024	Not due	Outstanding for following periods from due date of payment					Total
		< 6 months	6 months to 1 year	1 - 2 years	2 - 3 years	more than 3 years	
Undisputed Trade Receivables – considered good	171.42	151.35	20.15	3.18	0.10	2.07	348.27
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	0.73	8.07	12.23	0.87	1.04	22.94
Disputed Trade Receivables – considered good	-	0.18	0.06	0.15	-	0.07	0.46
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivable – credit impaired	-	-	-	4.26	0.39	1.78	6.43
TOTAL	171.42	152.26	28.28	19.82	1.36	4.96	378.10

(₹ in crore)

As at March 31, 2023	Not due	Outstanding for following periods from due date of payment					Total
		< 6 months	6 months to 1 year	1 - 2 years	2 - 3 years	more than 3 years	
Undisputed Trade Receivables – considered good	304.47	82.19	46.38	22.58	3.35	2.06	461.03
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	-	-	26.11	0.11	0.89	27.11
Disputed Trade Receivables – considered good	-	0.14	0.02	2.82	-	-	2.98
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivable – credit impaired	-	-	-	3.71	0.21	1.29	5.21
TOTAL	304.47	82.33	46.40	55.22	3.67	4.24	496.33

Note 13.1: Secured by Security Deposits collected from customers or Bank Guarantees held against them.

Note 14 : Cash and cash equivalents

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
1. Cash in hand	0.16	0.14
2. Cheques, Drafts on hand	2.86	2.79
3. Balances with banks:		
(a) Current Accounts	34.29	9.29
(b) Saving bank account of company's ESOP Trust	0.05	0.04
TOTAL	37.36	12.26

Note 15 : Bank Balances Other Than Cash and Cash Equivalents

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
1. Fixed Deposits - maturity more than 3 months and less than 12 months	0.10	0.10
2. Unclaimed dividend Account	0.21	0.16
TOTAL	0.31	0.26

Note 16 : Current Loans

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, Considered Good, Unless Otherwise Stated		
1. Loans and advances to related parties (refer note 58)	0.62	25.62
2. Loans and Advances		-
(a) Loans and advances to employees	-	0.12
(b) Other Loans and advances		
i. Unsecured and considered good	14.81	3.47
ii. Credit impaired	0.13	0.13
Less : Loss allowance	(0.13)	(0.13)
TOTAL	15.43	29.21

Type of Borrower	March 31, 2024		March 31, 2023	
	Amount of loan or advances	% of Current loans and advances	Amount of loan or advances	% of Current loans and advances
Loan to Promoters	-	0%	-	0%
Loan to Directors	-	0%	-	0%
Loan to KMPs	-	0%	-	0%
Loan to Related Parties	0.62	4%	25.62	88%
TOTAL	0.62	4%	25.62	88%

Note 17 : Other current financial assets

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
1. Interest accrued on Bank Fixed Deposit	0.02	0.00
2. Interest Accrued on Loans	2.16	0.00
3. Interest Accrued on other Deposits	0.02	0.02
4. Security deposits	4.47	5.40
5. Other Receivables (includes non-trade receivables)	43.62	61.26
6. Derivative assets	0.01	-
TOTAL	50.30	66.68

Note 18 : Other current assets

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
1. Advances to suppliers	43.28	37.03
2. Balance with government authorities	41.70	22.97
3. Right of recoveries against expected sales return	33.14	49.98
4. Prepaid Expenses	14.30	11.32
TOTAL	132.42	121.30

Note 19 : Share Capital

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
1 Authorised :		
a) 22,49,94,000 (Previous year 22,49,94,000) Equity shares of the par value of ₹ 10 each	224.99	224.99
b) 6,000 (Previous year 6,000) Preference shares of the par value of ₹ 10 each	0.01	0.01
TOTAL	225.00	225.00
2 Issued, Subscribed and Paid-up:		
19,22,10,862 (Previous year 19,21,60,890) Equity shares of ₹ 10 each fully paid up.	192.21	192.16
TOTAL	192.21	192.16

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	₹ in crore	No. of shares	₹ in crore
3 Reconciliation of number of shares outstanding at the beginning and end of the year :				
Equity shares :				
Outstanding at the beginning of the year	19,21,60,890	192.16	19,21,12,960	192.11
Shares issued during the year (refer note 41)	49,972	0.05	47,930	0.05
Outstanding at the end of the year	19,22,10,862	192.21	19,21,60,890	192.16

4 Rights, preferences and restrictions attached to

Equity Shares: The Company has one class of Equity shares having a par value of ₹ 10 per share. Each Share holder is eligible for one vote per share held. All Equity Shareholders are eligible to receive dividends in proportion to their shareholdings. The dividends proposed by the Board of Directors are subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their share holding.

5 Shareholders holding more than 5% shares in the company is set out below:

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	%	No. of shares	%
a) Equity shares				
1. Godrej Industries Limited - Holding Company	12,47,14,957	64.88%	12,47,14,957	64.90%
2. V-Sciences Investments Pte Ltd	1,49,48,107	7.78%	1,56,66,455	8.15%

6 The company has 1,07,549 (previous year 105,504) equity shares reserved for issue under Employee Stock Option Grant Scheme as at 31 March 2024. (As detailed in Note no 41)

7 Details of shares held by promoters

Annexure A:- Details of shares held by promoters

Sr. No.	Promoter Name	As at March 31, 2024			As at March 31, 2023		
		No of Shares	% of Total Shares	% change	No of Shares	% of Total Shares	% change
1	Godrej Industries Limited	12,47,14,957	64.88%	0.0%	12,47,14,957	64.90%	3.9%
2	Nadir Barjorji Godrej	102	0.00%	0.0%	102	0.00%	0.0%
3	Adi Barjorji Godrej	5,096	0.00%	0.0%	5,096	0.00%	0.0%
4	Rishad Kaikhushru Naoroji & Others (Partners Of Rkn Enterprises)	41,46,156	2.16%	0.0%	41,46,156	2.16%	0.0%
5	Smita Godrej Crishna, Freyan Crishna Bieri, Nyrika Holkar (Trustees Of Fvc Family Trust)	20,73,027	1.08%	0.0%	20,73,027	1.08%	0.0%
6	Smita Godrej Crishna, Freyan Crishna Bieri, Nyrika Holkar (Trustees Of Nvc Family Trust)	20,73,027	1.08%	0.0%	20,73,027	1.08%	0.0%
7	Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Navroze Lineage Trust)	20,73,000	1.08%	0.0%	20,73,000	1.08%	0.0%
8	Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Raika Lineage Trust)	20,73,070	1.08%	0.0%	20,73,070	1.08%	0.0%
9	Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Hng Family Trust)	8,61,001	0.45%	0.0%	8,61,001	0.45%	0.0%
10	Nisaba Godrej & Pirojsha Godrej (Trustees Of Ng Family Trust)	8,61,001	0.45%	0.0%	8,61,001	0.45%	0.0%
11	Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Bng Family Trust)	8,61,001	0.45%	0.0%	8,61,001	0.45%	0.0%
12	Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Sng Family Trust)	8,61,001	0.45%	0.0%	8,61,001	0.45%	0.0%

Annexure A:- Details of shares held by promoters

Sr. No.	Promoter Name	As at March 31, 2024			As at March 31, 2023		
		No of Shares	% of Total Shares	% change	No of Shares	% of Total Shares	% change
13	Tanya Dubash And Pirojsha Godrej (Trustees Of Tad Family Trust)	6,00,151	0.31%	-7.0%	6,45,151	0.34%	-15.9%
14	Pirojsha Adi Godrej	4,14,034	0.22%	0.0%	4,14,034	0.22%	0.0%
15	Karla Bookman	1,87,000	0.10%	0.0%	1,87,000	0.10%	0.0%
16	Sasha Godrej	1,86,000	0.10%	0.0%	1,86,000	0.10%	0.0%
17	Lana Godrej	74,000	0.04%	0.0%	74,000	0.04%	0.0%
18	Tanya Arvind Dubash	2,60,884	0.14%	20.8%	2,15,884	0.11%	129.9%
19	Nisaba Godrej	34	0.00%	0.0%	34	0.00%	0.0%
20	Raika Jamshyd Godrej	5	0.00%	0.0%	5	0.00%	0.0%
21	Nyrika Holkar	51	0.00%	0.0%	51	0.00%	0.0%
22	Navroze Jamshyd Godrej	78	0.00%	0.0%	78	0.00%	0.0%
23	Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of The Raika Godrej Family Trust)	3	0.00%	0.0%	3	0.00%	0.0%
24	Pirojsha Godrej And Nisaba Godrej (Trustees Of Pg Family Trust)	1	0.00%	0.0%	1	0.00%	0.0%
25	Adi Godrej, Tanya Dubash, Nisaba Godrej, Pirojsha Godrej (Trustees Of Abg Family Trust)	1	0.00%	0.0%	1	0.00%	0.0%
26	Tanya Dubash And Pirojsha Godrej (Trustees Of Tad Children Trust)	1	0.00%	0.0%	1	0.00%	0.0%
27	Nisaba Godrej & Pirojsha Godrej (Trustees Of Ng Children Trust)	1	0.00%	0.0%	1	0.00%	0.0%
28	Pirojsha Godrej And Nisaba Godrej (Trustees Of Pg Children Trust)	1	0.00%	0.0%	1	0.00%	0.0%
29	Pirojsha Godrej And Nisaba Godrej (Trustees Of Pg Lineage Trust)	1	0.00%	0.0%	1	0.00%	0.0%
30	Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Nbg Family Trust)	1	0.00%	0.0%	1	0.00%	0.0%
31	Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Rng Family Trust)	1	0.00%	0.0%	1	0.00%	0.0%
32	Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Bng Successor Trust)	1	0.00%	0.0%	1	0.00%	0.0%
33	Nadir Godrej, Hormazd Godrej & Burjis Godrej (Trustees Of Bng Lineage Trust)	1	0.00%	0.0%	1	0.00%	0.0%
34	Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Sng Successor Trust)	1	0.00%	0.0%	1	0.00%	0.0%
35	Nadir Godrej, Hormazd Godrej & Sohrab Godrej (Trustees Of Sng Lineage Trust)	1	0.00%	0.0%	1	0.00%	0.0%
36	Smita Godrej Crishna, Freyan Crishna Bieri & Nyrika Holkar (Trustees Of Nvc Children Trust)	1	0.00%	0.0%	1	0.00%	0.0%
37	S.G. Crishna, V.M. Crishna, F.C. Bieri & Nyrika Holkar (Sgc Family Trust)	1	0.00%	0.0%	1	0.00%	0.0%
38	S.G. Crishna, V.M. Crishna, F.C. Bieri & Nyrika Holkar (Vmc Family Trust)	1	0.00%	0.0%	1	0.00%	0.0%
39	Smita Godrej Crishna, Freyan Crishna Bieri & Nyrika Holkar (Trustees Of Fvc Children Trust)	1	0.00%	0.0%	1	0.00%	0.0%
40	Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Jng Family Trust)	1	0.00%	0.0%	1	0.00%	0.0%
41	Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Pjg Family Trust)	1	0.00%	0.0%	1	0.00%	0.0%
42	Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Njg Family Trust)	1	0.00%	0.0%	1	0.00%	0.0%
43	Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Rjg Family Trust)	1	0.00%	0.0%	1	0.00%	0.0%
44	Freyan Crishna Bieri	51	0.00%	0.0%	51	0.00%	0.0%

Note 20 : Other Equity

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
1. Retained Earnings	1,611.85	1,437.64
2. General Reserve	15.55	15.55
3. Employee Stock Grants Outstanding.	4.22	3.71
4. Securities Premium	435.34	432.94
TOTAL	2,066.96	1,889.84

General reserve

General reserve is a free reserve which is created by transferring fund from retained earnings to meet future obligations and purposes.

Employee Stock Grants Outstanding

The employee stock grants outstanding account is used to recognise grant date fair value of options issued to employees under the Company's stock grant plan.

Securities Premium

Securities Premium is used to record the premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Note 21 : Non current- Borrowings

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured		
Term Loans from banks (refer note 21.1 and note 21.2)	8.13	3.09
TOTAL	8.13	3.09

Note 21.1 : Term loans from banks of ₹ 3.09 crore (previous year ₹ 5.15 crore) including current maturity of ₹ 2.06 crore (Previous year ₹ 2.06 crore) carries interest rates of Repo rate + 2.30% (Previous year Repo rate +2.30%). These loans (including current maturities) are repayable in 6 equal quarterly installments amounting to ₹0.52 crores from the date of the Financial Statements.

Note 21.2 : Term loans from banks of ₹ 8.39 crore (previous year NIL) including current maturity of ₹ 1.29 crore (Previous year NIL) carries interest rates of 7.70 % p.a link to 1 month Bill (previous year Nil) . These loans (including current maturities) are repayable in 26 equal quarterly installments amounting to ₹0.32 crores from the date of the Financial Statements.

Note 22 : Other Non-Current Financial Liabilities

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
1. Employee benefits payable	19.50	15.50
TOTAL	19.50	15.50

Note 23 : Non-Current Provisions

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for employee benefits :		
- Provision for compensated absences (refer note 40)	3.32	2.47
TOTAL	3.32	2.47

Note 24 : Other non-current liabilities

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred grant	9.36	9.81
TOTAL	9.36	9.81

Note 25 : Current borrowings

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
Secured		
a) Working Capital Demand Loans from Banks (refer note 25.1)	-	45.00
Unsecured		
a) Commercial paper (refer note 25.2)	506.02	619.07
b) Cash credit (refer note 25.3)	-	0.80
c) Working Capital Demand Loans from Banks (refer note 25.4)	69.41	64.52
d) Current maturities of long term Borrowings (refer note 21.1 and note 21.2)	3.35	2.07
TOTAL	578.78	731.46

Note 25.1 : The working capital demand Loan from bank has been repaid during the current year, carrying interest rate of 7.45% and was secured against inventories and receivables.

Note 25.2 : Commercial Paper carries interest rate of 7.80% to 8.00% (Previous year 7.37% to 7.70%) and are repayable within the next 3 months from the date of the Standalone financial statements.

Note 25.3 : Cash Credit from Banks is repayable on demand and carries interest rate of Nil (Previous year 8.95%).

Note 25.4 : Working Capital Loans from Banks are at an Interest Rate T Bill + 1.00% to 1.17% p.a. (Previous Year 7.85%, T Bill rate and Repo Rate + 150 bps). These loans are repayable within the next 1 month from the data of the Standalone financial statements.

Note 26 : Current -Trade Payables

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
1. Trade Payables		
a) Due to micro enterprises and small enterprises (refer note 26.1)	23.03	14.35
b) Other than micro enterprises and small enterprises	425.46	430.96
2. Acceptances	-	1.07
TOTAL	448.49	446.38

Additional disclosure related to Micro Enterprises and Small Enterprises

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
A. Principal amount remaining unpaid	23.03	14.35
B. Interest due thereon	-	-
C. Interest paid by the company in term of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the suppliers beyond the appointed day during the year	-	-
D. Interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-	-
E. Interest accrued and remaining unpaid	0.13	0.13
F. Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-	-

Note 26.1: Micro enterprise and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) have been identified by the Company on the basis of the information available with the Company and the auditors have relied on the same.

Trade payables ageing

(₹ in crore)

As at March 31, 2024	Accrued Expenses	Outstanding for following periods					Total
		Not due	Less than 1 year	1 - 2 years	2 - 3 years	more than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	20.67	2.29	0.05	0.01	0.00	23.03
Total outstanding dues of creditors other than micro enterprises and small enterprises	48.87	329.72	35.43	7.23	3.75	0.47	425.46
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Total	48.87	350.39	37.72	7.28	3.76	0.47	448.49

(₹ in crore)

As at March 31, 2023	Accrued Expenses	Outstanding for following periods				Total
		Not due & Less than 1 year	1 - 2 years	2 - 3 years	more than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	14.35	-	-	-	14.35
Total outstanding dues of creditors other than micro enterprises and small enterprises	30.44	394.46	3.64	2.31	1.18	432.03
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Total	30.44	408.81	3.64	2.31	1.18	446.38

Note 27 : Other financial liabilities

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
1. Liabilities towards beneficiaries of Company's ESOP Trust	0.07	0.06
2. Security Deposit	92.25	84.45
3. Capital Creditors	25.22	30.83
4. Derivative liability	-	0.36
5. Others (includes accrual for bonus, etc.)	49.32	20.81
6. Unclaimed Dividend	0.21	0.16
TOTAL	167.07	136.67

There are no amounts due to be credited to Investor Education and Protection Fund in accordance with Section 125 (2) (c) of the Companies Act, 2013 as at the year end.

Note 28 : Other current liabilities

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
1. Advances from Customers	135.54	64.79
2. Statutory Liabilities	26.45	13.84
3. Deferred Grants	0.48	0.53
TOTAL	162.47	79.16

Note 29 : Current Provisions

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
1. Provision for employee benefits		
- Provision for compensated absences (refer note 40)	0.42	0.34
- Provision for gratuity (refer note 40)	2.89	4.74
2. Provision for sales return (refer note. 29.1 and 29.2)	60.40	75.43
TOTAL	63.71	80.51

Note. 29.1 Movement of provision for sales return

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	75.43	120.38
Add: Provision created during the year	116.17	179.68
Less : Utilised during the year	131.20	224.63
Closing Balance	60.40	75.43

Note. 29.2 : The Company makes a provision on estimated sales return based on historical experience. The sales returns are generally expected within a year.

Note 30 : Revenue from operations

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of products (refer note 30.1)		
1. Sale of products	7,006.87	6,813.28
2. Sale of by products/ miscellaneous products	53.21	51.25
	7,060.08	6,864.53
Other operating revenue		
1. Rebates/Incentives from Government	17.74	7.60
2. Processing Income	7.56	6.07
3. Fair value of Biological Assets (refer note 6)	2.41	3.91
4. Sales of Real Estate project (refer note 50)	-	2.33
	27.71	19.91
TOTAL	7,087.79	6,884.44

Note 30.1:

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
1 Reconciliation of revenue from contract with customers		
Revenue from contract with customer as per the contract price*	7,374.60	7,081.14
Adjustments made to contract price on account of :-		
a) Discounts/Incentives	(314.52)	(216.61)
	7,060.08	6,864.53
2 Disaggregation of revenue		
Animal Feed	5,000.08	4,950.62
Vegetable Oil	1,216.88	1,293.68
Crop Protection	797.72	588.34
Other Business	45.40	31.89
	7,060.08	6,864.53
3 Geographical disaggregation		
Sales in India	7,059.51	6,860.24
Sales outside India	0.57	4.29
	7,060.08	6,864.53
* Refer note no.29.1 for Movement of provision for sales return		
4 Reconciliation of revenue recognised from contract liability (Advance from customers)		
Contract liabilities	135.54	64.79

The amount of INR 60.75 cr included in contract liabilities at 31 March 2023 has been recognised as revenue during the year ended 31 March 2024 (31 March 2023 : INR 48.17 cr).

Note 31 : Other Income

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
1 Interest income		
Instruments measured at amortised cost		
Interest on Deposits/ Loans	15.03	9.69
2 Dividend income		
(i) Dividend received from Joint Venture Company	32.80	22.08
(ii) Dividend received from Subsidiary Company	1.90	1.86
(iii) Dividend from Others	0.21	0.18
3. Profit/loss on sale of Property, plant and equipment (net)	-	70.42
4. Profit on sale of Investments (net)	2.73	5.98
5. Claims recovered	1.26	1.19
6. Liabilities no longer required written back	1.67	0.39
7. Royalty & Technical Knowhow	11.59	5.92
8. Other Miscellaneous Income	8.33	11.15
9. Grant amortization	1.07	0.84
TOTAL	76.59	129.70

Note 32 : Cost of materials consumed

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Material at the Commencement of the year	669.26	797.39
b) Add : Purchases / Change in Project-in-progress (refer note 49)	5,646.56	5,340.47
	6,315.82	6,137.86
c) Less: Material at the end of the year	772.16	669.26
TOTAL	5,543.66	5,468.60

Note 33 : Purchase of stock-in-trade

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Agri Inputs	97.91	136.17
TOTAL	97.91	136.17

Note 34 : Changes In Inventories of Finished Goods, Work In Progress, Stock under cultivation and Stock-In-Trade

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
1 Stocks at the Commencement of the year		
a) Finished Goods	109.94	120.15
b) Work In Progress	8.76	4.84
c) Stock under cultivation	20.32	6.45
d) Stock-in-Trade	43.63	87.38
Total Stock at the commencement of the year	182.65	218.82
2 Less : Stocks at the end of the year		
a) Finished Goods	117.74	109.94
b) Work In Progress	7.49	8.76
c) Stock under cultivation	45.01	20.32
d) Stock-in-Trade	30.75	43.63
Total Stock at the end of the year	200.99	182.65
Change in the stock of Finished Goods, Work In Progress, Stock under cultivation, Stock in Trade	(18.34)	36.17

Note 35 : Employee benefits expense

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
1. Salaries, Wages, Bonus and Allowances	274.25	225.84
2. Contribution to Provident, Gratuity and Other Funds (refer note 40)	16.90	15.20
3. Expense on Employee Stock grant scheme (refer note 41)	2.92	2.71
4. Staff Welfare Expenses	26.48	22.91
TOTAL	320.55	266.66

Note 36 : Finance Costs

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
1. Interest Expense		
i. Paid towards financial liabilities measured at amortised cost	52.30	55.21
ii. On Lease liability	6.14	3.29
iii. Others	3.63	4.14
2. Other Borrowing Costs	0.93	1.01
TOTAL	63.00	63.65

Note 37 : Depreciation and amortisation Expenses

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
1. Depreciation (refer note 2)	95.06	86.09
2. Amortisation (refer note 5)	2.31	2.34
3. Amortisation of Right of use assets (refer note 4)	23.25	11.74
TOTAL	120.62	100.17

Note 38 : Other Expenses

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
1. Stores and Spares consumed	27.28	25.83
2. Power and Fuel	89.46	80.01
3. Processing and Other Manufacturing Charges	130.73	126.49
4. Rent	14.07	16.36
5. Rates and Taxes	3.03	3.40
6. Repairs and Maintenance		
a) Machinery	13.71	12.90
b) Buildings	1.58	1.30
c) Other assets	4.33	2.00
7. Insurance	4.31	3.99
8. Payment to auditors (refer note 38.1)	0.85	0.90
9. Freight	63.30	73.03
10. Advertisement, Selling and Distribution Expenses	56.41	46.10
11. Bad Debts/Advances Written Off	26.57	34.68
12. Allowances for Doubtful Debts and Advances	(1.09)	(5.30)
13. Loss on sale of Property, plant and equipment (net)	2.37	-
14. Provision for diminution of investment	2.25	-
15. Research Expenses	3.93	5.73
16. Net loss on foreign currency transactions and translation	1.17	3.58
17. Corporate Social Responsibility (refer note 48)	7.96	8.10
18. Miscellaneous Expenses	115.26	114.86
TOTAL	567.48	553.96

Note 38.1: Payment to auditors

a) Audit Fees (including limited reviews)	0.80	0.83
b) Other matters	0.01	0.01
c) Reimbursement of Expenses	0.04	0.06

Note 39 : Earnings per share

Calculation of weighted average number of equity shares - Basic and Diluted

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
1 Calculation of weighted average number of equity shares - Basic		
Number of equity shares at the beginning of the year	19,21,60,890	19,21,12,960
Equity shares issued during the year	49,972	47,930
Number of equity shares outstanding at the end of the year	19,22,10,862	19,21,60,890
Weighted average number of equity shares outstanding during the year	19,22,04,919	19,21,54,441
2 Calculation of weighted average number of equity shares - Diluted		
Weighted average equity shares - Basic	19,22,04,919	19,21,54,441
Effect of Share grants (refer note 39.1)	70,978	68,901
Revised number of potential equity shares outstanding at the end of the year	19,22,75,897	19,22,23,342
Weighted average number of potential equity shares outstanding during the year	19,22,75,897	19,22,23,342
3 Profit attributable to ordinary shareholders (Basic/diluted)		
Profit for the year, attributable to the owners of the Company (₹ in crore)	357.12	303.64
Profit for the year, attributable to ordinary shareholders (₹ in crore)	357.12	303.64
4 Basic Earnings per share (₹)	18.58	15.80
5 Diluted Earnings per share (₹)	18.57	15.80
6 Nominal Value of Shares (₹)	10	10

Note 39.1

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

Note 40 : Employee benefits

The Company contributes to the following post-employment plans in India.

Defined Contribution Plans:

The Company's contributions paid/payable to Regional Provident Fund at certain locations, Superannuation Fund, Employees State Insurance Scheme, Employees Pension Schemes, 1995 and other funds, are determined under the relevant approved schemes and/or statutes and are recognised as expense in the Standalone Statement of Profit and Loss during the year in which the employee renders the related service. There are no further obligations other than the contributions payable to the approved trusts/appropriate authorities.

The Company recognised ₹ 12.41 crore for the year ended March 31, 2024 (Previous Year ₹ 11.01 crore) towards provident fund contribution, ₹ 0.28 crore for the year ended March 31, 2024 (Previous Year ₹ 0.37 crore) towards employees' state insurance contribution, ₹ 0.54 crore for the year ended March 31, 2024 (Previous Year ₹ 0.44 crore) towards National Pension Scheme and ₹ 0.40 crore for the year ended March 31, 2024 (Previous Year ₹ 0.45 crore) towards superannuation fund contribution in the Standalone Statement of Profit and Loss.

Defined Benefit Plan:**I. Provident Fund**

The Company manages the Provident Fund plan through a Provident Fund Trust for its employees which is permitted under The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and is actuarially valued. The plan envisages contribution by the employer and employees and guarantees interest at the rate notified by the Provident Fund authority. The contribution by employer and employee, together with interest, are payable at the time of separation from service or retirement, whichever is earlier.

The Company has an obligation to fund any shortfall on the yield of the trust's investments over the administered interest rates on an annual basis. These administered rates are determined annually predominantly considering the social rather than economic factors and the actual return earned by the Company has been higher in the past years. The actuary has provided a valuation for provident fund liabilities on the basis of guidance issued by Actuarial Society of India and based on the below provided assumptions there is shortfall of ₹1.06 core as at March 31, 2024, which has been recognised as expense in profit and loss under employee benefit expenses.

(₹ in crore)		
Particulars	March 31, 2024	March 31, 2023
Plan assets at period end, at fair value	217.18	194.88
Provident Fund Corpus / Obligation	218.24	194.59
Valuation assumptions under Deterministic Approach:		
Whilst In service Withdrawal	5.00%	5.00%
Rate of Discounting	7.20%	7.46%
Guaranteed Rate of Interest	8.25%	8.15%

II. Gratuity

In accordance with the provisions of the Payment of Gratuity Act, 1972, the Company has a defined benefit plan which provides for gratuity payments. The plan provides a lump sum gratuity payment to eligible employees at retirement or termination of their employment. The amounts are based on the respective employee's last drawn salary and the years of employment with the Company.

Liabilities in respect of the gratuity plan are determined by an actuarial valuation, based upon which the Company makes annual contributions to the Group Gratuity cum Life Assurance Schemes administered by the ICICI Prudential Life insurance, a funded defined benefit plan for qualifying employees. The Company has a Gratuity Trust and the Trustees administer the contributions made by the Company to the gratuity scheme.

The most recent actuarial valuation of the defined benefit obligation along with the fair valuation of the plan assets in relation to the gratuity scheme was carried out as at March 31, 2024. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation and the plan assets as at balance sheet date:

(₹ in crore)		
Particulars	March 31, 2024	March 31, 2023
Defined benefit obligation	(36.62)	(34.36)
Fair value of plan assets	33.73	29.62
Net defined benefit (obligation)	(2.89)	(4.74)

i. Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components

(₹ in crore)

Particulars	Defined Benefit Obligation		Fair value of plan assets		Net defined benefit (asset) liability	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Opening balance	34.36	32.78	29.62	28.75	4.74	4.03
Included in profit or loss						
Current service cost	2.46	2.32	-	-	2.46	2.32
Interest cost (income)	2.56	2.26	2.21	1.98	0.35	0.28
Liability Transferred In/ Acquisitions	0.08	0.75	0.08	0.75	-	-
Included in OCI						
Remeasurement loss (gain):						
Actuarial loss (gain) arising from:						
Demographic assumptions	(0.27)	0.18	-	-	(0.27)	0.18
Financial assumptions	0.51	(1.09)	-	-	0.51	(1.09)
Experience adjustment	1.11	1.96	-	-	1.11	1.96
Return on plan assets excluding interest income	-	-	1.27	(1.09)	(1.27)	1.09
	40.81	39.16	33.18	30.39	7.63	8.77
Other						
Contributions paid by the employer	-	-	4.74	4.03	(4.74)	(4.03)
Benefits paid	(4.19)	(4.80)	(4.19)	(4.80)	-	-
Closing balance	36.62	34.36	33.73	29.62	2.89	4.74

Represented by

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
Net defined benefit liability	2.89	4.74
	2.89	4.74

Amount recognised in other comprehensive income for the year

₹ in crore)

Particulars	March 31, 2024	March 31, 2023
Actuarial loss/(gain) on obligation for the period	1.35	1.06
Return on plan assets	(1.27)	1.09
Net expense/(income) for the year recognised in OCI	0.08	2.15

ii. Plan assets

Plan assets comprise the following:

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
Insurer managed fund (100%)	33.73	28.87
Cash & cash equivalents	-	0.75
TOTAL	33.73	29.62

iii. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

Particulars	March 31, 2024	March 31, 2023
Discount rate	7.20%	7.46%
Future salary growth	5.00%	5.00%
Weighted Average Duration of the Defined Benefit Obligation (in years)	7	7
Rate of employee turnover	For service 4 yrs. & Below 16.50 % p.a. & For service 5 yrs and above 6.40 % p.a.	For service 4 yrs. & Below 14.30 % p.a. & For service 5 yrs and above 7.00 % p.a.
Mortality rate	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2012-14) Urban

Assumptions regarding future mortality have been based on published statistics and mortality tables.

iv. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

(₹ in crore)

Particulars	March 31, 2024		March 31, 2023	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(1.90)	2.14	(1.78)	1.99
Future salary growth (1% movement)	2.16	(1.95)	2.02	(1.83)
Rate of employee turnover (1% movement)	0.29	(0.33)	0.31	(0.34)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting year.

v. Expected future cash flows

The expected future cash flows in respect of gratuity were as follows

(₹ in crore)

Expected future benefit payments	March 31, 2024	March 31, 2023
1st Following year	6.97	4.15
2nd Following year	2.83	5.46
3rd Following year	4.68	3.21
4th Following year	3.55	4.42
5th Following year	3.39	3.30
Thereafter	39.55	37.51

Other long-term employee benefits:

Compensated absences are payable to employees at the rate of daily basic salary for each day of accumulated leave on death or on resignation or upon retirement. The charge towards compensated absences for the year ended March 31, 2024 based on actuarial valuation using the projected accrued benefit method is ₹ 2.04 crore (previous year ₹ 1.00 crore).

Termination Benefits: All termination benefits including voluntary retirement compensation are fully written off to the Statement of Profit & Loss.

Incentive Plans: The Company has a scheme of Incentives to employees which is fully expensed in the Statement of Profit & Loss in the respective periods. The Scheme rewards its employees based on the achievement of key performance indicators and profitability, as prescribed in the scheme.

Note 41: Share-based payment arrangements:

Description of share-based payment arrangements

Employee stock grant scheme - equity settled

The Company had set up the Employees Stock Grant Scheme 2018 (ESGS) pursuant to the approval by the Shareholders by way of postal ballot, the result of which was declared on June 20, 2018.

The ESGS Scheme is effective from April 1, 2018, (the "Effective Date") and shall continue to be in force until (i) its termination by the Board or (ii) the date on which all of the shares to be vested under Employee Stock Grant Scheme 2018 have been vested in the Eligible Employees and all restrictions on such Stock Grants awarded under the terms of ESGS Scheme, if any, have lapsed, whichever is earlier.

The Scheme applies to the Eligible Employees who are in whole time employment of the Company or its Subsidiary Companies. The entitlement of each employee would be decided by the Nomination and Remuneration Committee of the respective Company based on the employee's performance, level, grade, etc.

The total number of Stock Grants to be awarded under the ESGS Scheme are restricted to 25,00,000 (Twenty five Lakhs) fully paid up equity shares of the Company. Not more than 5,00,000 (Five Lac) fully paid up equity shares or 1% of the issued equity share capital at the time of awarding the Stock Grant, whichever is lower, can be awarded to any one employee in any one year.

The Stock Grants shall vest in the Eligible Employees pursuant to the ESGS Scheme in the proportion of 1/3rd at the end of each year from the date on which the Stock Grants are awarded for a period of three consecutive years, or as may be determined by the Nomination and Remuneration Committee, subject to the condition that the Eligible Employee continues to be in employment of the Company or the Subsidiary company as the case may be.

The Eligible Employee shall exercise her / his right to acquire the shares vested in her / him all at one time within 1 month from the date on which the shares vested in her / him or such other period as may be determined by the Nomination and Remuneration Committee.

The Exercise Price of the shares has been fixed at ₹ 10 per share. The fair value of the employee share options has been measured using the Black-Scholes Option Pricing Model and charged to the Statement of Profit and Loss. The value of the options is treated as a part of employee compensation in the Standalone financial statements and is amortised over the vesting period.

The Company has provided ₹ 2.92 crore (Previous Year ₹ 2.70 crore) for all the eligible employees for current year.

Options outstanding at the end of year 1,07,549. The details of Grant is as follows :

- 14,037 options granted on May 7, 2021,
- 32,060 options granted on May 11, 2022,
- 59,299 options granted on May 9, 2023,
- 2,153 options granted on September 28, 2023.

Following table lists the average inputs to the model used for the plan for the year ended March 31, 2024 :

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Description of the Inputs used
Dividend yield %	2.15%	1.79%	Dividend yield of the options is based on recent dividend activity.
Expected volatility %	22% - 32%	37% - 42%	Expected volatility of the option is based on historical volatility, during a period equivalent to the option life, of the observed market prices of the Company's publicly traded equity shares.
Risk free Interest rate %	6.913% to 6.952%	5.47% to 6.783%	Risk-free interest rates are based on the government securities yield in effect at the time of the grant.
Expected life of share options	1 to 3 years	1 to 3 years	
Weighted Average Market price on date of granting the options	422.98	532.19	

The Status of the above plan is as under:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022	Weighted average Exercise Price (₹)
Options Outstanding at the Beginning of the Year	1,05,504	1,04,632	
Options Granted	74,994	63,933	
Options Vested	49,972	47,930	
Options Exercised	49,972	47,930	₹10.00
Options Lapsed / Forfeited	22,977	15,131	
Total Options Outstanding at the end of the year	1,07,549	1,05,504	

The weighted average exercise price of the options outstanding as on March 31, 2024 is ₹ 10/- (previous year ₹ 10/- per share)

Note 42: Financial instruments – Fair values and risk management

Note 42.1: Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹ in crore)

March 31, 2024	Carrying amount				Fair value			
	FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
I Non Current Financial Assets								
1. Investments	0.00	16.63	-	16.63	16.63	-	0.00	16.63
2. Loans and Advances	-	-	162.77	162.77	-	-	-	-
3. Others	-	-	31.35	31.35	-	-	-	-
II Current Financial Assets								
1. Trade and other receivables	-	-	346.87	346.87	-	-	-	-
2. Cash and cash equivalents	-	-	37.36	37.36	-	-	-	-
3. Other bank balances	-	-	0.31	0.31	-	-	-	-
4. Loans and Advances	-	-	15.43	15.43	-	-	-	-
5. Others	0.01	-	50.29	50.30	-	0.01	-	0.01
	0.01	16.63	644.38	661.02	16.63	0.01	0.00	16.64
Financial liabilities								
I Non Current Financial Liabilities								
1. Borrowings	-	-	8.13	8.13	-	-	-	-
2. Others	-	-	19.50	19.50	-	-	-	-
II Current Financial liabilities								
1. Borrowings	-	-	578.78	578.78	-	-	-	-
2. Trade and other payables	-	-	448.49	448.49	-	-	-	-
3. Others	-	-	167.07	167.07	-	-	-	-
	-	-	1,221.97	1,221.97	-	-	-	-

(₹ in crore)

March 31, 2023	Carrying amount				Fair value			
	FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
I Non-current Financial Assets								
1. Investments	0.00	16.97	-	16.97	16.97	-	0.00	16.97
2. Loans and Advances	-	-	114.30	114.30	-	-	-	-
3. Others	-	-	33.41	33.41	-	-	-	-
II Current Financial Assets								
1. Trade and other receivables	-	-	464.01	464.01	-	-	-	-
2. Cash and cash equivalents	-	-	12.26	12.26	-	-	-	-
3. Other bank balances	-	-	0.26	0.26	-	-	-	-
4. Loans and Advances	-	-	29.21	29.21	-	-	-	-
5. Others	-	-	66.68	66.68	-	-	-	-
	0.00	16.97	720.13	737.10	16.97	-	0.00	16.97
Financial liabilities								
I. Non-current Financial liabilities								
1. Borrowings	-	-	3.09	3.09	-	-	-	-
2. Others	-	-	15.50	15.50	-	-	-	-
II Current Financial liabilities								
1. Borrowings	-	-	731.46	731.46	-	-	-	-
2. Trade and other payables	-	-	446.38	446.38	-	-	-	-
3. Others	0.36	-	136.31	136.67	-	0.36	-	0.36
	0.36	-	1,332.75	1,333.10	-	0.36	-	0.36

Valuation technique used to determine fair value

The following table shows the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as significant unobservable input used.

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Forward contract for foreign exchange contracts	- the fair value of the forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.	NA	NA

Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk;
- Market risk;
- Currency risk;

i. Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

Note 42.2: Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans and advances.

The carrying amount of following financial assets represents the maximum credit exposure:

Trade receivables and loans and advances.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Risk Management Committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. Further for domestic sales, the company segments the customers into Distributors and Others for credit monitoring.

The Company maintains security deposits for sales made to its distributors. For other trade receivables, the company individually monitors the sanctioned credit limits as against the outstanding balances. Accordingly, the Company makes specific provisions against such trade receivables and other financial assets wherever required and monitors the same at periodic intervals. The Company also establishes an allowance for impairment that represents its estimate of expected losses in respect of trade receivables and other financial assets.

The maximum exposure to credit risk for trade and other receivables by type of counterparty was as follows.

(₹ in crore)

Particulars	Carrying amount	
	March 31, 2024	March 31, 2023
Trade receivables (net of impairment)	346.87	464.01
Exports		
Distributors	-	-
Other	-	-
Domestic		
Distributors	250.67	308.32
Other	96.20	155.69
	346.87	464.01
Other Receivables	92.56	105.13

The movement in the allowance for impairment in respect of trade and other receivables during the period was as follows:

(₹ in crore)		
For Trade receivables	March 31, 2024	March 31, 2023
Balance as at April 1	32.32	37.62
Impairment loss recognised	25.48	29.38
Amounts written off	(26.57)	(34.68)
Balance as at March 31	31.23	32.32

(₹ in crore)		
For other receivables	March 31, 2024	March 31, 2023
Balance as at April 1	0.36	0.36
Impairment loss recognised	-	-
Amounts written off	-	-
Balance as at March 31	0.36	0.36

Cash and cash equivalents

The Company held cash and cash equivalents and other Bank balances of ₹ 37.67 crore at March 31, 2024 (Previous Year ₹ 12.52 crore) . The cash and cash equivalents and other bank balances are held with bank and financial institution counterparties with good credit rating.

Note 42.3: Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The company has access to funds from debt markets through loans from banks, commercial papers and other debt instruments.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date.

(₹ in crore)							
March 31, 2024	Contractual cash flows						
	Carrying amount	Total	0-6 months	6-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities							
Non current, non derivative financial liabilities							
Non-current borrowings	11.48	15.99	2.14	2.14	3.05	5.81	2.85
Other non-current financial liabilities	19.50	19.50	-	-	19.50	-	-
Current, non derivative financial liabilities							
Working Capital Loans from Banks	69.41	69.41	69.41	-	-	-	-
Commercial papers	506.02	510.00	510.00	-	-	-	-
Trade and other payables	448.49	448.49	448.49	-	-	-	-
Acceptances	-	-	-	-	-	-	-
Other current financial liabilities	167.07	167.07	167.07	-	-	-	-
Lease Liabilities	102.13	130.88	12.42	12.11	26.61	57.47	22.27
TOTAL	1,324.10	1,361.34	1,209.53	14.25	49.16	63.28	25.12

(₹ in crore)

March 31, 2023	Contractual cash flows						More than 5 years
	Carrying amount	Total	0-6 months	6-12 months	1-2 years	2-5 years	
Non-derivative financial liabilities							
Non current, non derivative financial liabilities							
Non-current borrowings	3.09	3.09	-	-	2.06	1.03	-
Other non-current financial liabilities-Others	15.50	15.50	-	-	-	15.50	-
Current, non derivative financial liabilities							
Working Capital Loans from Banks	109.52	109.52	109.52	-	-	-	-
Commercial papers	619.07	619.07	619.07	-	-	-	-
Current maturities of long term borrowings	2.07	2.07	2.07	-	-	-	-
Cash Credit	0.80	0.80	0.80	-	-	-	-
Trade and other payables	445.31	445.31	445.31	-	-	-	-
Acceptances	1.07	1.07	1.07	-	-	-	-
Other current financial liabilities	136.31	136.31	136.31	-	-	-	-
Derivative liability	0.36	0.36	0.36	-	-	-	-
TOTAL	1,333.10	1,333.10	1,314.51	-	2.06	16.53	-

The gross inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity. The disclosure shows net cash flow amounts for derivatives that are net cash-settled and gross cash inflow and outflow amounts for derivatives that have simultaneous gross cash settlement.

The Company has sufficient current assets to manage the liquidity risk, if any, in relation to current financial liabilities.

Note 42.4 : Currency Risk

Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Our Board of Directors and its Audit Committee are responsible for overseeing our risk assessment and management policies. Our major market risks of foreign exchange, interest rate and counter-party risk are managed centrally by our Company treasury department, which evaluates and exercises independent control over the entire process of market risk management.

Interest rate risk is covered by entering into fixed-rate instruments to ensure variability in cash flows attributable to interest rate risk is minimised.

Currency risk

The functional currency of Company is primarily the local currency in which it operates. The currencies in which these transactions are primarily denominated are INR. The Company is exposed to currency risk in respect of transactions in foreign currency. Foreign currency revenues and expenses are in the nature of export sales and import of purchases / services.

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows.

(₹ in crore)

Particulars	March 31, 2024		March 31, 2023	
	USD	EURO	USD	EURO
Financial Assets				
Trade and other receivables	15.86	-	24.95	-
Foreign exchange forward contracts	-	-	-	-
Net exposure to foreign currency risk (Assets)	15.86	-	24.95	-
Financial Liabilities				
Foreign currency loan	-	-	-	-
Trade payables	(19.31)	(0.6)	(98.80)	-
Foreign exchange forward contracts	15.98	-	94.72	-
Net exposure to foreign currency risk (Liabilities)	(3.33)	(0.6)	(4.08)	-
Net exposure	12.53	(0.6)	20.87	-
Un-hedged foreign currency exposures				
Purchase	(3.33)	(0.6)	(4.08)	-
Sales & Other income	15.86	-	24.95	-

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against all other currencies at March 31, 2024 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Particulars (Effect in INR crores)	Profit or (loss) / Equity (net of tax)	
	Strengthening	Weakening
March 31, 2024		
USD (1% movement)	0.09	(0.09)
EUR (1% movement)	(0.00)	0.00
	0.09	(0.09)

Particulars (Effect in INR crores)	Profit or loss / Equity (net of tax)	
	Strengthening	Weakening
March 31, 2023		
USD (3% movement)	0.47	(0.47)
EUR (4% movement)	-	-
	0.47	(0.47)

Note: Sensitivity has been calculated using standard Deviation % of Foreign currency rate movement.

Note 42.5: Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing financial assets or borrowings because of fluctuations in the interest rates, if such assets/borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing borrowings will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
Fixed-rate instruments		
Financial assets		
Loans and Advances	178.20	143.51
Other financial assets	2.58	0.47
TOTAL	180.78	143.98
Financial liabilities		
Borrowings	542.02	689.07
Other financial liabilities	92.25	84.45
TOTAL	634.27	773.52
Variable-rate instruments		
Financial liabilities		
Borrowings	44.89	45.48
TOTAL	44.89	45.48

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any borrowings at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points (bps) in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

Particulars (Effect in INR crores)	Profit or (loss) and Equity (net of tax)		Profit or (loss) and Equity (net of tax)	
	March 31, 2024		March 31, 2023	
	100 bps increase	100 bps decrease	100 bps increase	100 bps decrease
Variable-rate instruments				
Cash flow sensitivity (net)	(0.34)	0.34	(0.34)	0.34
TOTAL	(0.34)	0.34	(0.34)	0.34

The risk estimates provided assume a change of 100 basis points interest rate for the interest rate benchmark as applicable to the borrowings, loans and advances summarized above. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

Note 43 : Tax expense

(a) Amounts recognised in profit and loss

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current income tax	109.85	72.44
Deferred income tax liability / (asset), net		
In respect of current year		
Origination and reversal of temporary differences	1.78	12.68
Adjustment in respect of earlier years		
Origination and reversal of temporary differences	0.75	-
Deferred tax expense	2.53	12.68
Tax expense recognised in the Statement of Profit & Loss	112.38	85.12

(b) Amounts recognised in other comprehensive income

(₹ in crore)

Particulars	For the year ended March 31, 2024			For the year ended March 31, 2023		
	Before tax	Tax (expense) / benefit	Net of tax	Before tax	Tax (expense) / benefit	Net of tax
Items that will not be reclassified to profit or loss						
Remeasurements of defined benefit liability (asset)	(0.08)	0.02	(0.06)	(2.15)	0.54	(1.61)
Changes in fair value of investment in Body Corporate	(0.34)	0.08	(0.26)	(4.74)	1.19	(3.55)
TOTAL	(0.42)	0.10	(0.32)	(6.89)	1.73	(5.16)

c) Reconciliation of effective tax rate

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit before tax	469.50	388.76
Company's domestic tax rate	25.17%	25.17%
Tax using the Company's domestic tax rate	118.17	97.85
Tax effect of:		
Expense not allowed for tax purposes	3.20	2.16
Income not considered for tax purpose	(8.79)	(6.03)
Tax paid at lower rate	(0.33)	(7.57)
Adjustment in respect of earlier years	0.75	-
Others	(0.62)	(1.29)
TOTAL	112.38	85.12
Current tax	109.85	72.44
Deferred tax	2.53	12.68

The Company's effective tax rate for the year ended March 31, 2024 is 23.94% and for the year ended March 31, 2023 was 21.90%.

Note 44 : Movement in deferred tax balances for the year ended March 31, 2024

(₹ in crore)

Particulars	Net balance April 1, 2023	Recognised in profit or loss / OCI			Closing Balance as of March 31, 2024		
		Recognised in profit or loss	Recognised in OCI	Tax adjustment for earlier years	Deferred tax liability	Deferred tax asset	Net Deferred Tax March 31, 2024
Deferred tax asset/(liabilities)							
Property, plant and equipment & Intangible assets	(75.67)	(2.36)	-	(0.75)	(86.51)	7.73	(78.78)
Compensated absences	0.71	0.23	-	-	0.94	-	0.94
Investments	2.92	(0.34)	0.08	-	1.06	1.60	2.66
Biological Assets	(1.11)	(0.62)	-	-	(1.73)	-	(1.73)
Doubtful Debtors	8.27	(0.27)	-	-	8.00	-	8.00
Lease liabilities	26.87	(1.16)	-	-	25.71	-	25.71
Right of Use Assets	(25.75)	1.16	-	-	(24.59)	-	(24.59)
Other items	11.24	1.58	0.02	-	12.84	-	12.84
TOTAL	(52.52)	(1.78)	0.10	(0.75)	(64.28)	9.33	(54.95)

Movement in deferred tax balances for the year ended March 31, 2023

(₹ in crore)

Particulars	Net balance April 1, 2022	Recognised in profit or loss / OCI			Closing Balance as of March 31, 2023		
		Recognised in profit or loss	Recognised in OCI	Tax adjustment for earlier years	Deferred tax liability	Deferred tax asset	Net Deferred Tax March 31, 2023
Property, plant and equipment & Intangible assets	(72.08)	(3.60)	-	-	(82.55)	6.88	(75.67)
Compensated absences	2.01	(1.30)	-	-	0.71	-	0.71
Investments	1.87	(0.14)	1.19	-	0.98	1.94	2.92
Biological Assets	0.02	(1.13)	-	-	(1.11)	-	(1.11)
Doubtful Debtors	9.61	(1.34)	-	-	8.27	-	8.27
Lease arrangements	0.08	1.04	-	-	1.12	-	1.12
Other items	16.91	(6.21)	0.54	-	11.24	-	11.24
TOTAL	(41.58)	(12.68)	1.73	-	(61.34)	8.82	(52.52)

The company offsets tax assets and liabilities, if and only if, it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities related to income taxes levied by the same tax authority.

Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

Given that the Company does not have any intention to dispose investments in subsidiaries and certain joint ventures in the foreseeable future, deferred tax asset/liabilities related to such investments has not been recognised.

Note 45 Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The primary objective of the Company's Capital Management is to maximise shareholder value. The Company manages its capital structure and makes adjustments in the light of changes in the economic environment and the requirements of the financial covenants, if any.

The Company monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt is defined as total borrowings, comprising interest-bearing loans and borrowings (excluding lease liability) less cash and cash equivalents. Equity comprises all components of equity.

a) The Company's adjusted net debt to equity ratio as at March 31, 2024 and March 31, 2023 was as follows.

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
Total borrowings	586.91	734.55
Less : Cash and cash equivalents	37.36	12.26
Adjusted net debt	549.55	722.29
Total equity	2,259.17	2,082.00
Adjusted net debt to equity ratio	0.24	0.35

b) Dividends

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Equity shares		
Final dividend for the year ended March 31, 2023 of ₹ 9.50/- (March 31, 2022 - ₹ 9.50/-) per fully paid share	182.60	182.56
(ii) Dividend not recognised at the end of the reporting period		
The directors have recommended the payment of a final dividend of ₹ 10.00/- per fully paid equity share (March 31, 2023 - ₹ 9.50/- per fully paid equity share). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	192.21	182.55

Note 46 : Contingent Liabilities

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
Other claims against the Company not acknowledged as debts:		
(i) Excise Matter		
Excise duty demands relating to disputed classification, assessable values, availment of credit etc. which the Company has contested and is in appeal at various levels.	10.72	14.44
(ii) Customs Matter		
Customs duty demands relating to disputed classification which the Company has contested and is in appeal at various levels.	2.71	1.48
(iii) Income Tax		
The company has preferred an appeal before the Commissioner of Income Tax (Appeals) against the Order of the Assessing Officer in which they have disallowed against sec. 14A in respect of exempt income, Depreciation on Land/ rights in Land of Godrej One and cash deposited during demonetization period.	1.78	1.78
(iv) GST matters		
GST demand pertains to disallowance of input tax credit claimed in Trans 1 & 2. The Company shall be filing an appeal against the impugned order in the GST Appellate Tribunal as and when the same is constituted.	0.87	0.87
(v) Surety Bond issued on behalf of related party.	1.21	1.21
(vi) Letter of comfort issued to a bank on behalf of Subsidiary Company	25.00	25.00
(vii) Other claims against the Company not acknowledged as debt	5.35	6.63

Note 46.1 : Contingent liabilities represents estimates made mainly for probable claims arising out of litigation/ disputes pending with authorities under various statutes (Excise duty, Customs duty, Income tax). The probability and timing of outflow with regard to these matters depend on the final outcome of litigations/ disputes. Hence, the Company is not able to reasonably ascertain the timing of the outflow.

Note 46.2 : The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. The company has started complying with this prospectively from the month of March 2019. In respect of the past period there are significant implementation and interpretative challenges that the management is facing and is awaiting for clarity to emerge in this regard, pending which, this matter has been disclosed under the Contingent liability section in the Standalone financial statements. The impact of the same is not ascertainable.

Note 47 : Commitments

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
a) Estimated value of contracts remaining to be executed on capital account (net of Advances), to the extent not provided for:	23.73	41.38

Note 48 : Corporate Social Responsibility (CSR) expenditure.

As per Section 135 of the Companies Act, 2013 a CSR Committee has been formed by the company. The funds are utilised during the year on activities which are specified in schedule VII of the Act. The utilisation is done by the way of direct contribution towards various activities. Gross amount required and amount approved by the Board to be spent by the company during the year ₹ 7.33 crore (Previous year ₹7.85 crore).

Particulars	(₹ in crore)	
	March 31, 2024	March 31, 2023
1. Amount required to be spent by the company during the year	7.33	7.85
2. Amount of expenditure incurred on:		
(i). Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	7.96	8.01
3. Shortfall/(excess) at the end of the year (refer note below)	(0.63)	(0.16)
4. Total including previous years shortfall/(excess)	(0.79)	(0.16)
5. Reason for shortfall	NA	NA
6. Nature of CSR activities	Livelihood programmes for farmers, rural development, promoting education and health, environment sustainability and community development.	

Note:-

₹ 0.09 crores remained unutilised with the implementation partner for the Financial year 2022-23 which has been spent subsequently in the Financial Year 2023-24.

Note 49 : With a view to focus on its core activities, the Company had partially sold the real estate project during the previous year to Godrej Properties Limited and the revenue of ₹ Nil (Previous year : ₹ 2.33 crore) which has been included in other operating revenue and cost thereof has been included in the cost of material consumed.

Note 50 : As per Ind AS-108 'Operating Segments', if a financial report contains both the consolidated financial statements of a parent that is within the scope of Ind AS-108 as well as the parent's separate financial statements, segment information is required only in the consolidated financial statements. Accordingly, information required to be presented under Ind AS-108 Operating Segments has been given in the consolidated financial statements.

Note 51: During the year, investment in Al Rahaba International Trading Limited Liability Company, Abu Dhabi, UAE, has been struck off w.e.f. April 18, 2023.

Note 52 :

- (a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).
- (b) The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note 53 : Events occurring after the reporting period

Refer Note 45 (b) (ii) Capital Management for the final dividend recommended by the directors which is subject to the approval of shareholders in the ensuing annual general meeting.

Note 54 : The amount reflected as "0.00" in Financials are values with less than ₹ one lakh.

Note 55 : Borrowings on the basis of Security of Current Assets

The company has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the company with banks and financial institutions are in agreement with the books of accounts.

Note 56 : Relationship and Transactions with Struck off Companies

(₹ in crore)

Name of Struck off Company	Nature of transactions (pertaining to balance outstanding)	Transactions during the year March 31, 2024	Balance Outstanding as on March 31, 2024	Relationship with Struck off Company
J M Water Treatment India Private Limited	Receivable	-	0.00	Non-Related Party
Utkarsh Agro Industries Pvt Ltd	Receivable	0.00	0.00	Non-Related Party
Brand Batua E Solutions Private Limited	Payable	-	(0.02)	Non-Related Party
Maestro Energy Private Limited	Payable	-	(0.03)	Non-Related Party
Sara Cattle Feeds Private Limited	Payable	-	(0.01)	Non-Related Party
Ackntech Software Solutions Private Limited	Payable	-	(0.00)	Non-Related Party
Agrisy Layer Farm Private Limited	Payable	-	(0.00)	Non-Related Party
Nedumkandam Agro Trading Company Private Limited	Payable	0.01	(0.03)	Non-Related Party
Yeerla Retail Private Limited	Payable	-	(0.00)	Non-Related Party
Dudha Dairy & Services Limited	Payable	0.00	(0.00)	Non-Related Party
GSLD Egg and Agro Pvt Ltd	Payable	-	(0.00)	Non-Related Party
Kannauj Chemicals & Seeds Pvt Ltd	Payable	0.00	-	Non-Related Party
Dikshita Hatcheries And Farms Private Limited	Payable	(0.00)	(0.00)	Non-Related Party

(₹ in crore)

Name of Struck off Company	Nature of transactions (pertaining to balance outstanding)	Transactions during the year March 31, 2023	Balance Outstanding as on March 31, 2023	Relationship with Struck off Company
Nedumkandam Agro Trading Company	Receivables	0.02	0.00	Non-Related Party
Tyagi Agriscience Pvt Ltd	Receivables	0.00	-	Non-Related Party
Utkarsh Agro Industries Pvt Ltd	Payables	-	(0.00)	Non-Related Party
Dudha Dairy & Services Limited	Payables	0.00	(0.00)	Non-Related Party
GSLD Egg and Agro Pvt Ltd	Payables	-	(0.00)	Non-Related Party
Acknotech Software Solutions Private	Payables	0.00	(0.00)	Non-Related Party
Dikshita Hatcheries and Farms Pvt Ltd	Payables	0.00	(0.00)	Non-Related Party
Agrisy Layer Farm Private Limited	Payables	-	(0.00)	Non-Related Party
Maestro Energy Pvt Ltd	Payables	-	(0.01)	Non-Related Party
Krushnaraj Agro Jaggery Powder Pvt Ltd	Payables	0.00	-	Non-Related Party
Kannauj Chemicals & Seeds Pvt Ltd	Payables	0.00	(0.00)	Non-Related Party
Yeerla Retail Private Limited	Payables	-	(0.00)	Non-Related Party

The amount reflected as "0.00" are values with less than ₹ one lakh.

Note 57 : Ratios Analysis and its elements

Ratio	Numerator	Denominator	March 31, 2024	March 31, 2023	% change	Reasons for variance
Current Ratio (in times)	Current Assets	Current Liabilities	1.06	1.05	0.8%	
Debt-Equity Ratio (in times)	Total Debt	Total Equity	0.26	0.35	-26.4%	Due to repayment of borrowings on account of decrease in core working capital requirement i.e. Trade receivables
Debt-Equity Ratio (net) (in times)	Total Debt minus cash & cash equivalents	Total Equity	0.24	0.35	-29.9%	Due to repayment of borrowings on account of decrease in core working capital requirement i.e. Trade receivables
Debt Service Coverage Ratio (in times)	Earnings available for Debt Service*	Debt Service**	5.00	4.12	21.3%	
Return on Equity (ROE) Ratio (in %)	Net profit after tax - preference Dividend	Average shareholder's equity = (Opening + Closing total equity) / 2	16.45%	15.01%	9.6%	
Inventory Turnover Ratio (in times)	Net sales	Average Inventory = (Opening + Closing inventory) / 2	7.65	7.16	6.9%	
Trade Receivable Turnover Ratio (in times)	Net sales	Average trade receivables = (Opening + Closing Trade receivables) / 2	17.41	11.86	46.8%	Primarily due to increase in net sales as well as decrease in trade receivable.
Trade Payable Turnover Ratio (in times)	Net purchases of goods	Average trade payables = (Opening + Closing Trade payables) / 2	12.84	12.51	2.6%	
Net Capital Turnover Ratio (in times)	Net sales	Working capital = Current Assets - Current Liabilities	84.56	94.31	-10.3%	
Net Profit Ratio (in %)	Net profit after tax	Net sales	5.06%	4.42%	14.4%	
Return on Capital Employed (in %)	Earnings before interest and taxes	Capital Employed***	18.39%	15.81%	16.4%	
Return on Investment (in %)	Profit for the year of investee Companies (Our % share)	Total cost of Investment of Investee Companies as at that date	5.31%	3.68%	44.3%	Mainly due to higher profitability by the investee companies in the current year.

*Net profit after taxes+Depreciation and amortizations+Finance Costs +/- Loss/(Profit) on Sale of Property, plant & Equipment

**Interest & Lease payments+Principal repayments of long term borrowings during the year

***Tangible Net Worth, Total Debt and Deferred Tax Liability

Note 58 : Related Party Disclosures

1 In compliance with Ind AS 24 - “Related Party Disclosures”, as notified under Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended, the required disclosures are given below:

	Mr. N. B. Godrej (Chairman)
	Mr. J. N. Godrej (Upto 23rd January, 2024)
	Ms. Tanya A. Dubash
	Ms. Nisaba Godrej
	Mr. Pirojsha A. Godrej
	Mr. Burjis Godrej (Executive Director w.e.f. November 1, 2022)
	Mr. B. S. Yadav (Managing Director)
	Dr. Raghunath A. Mashelkar
	Dr. Ritu Anand
	Ms. Aditi Kothari Desai
	Ms. Roopa Purushothaman
	Mr. N. Srinivasan
	Mr. Kannan Sitaram
	Mr. Ashok Gulati
	Ms. Ritu Verma (Appointed w.e.f. January 27, 2023)
	Mr. S. Varadaraj (Chief Financial Officer)
	Mr. Vivek Raizada (Company Secretary)
	Mr. A. B. Godrej
	Mr. Nitin Nabar (KMP of Holding Co.)
	Mr. Clement Pinto (KMP of Holding Co.)
(a) (i)	Key Management Personnel and Entities where Key Management Personnel has significant influence and their Relatives
	Ms. Tejal Jariwala (KMP of Holding Co.)
	The Raika Godrej Family Trust
	ABG Family Trust
	TAD Family Trust
	TAD Children Trust
	NG Family Trust
	NG Children Trust
	PG Family Trust
	PG Children Trust
	PG Lineage Trust
	NBG Family Trust
	RNG Family Trust
	BNG Successor Trust
	BNG Lineage Trust
	BNG Family Trust
	HNG Family Trust
	SNG Successor Trust
	SNG Lineage Trust
	SNG Family Trust
	JNG Family Trust
	PJG Family Trust

	RJG Family Trust
	NJG Family Trust
	SGC Family Trust
	VMC Family Trust
	FVC Family Trust
	FVC Children Trust
	NVC Family Trust
	NVC Children Trust
	Navroze Lineage Trust
	Raika Lineage Trust
	Ms.Rati Burjis Godrej
	Mr.Sohrab Nadir Godrej
	Mr.Hormazd Nadir Godrej
	Aloo Vaghaiwalla
	Behram Vaghaiwalla
	Freny Mody
	Armaity Vaghaiwalla
	Aryan Arvind Dubash
	Aryaan Arvind Dubash
	Ms. Karla Bookman
	Ms. Lana Godrej
	Ms. Sasha Godrej
	Ms. Smita Crishna Godrej
	Ms. Pheroza Jamshyd Godrej
	Ms. Freyan Crishna Bieri
	Ms. Nyrika Holkar
	Mr. Navroze Jamshyd Godrej
	Ms. Raika Jamshyd Godrej
	Mr. Rishad Kaikhushru Naoroji
(b) (i) Holding companies	Godrej Industries Limited
	Godvet Agrochem Limited
	Creamline Dairy Products Limited
	Astec LifeSciences Limited
(ii) Subsidiary companies	Behram Chemicals Private Limited
	Comercializadora Agricola Agroastrachem Cia Ltda (Bogota, Columbia)
	Godrej Tyson Foods Limited
	Godrej Cattle Genetics Private Limited (Formerly Known As Godrej Maxximilk Private Limited)
(iii) Fellow Subsidiary Companies	Godrej Properties Limited
	Godrej Housing Finance Limited
	Godrej One Premises Management Private Limited
	Godrej Vikhroli Properties India Limited

(iv) Joint Ventures	ACI Godrej Agrovet Private Limited, Bangladesh
	Omnivore India Capital Trust
(v) Associates	Al Rahba International Trading Limited Liability Company, United Arab Emirates (UAE) (Upto April 18, 2023)
(vi) Other Related Parties	Godrej & Boyce Manufacturing Company Limited
	Godrej Consumer Products Limited
	Godrej Seeds & Genetics Limited
	Godrej Infotech Limited
	RKN Enterprises
	Anamudi Real Estates LLP
(vii) Post-employment benefit plan (entities) for the benefit of employees of the company	Godrej Agrovet Limited Provident Fund Trust
	Godrej Agrovet Limited Superannuation Scheme
	Godrej Agrovet Limited Group Gratuity Trust

2. The following transactions were carried out with the related parties in the ordinary course of business :

(i) Details relating to parties referred to in items 1 (b) (i), (ii), (iii), (iv), (v), (vi)

(₹ in crore)

Sr. No.	Nature of Transactions	Holding Companies	Subsidiaries	Fellow Subsidiaries	Joint Ventures	Associates	Other related Parties
		(i)	(ii)	(iii)	(iv)	(v)	(vi) & (vii)
1	Purchase of property, plant and equipment	0.01	0.04	-	-	-	0.33
		-	0.05	-	-	-	16.28
2	Sale / Transfer of property, plant and equipment	-	0.01	-	-	-	-
		-	0.01	-	-	-	-
3	Investment in subsidiaries and joint ventures	-	25.00	-	-	-	-
		-	20.00	-	-	-	-
4	Sale/Redemption of units in joint venture	-	-	-	8.43	-	-
		-	-	-	9.71	-	-
5	Advances given during the year	-	-	-	-	-	0.01
		-	3.44	-	-	-	0.00
6	Sundry deposits placed	0.10	-	-	-	-	-
		-	-	-	-	-	-
7	Intercompany deposits placed during the year	-	88.50	-	-	-	-
		-	197.35	-	-	-	-
8	Intercompany deposits returned	-	63.50	-	-	-	-
		-	155.93	-	-	-	-
9	Sale of materials / finished goods / other operating revenue	-	556.32	-	-	-	16.91
		2.88	630.96	2.33	3.94	-	4.44
10	Purchase of materials / finished goods / services	8.69	36.90	-	-	-	225.10
		10.22	34.01	-	-	-	148.00
11	Expenses charged to / reimbursement received from other companies	0.61	13.02	0.11	-	-	0.52
		0.87	17.12	-	-	-	0.30
12	Expenses charged by / reimbursement made to other companies	8.34	2.34	2.59	-	-	1.99
		12.10	2.27	2.74	-	-	0.33
13	Dividend income	-	1.90	-	32.80	-	-
		-	1.86	-	22.08	-	-
14	Dividend paid	118.48	-	-	-	-	3.94
		117.82	-	-	-	-	3.94
15	Interest income on intercompany deposits placed / loans given	-	6.25	-	-	-	-
		-	3.07	-	-	-	-
16	Sundry income	-	-	-	11.59	-	0.01
		-	-	-	5.92	-	0.01
17	Outstanding intercompany deposit receivable	-	102.59	-	-	-	-
		-	75.62	-	-	-	-
18	Capital advance given during the year	-	-	-	-	-	0.11
		-	-	-	-	-	0.64
19	Outstanding capital advance	-	-	0.07	-	-	-
		-	-	0.07	-	-	-

(₹ in crore)

Sr. No.	Nature of Transactions	Holding Companies	Subsidiaries	Fellow Subsidiaries	Joint Ventures	Associates	Other related Parties
		(i)	(ii)	(iii)	(iv)	(v)	(vi) & (vii)
20	Outstanding advance lease rental	-	2.27	-	-	-	-
		-	3.44	-	-	-	-
21	Outstanding receivables	2.28	47.63	0.11	15.77	-	0.17
		1.44	98.11	0.10	24.98	-	6.63
22	Outstanding payables	-	20.89	3.33	-	-	8.68
		-	14.49	3.33	-	-	9.62
23	Guarantees outstanding	-	-	-	-	-	1.21
		-	-	-	-	-	1.21
24	Contribution to post-employment benefit plans	-	-	-	-	-	29.61
		-	-	-	-	-	27.72

(ii) Details relating to persons referred to in items 1(a)(i) above

(₹ in crore)

Particulars	As at	As at
	March 31, 2024	March 31, 2023
1 Remuneration to key management personnel		
Salary and short term employee benefit paid	8.71	13.85
Post employee gratuity & medical benefits	0.15	0.14
Shared based payment	1.01	1.22
2 Dividend paid	16.16	16.08
3 Director's sitting fees	0.44	0.41
4 Director's commission	1.02	1.11

3. Significant Related Party Transactions :

(₹ in crore)

Sr. No.	Nature of Transaction	As at March 31, 2024	As at March 31, 2023
1	Purchase of property, plant and equipment		
	Godrej & Boyce Manufacturing Company Limited	0.33	0.92
	Godrej Industries Limited	0.01	-
	Astec LifeSciences Limited	0.01	-
	Godrej Cattle Genetics Private Limited	0.02	-
	Creamline Dairy Products Limited	-	0.01
	Godrej Consumer Products Limited	-	0.02
2	Sale / Transfer of property, plant and equipment		
	Godrej Industries Limited	-	-
	Godrej Tyson Foods Limited	0.00	0.00
	Creamline Dairy Products Limited	0.01	0.03
	Godrej & Boyce Manufacturing Company Limited	-	11.83
	Godrej Cattle Genetics Private Limited	-	0.01
3	Investment in subsidiaries and joint ventures		
	Godrej Cattle Genetics Private Limited	25.00	20.00
4	Sale/Redemption of units in joint venture		
	Omnivore India Capital Trust	8.43	9.71
5	Advances given during the year		
	Godvet Agrochem Limited	-	3.44
	Godrej & Boyce Manufacturing Company Limited	0.01	0.00
6	Sundry deposits placed		
	Godrej Industries Limited	0.10	-
7	Intercompany deposits placed during the year		
	Godvet Agrochem Limited	-	0.10
	• Maximum amount of Intercompany Deposit outstanding during the year	0.67	0.62
	Godrej Cattle Genetics Private Limited	3.50	1.25
	• Maximum amount of Intercompany Deposit outstanding during the year	3.50	9.50
	Astec LifeSciences Limited	50.00	83.00
	• Maximum amount of Intercompany Deposit outstanding during the year	50.00	33.00
	Creamline Dairy Products Limited	10.00	73.00
	• Maximum amount of Intercompany Deposit outstanding during the year	85.00	75.00
	Godrej Tyson Foods Limited	25.00	40.00
	• Maximum amount of Intercompany Deposit outstanding during the year	15.00	15.00

(₹ in crore)

Sr. No.	Nature of Transaction	As at March 31, 2024	As at March 31, 2023
8	Intercorporate deposits returned		
	Godvet Agrochem Limited	-	0.43
	Astec LifeSciences Limited	-	83.00
	Creamline Dairy Products Limited	35.00	23.00
	Godrej Cattle Genetics Private Limited	3.50	9.50
	Godrej Tyson Foods Limited	25.00	40.00
9	Sale of materials / finished goods / other operating revenue		
	ACI Godrej Agrovet Private Limited	-	3.94
	Godrej Cattle Genetics Private Limited	11.89	5.74
	Godrej Consumer Products Limited	16.91	4.44
	Godrej Tyson Foods Limited	516.80	600.57
	Godrej Industries Limited	-	2.88
	Creamline Dairy Products Limited	27.63	24.65
	Godrej Properties Limited	-	2.33
10	Purchase of materials / finished goods / services		
	Godrej & Boyce Manufacturing Company Limited	-	0.02
	Godrej Industries Limited	8.69	10.22
	Godrej Consumer Products Limited	0.01	1.68
	Godrej Tyson Foods Limited	0.22	0.27
	Godrej Seeds & Genetics Limited	225.09	146.30
	Astec LifeSciences Limited	35.80	33.03
	Creamline Dairy Products Limited	0.08	-
	Godrej Cattle Genetics Private Limited	0.80	0.68
11	Expenses charged to / reimbursement received from other companies		
	Godrej & Boyce Manufacturing Company Limited	-	0.22
	Godrej Consumer Products Limited	0.52	0.08
	Godrej Industries Limited	0.61	0.87
	Godrej Tyson Foods Limited	3.16	4.14
	Godvet Agrochem Limited	0.80	0.63
	Creamline Dairy Products Limited	1.22	1.15
	Astec LifeSciences Limited	1.59	7.50
	Godrej Properties Limited	0.11	-
	Godrej Cattle Genetics Private Limited	6.25	3.70
12	Expenses charged by / reimbursement made to other companies		
	Godrej Infotech Limited	0.17	0.13
	Godrej & Boyce Manufacturing Company Limited	0.04	0.09
	Godrej Consumer Products Limited	1.79	0.11
	Godrej Industries Limited	8.34	12.10

(₹ in crore)

Sr. No.	Nature of Transaction	As at March 31, 2024	As at March 31, 2023
	Godrej Tyson Foods Limited	0.13	0.22
	Godvet Agrochem Limited	1.26	1.49
	Creamline Dairy Products Limited	0.02	0.19
	Godrej One Premises Management Private Limited	2.59	2.74
	Godrej Cattle Genetics Private Limited	0.86	0.10
	Astec LifeSciences Limited	0.07	0.26
	Godrej Seeds & Genetics Limited	-	-
13	Dividend income		
	Astec LifeSciences Limited	1.90	1.86
	Omnivore India Capital Trust	-	0.01
	ACI Godrej Agrovet Private Limited	32.80	22.07
14	Dividend paid		
	Godrej Industries Limited	118.48	117.82
	Mr. B. S. Yadav (Managing Director)	3.16	3.14
	Mr. N. B. Godrej (Chairman)	0.00	0.00
	Mr. A. B. Godrej	0.00	0.00
	Ms. Tanya A. Dubash	0.19	0.02
	Ms. Nisaba Godrej	0.00	0.00
	Mr. Pirojsha A. Godrej	0.39	0.39
	Mr. Nitin Nabar (KMP of Holding Co.)	0.01	-
	Mr. Clement Pinto (KMP of Holding Co.)	0.00	-
	Ms. Tejal Jariwala (KMP of Holding Co.)	0.00	-
	Dr. Ritu Anand	0.00	0.00
	Ms. Roopa Purushothaman	0.00	0.00
	Mr. S. Varadaraj (Chief Financial Officer)	0.22	0.21
	Mr. Vivek Raizada (Company Secretary)	0.00	0.00
	The Raika Godrej Family Trust	0.00	0.00
	ABG Family Trust	0.00	0.00
	TAD Family Trust	0.61	0.73
	TAD Children Trust	0.00	0.00
	BNG Family Trust	0.82	0.82
	HNG Family Trust	0.82	0.82
	SNG Family Trust	0.82	0.82
	NG Family Trust	0.82	0.82
	NG Children Trust	0.00	0.00
	PG Family Trust	0.00	0.00
	PG Children Trust	0.00	0.00
	PG Lineage Trust	0.00	0.00
	NBG Family Trust	0.00	0.00
	RNG Family Trust	0.00	0.00

(₹ in crore)

Sr. No.	Nature of Transaction	As at March 31, 2024	As at March 31, 2023
	BNG Successor Trust	0.00	0.00
	BNG Lineage Trust	0.00	0.00
	SNG Successor Trust	0.00	0.00
	SNG Lineage Trust	0.00	0.00
	JNG Family Trust	0.00	0.00
	PJG Family Trust	0.00	0.00
	RJG Family Trust	0.00	0.00
	NJG Family Trust	0.00	0.00
	SGC Family Trust	0.00	0.00
	VMC Family Trust	0.00	0.00
	FVC Children Trust	0.00	0.00
	NVC Children Trust	0.00	0.00
	Ms. Freyan Crishna Bieri	0.00	0.00
	Ms. Nyrika Holkar	0.00	0.00
	Mr. Navroze Jamshyd Godrej	0.00	0.00
	Navroze Lineage Trust	1.97	1.97
	Ms. Raika Jamshyd Godrej	0.00	0.00
	Raika Lineage Trust	1.97	1.97
	FVC Family Trust	1.97	1.97
	NVC Family Trust	1.97	1.97
	Ms. Karla Bookman	0.18	0.18
	Ms. Sasha Godrej	0.18	0.18
	Ms. Lana Godrej	0.07	0.07
	RKN Enterprises	3.94	3.94
15	Interest income on intercorporate deposits placed / loans given		
	Godrej Tyson Foods Limited	0.05	0.06
	Godvet Agrochem Limited	0.05	0.08
	Astec LifeSciences Limited	0.39	0.20
	Godrej Cattle Genetics Private Limited	0.19	0.35
	Creamline Dairy Products Limited	5.57	2.38
16	Sundry income		
	ACI Godrej Agrovvet Private Limited	11.59	5.92
	Godrej Consumer Products Limited	0.01	0.01
17	Capital advance given during the year		
	Godrej & Boyce Manufacturing Company Limited	0.11	0.64
18	Outstanding capital advance		
	Godrej Vikhroli Properties India Limited	0.04	0.04
	Godrej Properties Limited	0.04	0.04

(₹ in crore)

Sr. No.	Nature of Transaction	As at March 31, 2024	As at March 31, 2023
19	Outstanding advance lease rental		
	Godvet Agrochem Limited	2.27	3.44
20	Outstanding intercorporate deposit receivable		
	Godvet Agrochem Limited	0.67	0.62
	Astec LifeSciences Limited	50.00	-
	Creamline Dairy Products Limited	51.92	75.00
21	Outstanding receivables		
	Godrej & Boyce Manufacturing Company Limited	0.17	0.03
	Godrej Industries Limited	2.28	1.44
	Godrej One Premises Management Private Limited	0.11	0.10
	Godvet Agrochem Limited	0.37	0.07
	Godrej Consumer Products Limited	-	4.02
	Godrej Tyson Foods Limited	44.29	91.07
	ACI Godrej Agrovet Private Limited	15.73	24.95
	Creamline Dairy Products Limited	2.37	2.17
	Omnivore India Capital Trust	0.03	0.03
	Godrej Cattle Genetics Private Limited	0.60	4.81
22	Outstanding payables		
	Astec LifeSciences Limited	20.89	14.49
	Godrej Infotech Limited	0.01	-
	Godrej Properties Limited	3.33	3.33
	Godrej Consumer Products Limited	1.15	-
	Godrej Agrovet Limited Provident Fund Trust	2.01	2.01
	Godrej Agrovet Limited Superannuation Scheme	0.03	0.01
	Godrej Agrovet Limited Group Gratuity Trust	2.89	6.92
	Godrej Seeds & Genetics Limited	2.58	0.68
23	Guarantees outstanding		
	Godrej Consumer Products Limited	1.21	1.21
24	Director's sitting fees		
	Dr. Ritu Anand (Independent Director)	0.08	0.08
	Ms. Aditi Kothari Desai (Independent Director)	0.05	0.07
	Dr. Raghunath A. Mashelkar (Independent Director)	-	0.02
	Ms. Roopa Purushothaman (Independent Director)	0.07	0.05
	Mr. N. Srinivasan (Independent Director)	0.09	0.08
	Mr. Kannan Sitaram (Independent Director)	0.05	0.05
	Mr. Ashok Gulati (Independent Director)	0.06	0.05
	Ms. Ritu Verma (Independent Director)	0.05	0.01

(₹ in crore)

Sr. No.	Nature of Transaction	As at March 31, 2024	As at March 31, 2023
25	Director's commission		
	Mr. N. B. Godrej (Chairman)	0.09	0.09
	Ms. Ritu Verma (Independent Director)	0.02	-
	Dr. Ritu Anand (Independent Director)	0.09	0.09
	Ms. Aditi Kothari Desai (Independent Director)	0.09	0.09
	Dr. Raghunath A. Mashelkar (Independent Director)	0.03	0.09
	Ms. Roopa Purushothaman (Independent Director)	0.09	0.09
	Ms. Tanya A. Dubash	0.09	0.09
	Mr. V. M. Crishna	-	0.05
	Mr. J. N. Godrej	0.09	0.09
	Ms. Nisaba Godrej	0.09	0.09
	Mr. N. Srinivasan (Independent Director)	0.09	0.09
	Mr. Kannan Sitaram (Independent Director)	0.09	0.09
	Mr. Pirojsha A. Godrej (Director)	0.09	0.09
	Mr. Ashok Gulati (Independent Director)	0.09	0.08
26	Contribution to post-employment benefit plans		
	Godrej Agrovet Limited Provident Fund Trust	24.48	24.67
	Godrej Agrovet Limited Superannuation Scheme	0.38	0.45
	Godrej Agrovet Limited Group Gratuity Trust	4.74	2.60

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Registration Number 101248W/W-100022

KOOSAI LEHERY

Partner

Membership Number: 112399

Mumbai, May 8, 2024

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

(CIN:L15410MH1991PLC135359)

N. B. GODREJ

Chairman

DIN: 00066195

B.S.YADAV

Managing Director

DIN: 00294803

S. VARADARAJ

Chief Financial Officer

ICAI Memb. No. 047959

Mumbai, May 8, 2024

VIVEK RAIZADA

Company Secretary

ICSI Memb. No. ACS11787

INDEPENDENT AUDITOR'S REPORT

To the Members of Godrej Agrovet Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Godrej Agrovet Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associate and joint ventures, which comprise the consolidated balance sheet as at 31 March 2024, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate/consolidated financial statements of such subsidiaries, associate and joint ventures as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate and joint ventures as at 31 March 2024, of its consolidated profit and other comprehensive loss, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, its associate and joint ventures in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on separate/consolidated financial statements of components audited by them, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matters

Revenue Recognition	
The key audit matter	How the matter was addressed in our audit
<p>Refer Note 1[9(A)(i)] of accounting policy and Note 29 and Note 30 in consolidated financial statements</p> <p>The Group recognises revenue from sale of goods when control of the goods has transferred and when there are no longer any unfulfilled obligations to the customer. Depending on the contractual terms with the customers, this can be either at the time of dispatch or delivery of goods. The Group has large number of customers and the sales contracts with customers have different terms relating to transfer of control of underlying goods and the right of return.</p> <p>We identified the recognition of revenue from sale of products as a key audit matter because:</p> <ul style="list-style-type: none"> The Group and its external stakeholders focus on revenue as a key performance indicator. This could create an incentive for higher revenue to be recognised throughout the period (including period end), i.e. before the control of underlying goods have been transferred to the customer; and Estimation of accrual for sales returns, particularly in the crop protection segment involves significant judgement. 	<p>Our audit procedures included following:</p> <ul style="list-style-type: none"> Assessing the Group's accounting policies in respect of revenue recognition by comparing with applicable accounting standards; Evaluating the design, testing the implementation and operating effectiveness of the Group's internal controls over recognition of revenue on selected samples of transactions; Perform substantive testing and cut-off testing throughout the period (including period end), by selecting samples using statistical sampling of revenue transactions recorded during the year and verifying the underlying documents, which included sales invoices, dispatch documents and proof of delivery, depending on the terms of contracts with customer; Examining journal entries (using statistical sampling) posted to revenue to identify unusual or irregular items; Evaluating the design and testing the implementation and operating effectiveness of the internal controls over accrual for sales returns, in crop protection segment;

Revenue Recognition	
The key audit matter	How the matter was addressed in our audit
	<ul style="list-style-type: none"> • Checking completeness and accuracy of the data used for accrual of sales returns, in crop protection segment by verifying the historical data with underlying books of accounts; • Examining historical trend of sales return claims to assess the assumptions and judgements used in accrual of sales returns in crop protection segment. Comparing historically recorded accruals to the actual amount of sales returns; • Evaluating adequacy of disclosures given in the consolidated financial statements.
Goodwill and intangible assets	
See note 1[5], 1[9(N)] and 52 to the consolidated financial statements	
The key audit matter	How the matter was addressed in our audit
<p>The Goodwill and intangible assets with indefinite life is recognised pursuant to business acquisitions.</p> <p>Management performs an annual impairment testing for Goodwill and intangible assets having indefinite life or more frequently if events or changes in circumstances indicate that they might be impaired.</p> <p>The goodwill and intangible assets are attributable to cash generating units and is tested for impairment using a value in use model, as described in note 1 [9(N)] to the consolidated financial statements. We consider the impairment evaluation of Goodwill by management to involve significant estimates and judgement, due to the inherent uncertainty involved in forecasting and discounting future cash flows.</p> <p>Accordingly, this is considered as a key audit matter.</p>	<p>Our audit procedures include the following:</p> <ul style="list-style-type: none"> • Assessing the Group's accounting policy for impairment of goodwill and intangible assets with applicable accounting standards; • Testing the design, implementation and operating effectiveness of key controls placed around the impairment assessment process of goodwill and intangible assets; • Obtaining and assessing the valuation working prepared by the management for its impairment assessment; • Involving valuation specialists to assist in the evaluation of assumptions such as discount rate, growth rate etc. in estimating projections, cash flows and methodologies used by the Group; • Comparing the current year's performance with the projections used in previous year; • Assessing the sensitivity of the outcome of impairment assessment to changes in key assumptions; and • Assessing the adequacy of disclosures in respect of such goodwill and intangible assets in accordance with the accounting standards.

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/audit reports of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associate and joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and of its associate and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associate and joint ventures are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate and joint ventures are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit, we also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate and joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group and its associate and joint ventures to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- a. We did not audit the financial statements of three subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 92.96 crores as at 31 March 2024, total revenues (before consolidation adjustments) of ₹ 54.77 crores and net cash inflows (before consolidation adjustments) amounting to ₹ 0.42 crores for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit (and other comprehensive income) of ₹ 66.38 crores for the year ended 31 March 2024, in respect of one joint venture, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and joint venture is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to our reliance on the work done and the reports of the other auditors.

- b. The financial information of one subsidiary, whose financial information reflects total assets (before consolidation adjustments) of ₹ 0.002 crores as at 31 March 2024, total revenues (before consolidation adjustments) of ₹ Nil and net cash flows (before consolidation adjustments) amounting to ₹ Nil for the period ended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditors. The consolidated financial statements also include the Group's share of net loss (and other comprehensive income) of ₹ 13.56 crores for the year ended 31 March 2024, as considered in the consolidated financial statements, in respect of one associate and one joint venture, whose financial information have not been audited by us or by other auditor. These unaudited financial information have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, joint venture and associate, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary, joint venture and associate, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to the financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditor on separate/ consolidated financial statements of such subsidiaries and joint venture as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors, except for the matter stated in the paragraph 2(B)(f) below, for one subsidiary company, on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

- d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. the modifications relating to the maintenance of accounts and other matters connected therewith for one subsidiary company, are as stated in the paragraph 2(A)(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2(B) (f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate/ consolidated financial statements of the subsidiaries and joint ventures, as noted in the "Other Matters" paragraph:
- a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2024 on the consolidated financial position of the Group, its associate and joint ventures. Refer Note 47 to the consolidated financial statements.
 - b. Provision has been made in the consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, on long-term contracts including derivative contracts. Refer Note 27 to the consolidated financial statements in respect of such items as it relates to the Group, its associate and joint ventures.
 - c. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies incorporated in India during the year ended 31 March 2024.
 - d.
 - (i) The management of the Holding Company and its subsidiary companies incorporated in India whose financial statements/financial information have been audited under the Act have represented to us and the other auditors of such subsidiary companies that, to the best of its knowledge and belief, as disclosed in the Note 53 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary companies to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (ii) The management of the Holding Company and its subsidiary companies incorporated in India whose financial statements/financial information have been audited under the Act have represented to us and the other auditors of such subsidiary companies that, to the best of its knowledge and belief, as disclosed in the Note 53 to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
 - e. The final dividend paid by the Holding Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.
- As stated in Note 45 to the consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

f. Based on our examination which included test checks and that performed by the respective auditors of the subsidiary companies incorporated in India whose financial statements/financial information have been audited under the Act, except for the instance mentioned below, the Holding Company and its subsidiary companies have used accounting softwares for maintaining its books of account which, along with access management tools, as applicable, have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:

- In respect of one subsidiary company (Revenue of ₹ 54.98 Crores and Loss before tax of ₹ 5.36 Crores for the year ended 31st March, 2024), which is also using a third party software for recording and monitoring the health of cattles and quantitative consumption of feed is taken from the same, wherein the audit trail data is available with the third party software service provider and in the absence of a log report, we are unable to comment whether the audit trail feature of the said software was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there were any instances of the audit trail feature been tampered with.

Further, where audit trail (edit log) facility was enabled and operated throughout the year for the accounting softwares, we did not come across any instance of the audit trail feature being tampered with.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Koosai Leherly

Partner

Membership No.: 112399

ICAI UDIN:24112399BKFR1H3185

Place: Mumbai

Date: 08 May 2024

Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of Godrej Agrovvet Limited for the year ended 31 March 2024

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) In our opinion and according to the information and explanations given to us, following company incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualification or adverse remarks given by the respective auditor in their report under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding Company/ Subsidiary/ JV/ Associate	Clause number of the CARO report which is unfavourable or qualified or adverse
1	Godrej Cattle Genetics Private Limited	U01119MH2016PTC280677	Subsidiary	Clause (xvii)
2	Astec Lifesciences Limited	L99999MH1994PLC076236	Subsidiary	Clause (xvii)

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Koosai Lehera

Partner

Membership No.: 112399

ICAI UDIN:24112399BKFRIH3185

Place: Mumbai
Date: 08 May 2024

Annexure B to the Independent Auditor's Report on the consolidated financial statements of Godrej Agrovet Limited for the year ended 31 March 2024

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of Godrej Agrovet Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2024, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies, as of that date.

In our opinion and based on the consideration of reports of the other auditors on internal financial controls with reference to financial statements/ financial information of subsidiary companies as were audited by the other auditors, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to three subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of this matter.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Kosai Lehera

Partner

Membership No.: 112399

ICAI UDIN:24112399BKFRIH3185

Place: Mumbai

Date: 08 May 2024

Consolidated Balance Sheet

as at March 31, 2024

(₹ in crore)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
ASSETS			
(I) Non-current assets			
(a) Property, Plant and Equipment	2	2,208.24	2,000.42
(b) Capital work-in-progress	3	173.16	189.91
(c) Right of use assets	4	196.76	197.97
(d) Goodwill		264.88	264.88
(e) Intangible assets	5	68.75	71.12
(f) Intangible assets under development	5 (A)	18.35	14.53
(g) Biological assets other than bearer plants	6	67.78	33.17
(h) Equity accounted investees	7 (A)	151.92	141.43
(i) Financial Assets			
(i) Investments	7 (B)	16.64	16.98
(ii) Loans	8	62.83	67.53
(iii) Others	9	42.36	50.46
(j) Deferred tax assets	44	36.70	42.38
(k) Other tax assets (net)		73.76	31.28
(l) Other non-current assets	10	37.27	58.40
Total non current assets		3,419.40	3,180.46
(II) Current Assets			
(a) Biological assets other than bearer plants	6	72.91	97.85
(b) Inventories	11	1,383.01	1,344.12
(c) Financial Assets			
(i) Investments	12	8.01	-
(ii) Trade Receivables	13	518.91	574.03
(iii) Cash and cash equivalents	14	49.76	26.72
(iv) Bank balances other than (iii) above	15	3.11	2.79
(v) Loans	16	18.93	5.40
(vi) Others	17	49.90	65.92
(d) Other current assets	18	179.33	188.66
Total current assets		2,283.87	2,305.49
TOTAL ASSETS		5,703.27	5,485.95
EQUITY AND LIABILITIES			
(I) Equity			
(a) Equity share capital	19	192.21	192.16
(b) Other equity	20	2,324.44	2,145.37
Equity attributable to equity holders of the parent		2,516.65	2,337.53
Non-controlling interests		404.47	406.07
Total equity		2,921.12	2,743.60
(II) Liabilities			
(1) Non current liabilities			
(a) Financial liabilities			
(i) Borrowings	21	292.69	54.70
(ii) Lease Liabilities		83.64	91.74
(iii) Other financial liabilities	22	24.20	17.73
(b) Provisions	23	7.01	5.76
(c) Deferred tax liabilities (net)	44	167.85	179.79
(d) Other non-current liabilities	24	13.79	14.65
Total non current liabilities		589.18	364.37
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	25	1,015.81	1,266.77
(ii) Lease Liabilities		23.74	19.79
(iii) Trade Payables	26		
Total outstanding dues of micro enterprises and small enterprises		40.68	26.08
Total outstanding dues of creditors other than micro enterprises and small enterprises		587.09	678.25
(iv) Other financial liabilities	27	240.53	203.13
(b) Other current liabilities	28	176.07	96.55
(c) Provisions	29	68.98	85.14
(d) Current tax liabilities (net)		40.07	2.27
Total current liabilities		2,192.97	2,377.98
Total liabilities		2,782.15	2,742.35
TOTAL EQUITY AND LIABILITIES		5,703.27	5,485.95

The Notes 1 to 58 form an integral part of the Consolidated Financial Statements

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Registration Number 101248W/W-100022

KOOSAI LEHERY

Partner

Membership Number: 112399

Mumbai, May 8, 2024

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

(CIN:L15410MH1991PLC135359)

N. B. GODREJ

Chairman

DIN: 00066195

B.S.YADAV

Managing Director

DIN: 00294803

S. VARADARAJ

Chief Financial Officer

ICAI Memb. No. 047959

Mumbai, May 8, 2024

VIVEK RAIZADA

Company Secretary

ICSI Memb. No. ACS11787

Consolidated Statement of Profit and Loss

for the year ended March 31, 2024

Particulars	Note No.	(₹ in crore)	
		For the year ended March 31, 2024	For the year ended March 31, 2023
I. Revenue from Operations	30		
Sale of products		9,526.45	9,352.81
Other operating revenue		34.10	20.87
Total Revenue From Operations		9,560.55	9,373.68
II. Other income	31	41.32	107.50
III. Total Income		9,601.87	9,481.18
IV. Expenses			
Cost of materials consumed	32	7,097.94	7,245.14
Purchases of Stock-in-Trade	33	180.84	183.96
Changes in inventories of finished goods, Stock under cultivation, Work in progress and Stock-in-Trade	34	(35.05)	(40.05)
Employee benefits expense	35	539.12	453.41
Finance costs	36	107.87	99.12
Depreciation and amortization expenses	37	214.29	185.47
Other Expenses	38	1,076.25	1,008.43
Total Expenses		9,181.26	9,135.48
V. Profit before Tax and Share of Equity Accounted Investees		420.61	345.70
Share of profit of equity-accounted investees, net of tax		52.04	31.98
VI. Profit Before Tax		472.65	377.68
VII. Tax expense:			
1. Current Tax	43	118.99	75.03
2. Deferred Tax		(5.79)	7.29
		113.20	82.32
VIII. Profit for the year		359.45	295.36
IX. Other comprehensive income			
(A) Items that will not be reclassified to profit or loss			
Remeasurements of defined benefit liability		(1.46)	(2.63)
Changes in Fair Value of investment in equity shares		(0.34)	(4.74)
Equity accounted investee's share of other comprehensive income		0.78	0.01
Income tax related to items that will not be reclassified to profit or loss		0.47	1.87
		(0.55)	(5.49)
(B) Items that will be reclassified to profit or loss			
Exchange difference on translation of financial statements of foreign operations		(1.08)	0.80
Income tax related to items that will be reclassified to profit or loss		-	-
		(1.08)	0.80
Other comprehensive income for the year		(1.63)	(4.69)
X. Total comprehensive income for the year (VIII+IX)		357.82	290.67
Profit attributable to:			
Equity holders of the Company		359.67	301.91
Non-controlling interest		(0.22)	(6.55)
		359.45	295.36
XI. Other comprehensive income is attributable to :			
Equity holders of the Company		(1.22)	(4.56)
Non Controlling interests		(0.41)	(0.13)
		(1.63)	(4.69)
XII. Total comprehensive income is attributable to :			
Equity holders of the Company		358.45	297.35
Non Controlling interests		(0.63)	(6.68)
		357.82	290.67
XIII. Earnings per equity share	39		
(Nominal value of ₹ 10 each, fully paid-up)			
Basic (₹)		18.71	15.71
Diluted (₹)		18.71	15.71

The Notes 1 to 58 form an integral part of the Consolidated Financial Statements
As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Registration Number 101248W/W-100022

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

(CIN:L15410MH1991PLC135359)

N. B. GODREJ

Chairman

DIN: 00066195

B.S.YADAV

Managing Director

DIN: 00294803

KOOSAI LEHERY

Partner

Membership Number: 112399

Mumbai, May 8, 2024

S. VARADARAJ

Chief Financial Officer

ICAI Memb. No. 047959

Mumbai, May 8, 2024

VIVEK RAIZADA

Company Secretary

ICSI Memb. No. ACS11787

Consolidated Statement of Cash Flows

for the year ended March 31, 2024

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the period ended March 31, 2023
A. Cash Flow from Operating Activities :		
Net Profit Before Taxes	472.65	377.68
Adjustment for:		
Depreciation and amortisation	214.29	185.47
(Profit)/Loss on sale of Property, plant and equipment	3.00	(69.42)
(Profit)/Loss on sale of Investments (net)	(0.07)	(0.03)
Unrealised foreign exchange (gain)/loss (net)	(0.47)	(0.04)
Dividend income	(0.21)	(0.18)
Grant amortisation	(1.48)	(1.25)
Interest income	(10.29)	(11.30)
Employee share based compensation cost	3.22	3.04
Share of equity-accounted investees, net of tax	(52.04)	(31.98)
Net (gain)/loss on lease modification	-	(0.07)
Finance Cost	107.87	99.12
Allowances for Doubtful Debts and Advances	0.71	(3.65)
Liabilities no longer required written back	(2.45)	(3.46)
Change in fair value of biological assets	(7.06)	(3.05)
Bad Debts Written off	27.21	34.91
	282.23	198.11
Operating Profit Before Working Capital Changes	754.88	575.79
Adjustments for:		
(Increase) / Decrease in Inventories	(38.89)	84.67
(Increase) / Decrease in Biological assets other than bearer plants	(2.61)	(27.77)
(Increase) / Decrease in Trade Receivables	26.55	346.06
(Increase) / Decrease in Current / Non-current Financial assets- Loans	0.22	(0.35)
(Increase) / Decrease in Non-current Financial assets /Current Financial assets- Others	8.91	3.03
(Increase) / Decrease in Other Current / Non-current assets & provision for sales return	(5.82)	(33.12)
Increase / (Decrease) in Trade Payables and acceptances	(73.26)	12.97
Increase / (Decrease) in Current / Non-current Provisions	(1.24)	(7.07)
Increase / (Decrease) in Current / Non-current Financial liabilities- Others	52.78	(1.94)
Increase / (Decrease) in Other current / Non-current liabilities	80.15	15.07
	46.79	391.55
Cash Generated from Operations	801.67	967.34
Direct Taxes paid (net of refunds received)	(123.67)	(93.32)
Net Cash generated from operating activities	678.00	874.02
B. Cash Flow from Investing Activities :		
Acquisition of Property, plant and equipment	(384.38)	(359.21)
Proceeds from sale of Property, plant and equipment	7.52	79.89
Loans given	(12.00)	(32.77)
Loans repaid	2.98	2.18
Purchase of Investments	(8.01)	(2.50)
Proceeds from sale of investments	8.43	9.71
Deposits Redeemed/(placed)	(0.32)	-
Interest Received	10.19	11.43
Dividend Received	48.25	7.02
Net Cash Flow used in Investing Activities	(327.34)	(284.25)

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the period ended March 31, 2023
C. Cash Flow from Financing Activities :		
Proceeds from exercise of ESOP shares	0.05	0.05
Repayment of Short Term Borrowings	(6,316.13)	(5,491.63)
Proceeds from Short Term Borrowings	6,108.62	5,213.26
Repayment of Long Term Borrowings	(91.52)	(68.98)
Proceeds from Long Term Borrowings	286.06	102.83
Finance Cost	(101.35)	(95.59)
Repayment of lease liability	(29.76)	(15.37)
Dividend Paid	(183.59)	(183.62)
Acquisition of non-controlling interests	-	(55.36)
Net Cash Flow used in Financing Activities	(327.62)	(594.41)
Net increase / (decrease) in Cash and Cash equivalents	23.04	(4.64)
Cash and Cash equivalents (Opening balance)	26.72	31.36
Cash and Cash equivalents (Closing balance) (refer note 14)	49.76	26.72

- The above cash flow statement has been prepared under the indirect method as set out in Indian Accounting standard 7 Cash Flow Statement notified u/s 133 of Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules 2015, as amended and the relevant provisions of the Act.
- Figures in bracket indicate cash outflow.
- Movement in borrowings

(₹ in crore)

Particulars	April 1, 2023	Cash Flow	Non-cash changes	March 31, 2024
Long term borrowings (including current maturities)	145.95	194.54	-	340.49
Short term borrowings	1,175.52	(207.51)	-	968.01
Total borrowings	1,321.47	(12.97)	-	1,308.50

(₹ in crore)

Particulars	April 1, 2022	Cash Flows	Non-cash changes	March 31, 2023
Long term borrowings (including current maturities)	112.10	33.85	-	145.95
Short term borrowings	1,453.89	(278.37)	-	1,175.52
Total borrowings	1,565.99	(244.52)	-	1,321.47

The notes 1 to 58 form an integral part of the consolidated financial statements.
 As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Registration Number 101248W/W-100022

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

(CIN:L15410MH1991PLC135359)

N. B. GODREJ

Chairman

DIN: 00066195

B.S.YADAV

Managing Director

DIN: 00294803

KOOSAI LEHERY

Partner

Membership Number: 112399

Mumbai, May 8, 2024

S. VARADARAJ

Chief Financial Officer

ICAI Memb. No. 047959

Mumbai, May 8, 2024

VIVEK RAIZADA

Company Secretary

ICSI Memb. No. ACS11787

Consolidated Statement of changes in equity

for the year ended March 31, 2024

(a) Equity share capital

Particulars	As at	
	March 31, 2024	As at March 31, 2023
Balance at the beginning of the reporting year	192.16	192.11
Changes in Equity share capital during the year (refer note 19)	0.05	0.05
Balance at the end of the reporting year	192.21	192.16

(₹ in crore)

(b) Other equity

Particulars	Retained Earnings	Capital Reserve	General Reserve	Debt redemption reserve	Employee share option outstanding	Securities Premium	Non Controlling Interest Reserve	Effective portion of Cash Flow Hedges	Exchange differences on translating the financial statements of a foreign operation	Total attributable to the owners of the Company	Non - Controlling Interest	Total
Balance at April 1, 2023	1,878.21	1.73	18.14	-	5.79	433.89	(185.65)	0.02	(6.76)	2,145.37	406.07	2,551.44
Total comprehensive income for the year	359.67	-	-	-	-	-	-	-	-	359.67	(0.22)	359.45
Profit for the year	(0.14)	-	-	-	-	-	-	-	(1.08)	(1.22)	(0.41)	(1.63)
Other comprehensive income for the year	359.53	-	-	-	-	-	-	-	(1.08)	358.45	(0.63)	357.82
Total comprehensive income for the year	(182.60)	-	-	-	-	-	-	-	-	(182.60)	(1.06)	(183.66)
Dividends	-	-	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	3.22	-	-	-	-	3.22	-	3.22
Employee compensation expenses recognised during the year	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to Debt Redemption Reserve	(9.90)	-	9.90	-	-	-	-	-	-	(9.90)	-	-
Exercise of Employee stock grants	-	-	-	9.90	(2.40)	2.40	-	-	(7.84)	(0.00)	0.09	0.09
Balance at March 31, 2024	2,045.24	1.73	18.14	9.90	6.61	436.29	(185.65)	0.02	-	2,324.44	404.47	2,728.91
Balance at April 1, 2022	1,764.20	1.73	18.14	-	5.10	431.55	(136.89)	0.02	(7.55)	2,076.30	420.27	2,496.57
Total comprehensive income for the year	301.91	-	-	-	-	-	-	-	-	301.91	(6.55)	295.36
Profit for the year	(5.35)	-	-	-	-	-	-	-	0.79	(4.56)	(0.13)	(4.89)
Other comprehensive income for the year	296.56	-	-	-	-	-	-	-	0.79	297.36	(6.68)	290.67
Total comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	-	-
As Per Godrej Seeds and Genetics Limited Merger Scheme approved by Bombay High Court	-	-	-	-	-	-	-	-	-	-	-	-
Contributions and distributions	(182.55)	-	-	-	-	-	-	-	-	(182.55)	(1.08)	(183.63)
Dividends	-	-	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	3.03	-	-	-	-	3.03	-	3.03
Employee compensation expenses recognised during the year	-	-	-	-	-	-	-	-	-	-	-	-
Exercise of Employee stock grants	-	-	-	-	(2.34)	2.34	-	-	-	(48.76)	0.16	0.16
Acquisition of non-controlling interests (refer note 55)	-	-	-	-	-	-	(48.76)	-	-	(48.76)	(6.60)	(55.36)
Balance at March 31, 2023	1,878.21	1.73	18.14	-	5.79	433.89	(185.65)	0.02	(6.76)	2,145.37	406.07	2,551.44

The Notes 1 to 58 form an integral part of the Consolidated Financial Statements

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Registration Number 101248W/W-100022

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

(CIN:L15410MH1991PLC135359)

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Chairman

DIN: 00066195

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Managing Director

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KOOSAI LEHERY

Partner

Membership Number: 112399

Mumbai, May 8, 2024

S. VARADARAJ

Chief Financial Officer

ICAI Memb. No. 047959

Mumbai, May 8, 2024

VIVEK RAIZADA

Company Secretary

ICSI Memb. No. ACS11787

Notes forming part of the Consolidated Financial Statement

Note 1. Material Accounting Policies

1. General information

Godrej Agrovat Ltd. (“the Company” or “Parent”) is a public limited Company, which is domiciled and incorporated in the Republic of India with its registered office situated at 3rd Floor, Godrej One, Pirojshanagar, Vikhroli (East), Mumbai – 400 079. The Company and its subsidiaries (the “Group”), its joint ventures and its associates is a diversified agribusiness Group and its principal activities include manufacturing and marketing of high quality animal feed, innovative crop protection & agricultural inputs, palm oil & allied products, poultry and processed food & milk and milk products.

2. Basis of preparation and presentation

(i) Basis of preparation:

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (“Ind AS”) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (‘Act’) read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The consolidated financial statements of the Group for the year ended March 31, 2024 were authorized for issue in accordance with a resolution of the Board of Directors on May 8, 2024.

Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Group’s normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time taken between acquisition of assets for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of classification of assets and liabilities into current and non-current.

(ii) Basis of measurement

The consolidated financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) that are measured at fair value (refer accounting policy regarding financial instruments)
- asset held for sale and biological Assets – measured at fair value less cost to sell;
- defined benefit plans – plan assets measured at fair value less present value of defined benefit obligation; and
- share-based payments

(iii) Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees, which is the Group’s functional currency. All amounts have been rounded off to the nearest crore, unless otherwise indicated. The amount reflected as “0.00” in Financials are value with less than one lakh.

3. Basis of consolidation

The Consolidated Financial Statements (CFS) comprises the Financial Statements of Godrej Agrovat Limited (“the Company”) and its Subsidiaries (herein after referred together as “the Group”), Joint Ventures and Associates. The CFS of the Group have been prepared in accordance with the Indian Accounting Standards on “Consolidated Financial Statements” (Ind AS 110), “Joint Arrangements” (Ind AS 111), “Disclosure of Interest in Other Entities” (Ind AS 112), “Investment in Associates and Joint Ventures” (Ind AS 28) notified under Section 133 of the Companies Act, 2013

(i) Subsidiaries :

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. When the Company loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognized in the Statement of Profit or Loss.

The financial statement of the Company, its Subsidiaries, Joint Ventures and Associates used in consolidation procedure are drawn upto the same reporting date i.e. March 31,2024. The acquisition method of accounting is used to account for business combinations by the Group. The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Inter Group transactions, balances and unrealized gains on transactions between Group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed wherever necessary to ensure consistency with the policies adopted by the Group.

Non -controlling interests (NCI) in the results and equity of subsidiaries are shown separately in consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively and are measured at proportionate share of the acquiree's net fair value of identifiable assets at the date of acquisition. Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

(ii) Equity method :

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses of the investee in the Consolidated Statement of Profit and Loss, and the Group's share of other comprehensive income of the investee in other comprehensive income.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, then unless it has incurred obligations or made payments on behalf of the other entity, Group does not recognize further losses, Unrealized gains on transactions between the Group and its equity accounted investees are eliminated to the extent of the Group's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

4 Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the

- Fair value of the assets transferred;
- Liabilities incurred to the former owners of the acquired business;
- Equity interests issued by the Group
- Fair value of any asset or liability resulting from contingent consideration arrangement

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognizes any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at their fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition related costs are expenses as incurred.

The excess of the

- Consideration transferred;
- Amount of any non-controlling interest in the acquired entity; and
- Acquisition date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets acquired, the difference is recognized in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognized directly in equity as capital reserve.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest is remeasured to fair value at the acquisition date. Any gains arising from such remeasurement are recognized in the Consolidated Statement of Profit and Loss or Other Comprehensive Income, as appropriate.

5. Key estimates and assumptions

While preparing consolidated financial statements in conformity with Ind AS, the management has made certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the statement of financial position date and the reported amount of income and expenses for the reporting period. Future events rarely develop exactly as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgement, estimates and assumptions are required in particular for:

- **Determination of the estimated useful lives**

Useful lives of property, plant and equipment are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II and in case of intangible assets, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support.

- **Recognition and measurement of defined benefit obligations**

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

- **Recognition and measurement of Long term employee incentives**

Accrual for long term employee incentive scheme liability requires estimates and judgements in respect of achievement of parameters of business performance. These estimates are based on past performance, approved budgets and plans and other relevant information considered on a best estimate basis as at the reporting date.

- **Recognition of deferred tax assets**

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

- **Recognition and measurement of provisions**

- a. Provision for sales returns

The Group makes a provision for estimated sales returns, based on its historical experience and is dependent on other relevant factors.

- b. Provision for doubtful trade receivables

The Group has large number of individual small customers. Management assesses the level of allowance for doubtful debts after taking into account ageing analysis and any other factor specific to individual counterparty and a collective estimate based on historical experience adjusted for certain current factors.

- c. The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

- **Discounting of long-term financial assets / liabilities**

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial liabilities/assets which are required to subsequently be measured at amortized cost, interest is accrued using the effective interest method.

- **Fair valuation of employee share options**

The fair valuation of the employee share options is based on the Black-Scholes model used for valuation of options. Key assumptions made with respect to expected volatility includes share price, expected dividends and discount rate, under this option pricing model.

- **Determining whether an arrangement contains a lease**

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgment in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

- **Rebates**

Rebates are generally provided to distributors or customers as an incentive to sell the Group's products. Rebates are based on purchases made during the period by distributor / customer. The Group determines the estimates of rebate accruals primarily based on the contracts entered into with their distributors / customers and the information received for sales made by them.

- **Impairment of goodwill and intangible assets with indefinite useful life**

The Group estimates the value-in-use of the cash generating units (CGUs) based on the future cash flows after considering current economic conditions and trends, estimated future operating results and growth rate and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The discount rates used for the CGUs represent the weighted average cost of capital based on the historical market returns of comparable companies.

- **Fair value of financial instruments**

Derivatives are carried at fair value. Derivatives includes foreign currency forward contracts and commodity. Fair value of foreign currency forward contracts are determined using the fair value reports provided by respective bankers.

- **Biological Assets**

Management uses inputs relating to production and market prices in determining the fair value of biological assets.

6. Measurement of fair values

The Group's accounting policies and disclosures require the measurement of fair values for, both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Group uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

7. Recent pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issue from time to time. On March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the company.

8. Changes in material accounting policies:

- The Company previously accounted for deferred tax on leases and decommissioning liabilities by applying the "integrally linked" approach, resulting in a similar outcome as under the amendments, except that the deferred tax asset or liability was recognized on a net basis. Following the amendments, the Company has recognized a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right of use assets as at 1st April 2022 and thereafter. However, there was no impact on the balance sheet because the balances qualify for offset under paragraph 74 under IND AS 12. There was also no impact on the opening retained earning as at 1st April 2022 as a result of the change. The key impact for the company relates to disclosure of the deferred tax assets and liabilities recognized.
- Material accounting policy information

The company adopted Disclosure of Accounting Policies (Amendments to IND AS 1) from 1st April 2023. Although the amendments did not result in any changes in the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements.

The amendments require the disclosure of 'material' rather than 'significant' accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity specific accounting policy information that users need to understand other information in the financial statement.

9. Material accounting policies

A. Revenue and Other income

i. Sale of goods

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract. Discounts given by the Group includes trade discounts, volume rebates and other incentive given to the customers. Accumulated experience is used to estimate the provision for discounts. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

Revenue from the sale of goods are recognized when control of the goods has transferred to our customer and when there are no longer any unfulfilled obligations to the customer. Depending on the contractual terms with the customers, this can be either at the time of dispatch or delivery of goods. This is considered the appropriate point where the performance obligations in our contracts are satisfied as the Group no longer have control over the inventory.

Our customers have the contractual right to return goods only when authorized by the Group. As at 31 March 2023, an estimate has been made of goods that will be returned and a liability has been recognized for this amount. An asset has also been recorded for the corresponding inventory that is estimated to return to the Group using a best estimate based on historical experience.

ii. Dividend income

Dividend income is recognized only when the right to receive the same is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of dividend can be measured reliably.

iii. Interest income

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR), which is the rate that discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial assets. Interest income is included in other income in the Consolidated Statement of Profit and Loss.

iv. Subsequent remeasurement of the contingent consideration which represents a financial liability or asset, is recognized through profit and loss account.

B. Foreign currency

i. Transactions and balances

Transactions in foreign currencies are translated into the respective functional currencies of the Group at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Group's monetary items at the closing rate are recognized as income and expenses in the period in which they arise.

Exchange differences are generally recognized in the Statement of Profit and Loss, except exchange differences arising from the translation of the following item which are recognized in OCI:

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit and loss are translated at average rate during the year. The exchange differences arising on translation for consolidation are recognized in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognized in statement of profit and loss.

C. Employee benefits

i. Short term employee benefits

All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Short-term benefits such as salaries, wages, short-term compensation absences, etc., are determined on an undiscounted basis and recognized in the period in which the employee renders the related service.

ii. Defined contribution plans

Obligations for contributions to defined contribution plans such as Provident Fund and Family pension maintained with Regional Provident Fund Office are expensed as the related service is provided.

iii. Defined benefit plans

The following post – employment benefit plans are covered under the defined benefit plans:

- Provident Fund Contributions other than those made to the Regional Provident Fund Office of the Government which are made to the Trust administered by the Group.

The Group's contribution to the Provident Fund Trust as established by the Group, is also considered as a Defined Benefit Plan because, as per the rules of Group's Provident Fund Scheme, 1952, if the return on investment is less than the guaranteed rate of return for any reason, then the deficiency shall be made good by the Group. The Group's net obligations in respect of such plans is calculated by estimating the amount of future benefit that the employees have earned in return for their services and the current and prior periods that benefit is discounted to determine its present value and the fair value of the plan asset is deducted.

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

- Gratuity Fund

The Group provides for gratuity, a defined benefit retirement plan covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Group. The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income (OCI). They are included in retained earnings in the statement of changes in equity and in the balance sheet.

iv. Other long-term employee benefits

Liability toward long-term Compensated Absences are provided for on the basis of an actuarial valuation, using the Projected Unit Credit Method, as at the date of the Balance Sheet. Actuarial gains / losses comprising of experience adjustments and the effects of changes in actuarial assumptions are immediately recognized in the Consolidated Statement of Profit and Loss.

Other long term employee benefits include payable in respect of long term incentive scheme recorded by estimating the possible cash outflows based on assessment of parameters of the scheme and discounted at present value.

v. Terminal Benefits:

All terminal benefits are recognized as an expense in the period in which they are incurred.

D. Income Tax

Income tax expense comprises current and deferred tax. It is recognized in the Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognized directly in equity or in the OCI.

i. Current tax

Current tax is the amount of tax payable (recoverable) in respect of the taxable profit / (tax loss) for the year determined in accordance with the provisions of the Income-Tax Act, 1961. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Group:

- has a legally enforceable right to set off the recognized amounts; and
- intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

ii. Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries and associates to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves. Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Taxes relating to items recognized directly in equity or OCI is recognized in equity or OCI and not in the consolidated statement of profit and loss.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

- a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

E. Inventories

Inventories are carried in the consolidated balance sheet as follows:

- (a) Raw materials, Packing materials, Stock in Trade and Stores & Spares: At lower of cost, on weighted average basis and net realizable value.
- (b) Work-in-progress / project in progress -: At lower of cost of materials, plus appropriate production overheads and net realizable value.
- (c) Finished Goods-: At lower of cost of materials, plus appropriate production overheads and net realizable value.

The cost of inventories have been computed to include all cost of purchases, cost of conversion and other related costs incurred in bringing the inventories to the present location and condition. Slow and non-moving material, obsolescence, defective inventories are duly provided for and valued at lower of cost and net realizable value. Goods and materials in transit are valued at actual cost incurred upto the date of balance sheet. Materials and supplies held for use in the production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost.

- (d) Land development project in progress includes cost of land, development management fees, construction cost, allocated interest and expenses attributable to the construction of the project undertaken by the Group.

F. Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises:

- a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- b) any direct cost attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

- c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognized in the Consolidated Statement of Profit and Loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

An item of property, plant and equipment is derecognized upon disposal or when there is no future economic benefits expected from its use or disposal.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in the Consolidated Statement of Profit and Loss.

On transition to Ind AS, the Group had elected to continue with the carrying value of all its property, plant and equipment as recognized as at April 01, 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

ii. Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and cost can be measured reliably

iii. Depreciation/ Amortizations

Depreciation on tangible fixed assets is provided in accordance with the provisions of Schedule II of the Companies Act 2013, on Straight Line Method. Depreciation on additions / deductions is calculated on pro rata basis from/up to the month of additions/deductions. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. In case of the following category of property, plant and equipment, the depreciation has been provided based on the technical specifications, external & internal assessment, requirement of refurbishments and past experience of the remaining useful life which is different from the useful life as specified in Schedule II to the Act:

- (a) Plant and Machinery : - 20 Years
- (b) Computer Hardware, Crates, cans and milko testers:
Depreciated over the estimated useful life of 4 years.
- (c) Leasehold Land:
Amortized over the lease term.
- (d) Leasehold improvements and equipment:
Amortized over the Primary lease period.

Assets costing less than ₹ 5,000 are fully depreciated in the year of purchase/acquisition.

Property, plant and equipment with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e higher of the fair value less cost to sell and value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss.

G. Borrowing costs

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of that asset till the date it is ready for its intended use or sale. Other borrowing costs are recognized as an expense in the period in which they are incurred.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

H. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

I. Intangible assets

Recognition and measurement

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Group and the cost of the asset can be measured reliably.

Intangible assets viz. Technical Know-how fees, Grant of Licenses and Computer software, which are acquired by the Group and have finite useful lives are measured at cost less accumulated amortization and any accumulated impairment losses, if any except goodwill. Goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired and measured at cost less accumulated impairment losses, if any.

Amortization

Amortization is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognized in the Statement of Profit and Loss.

The intangible assets are amortised over the estimated useful lives as given below:

- Computer Software : 6 years
- Technical Know-how of a capital nature & Product Registration expenses : 6 years
- Brands : 20 years
- Non compete Right : Amortized over the period of the agreement.

Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Research and Development Expenditure

Research Expenditure:

Revenue expenditure on research & development is charged to the Consolidated Statement of Profit and Loss of the year in which it is incurred.

Capital expenditure incurred during the period on research & development is accounted for as an addition to intangible assets.

J. Share-based payments:

- a. Employees of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).
- b. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.
- c. That cost is recognized, together with a corresponding increase in share-based payment reserves in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest.
- d. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

K. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts and commodity futures contracts.

Financial instruments also covers contracts to buy or sell a non-financial item that can be settled net in cash or another financial instrument, or by exchanging financial instruments, as if the contracts were financial instruments, with the exception of contracts that were entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the entity's expected purchase, sale or usage requirements.

Derivatives are currently recognized at fair value on the date on which the derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

Any gain or losses arising from changes in the fair value of derivatives are recognized in the statement of profit and loss.

i. Financial assets

Classification

The Group classifies its financial assets in the following measurement categories:

- Where assets are measured at fair value, gains and losses are either recognized entirely in the Consolidated Statement of Profit and Loss (i.e. fair value through profit or loss), or recognized in Other Comprehensive Income (i.e. fair value through other comprehensive income).
- A financial asset that meets the following two conditions is measured at amortized cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

Business model test: The objective of the Group's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes).

Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Initial recognition & measurement

At initial recognition, the Group measures a financial asset at fair value plus, in the case of a financial asset not recorded at fair value through the Consolidated Statement of Profit and Loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Equity investments (other than investments in associates and joint venture)

- All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group decides to classify the same either as at FVOCI or FVTPL. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.
- If the Group decides to classify an equity instrument as FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.
- Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Consolidated Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognized (i.e. removed from the Group's Consolidated Statement of Assets and Liabilities) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, deposits, and bank balance.

- b) Trade receivables - The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits, security like letters of credit, security deposit collected etc. and expectations about future cash flows.

ii. Financial liabilities

Classification

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

The Group classifies all financial liabilities as subsequently measured at amortized cost, except for financial liabilities at fair value through the Consolidated Statement of Profit and Loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Initial recognition and measurement

Financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable and incremental transaction cost.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the consolidated statement of profit and loss.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognized less cumulative amortization.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the consolidated statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Consolidated Statement of Assets and Liabilities if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Derivative financial instruments

The Group uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

L. Provisions, contingent liabilities and contingent assets

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The expenses relating to a provision is presented in the Consolidated Statement of Profit and Loss net of any reimbursement. If the projected obligation declines as a result of a change in the estimate, the provision is reversed by the corresponding amount and the resulting income recognized in the expenses in which the original charge was recognized.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognized as finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no provision disclosure is made.

A contingent asset is not recognized but disclosed in the consolidated financial statements where an inflow of economic benefit is probable.

Commitments includes the amount of purchase order (net of advance) issued to parties for completion of assets.

Provisions, contingent assets, contingent liabilities and commitments are reviewed at each balance sheet date.

M. Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group recognizes right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases with reasonably similar characteristics, the Group, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group recognizes the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognizes any remaining amount of the re-measurement in statement of profit and loss.

The Group has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

N. Impairment of non-financial assets

Goodwill and intangible assets that have infinite useful life are not subjected to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired and measured at cost less accumulated impairment losses, if any.

The carrying values of other assets/cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognized for such excess amount in the statement of Profit and Loss.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor that reflects current market assessments of the time value of money and the risk specific to the asset.

When there is indication that an impairment loss recognized for an asset (other than a revalued asset) in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognized in the Consolidated Statement of Profit and Loss, to the extent the amount was previously charged to the Consolidated Statement of Profit and Loss. In case of revalued assets, such reversal is not recognized and impairment loss recognized in respect of goodwill is not subsequently reversed. The Group also determines the recoverable amount using market capitalization method, where applicable.

O. Cash and cash equivalents

Cash and cash equivalent in the Consolidated balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

P. Government Grants

Grants are recognized when there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

When the grant relates to an asset, the cost of the asset is shown at gross value and grant thereon is treated as a deferred grant which is recognized as income in the consolidated statement of profit and loss over the period and in proportion in which depreciation is charged.

Revenue grants are recognized in the consolidated statement of profit and loss in the same period as the related cost which they are intended to compensate are accounted for.

Q. Earnings Per Share ("EPS")

The basic Earnings Per Share ("EPS") is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit/(loss) after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

R. Biological assets

Biological assets are measured at fair value less costs to sell, with any change therein recognized in the consolidated statement of profit or loss.

Note 2 : Property, plant and equipment

Particulars	Freehold Land (refer note 2.1)	Buildings (refer note 2.1)	Plant and Machinery	Furniture and Fixtures	Vehicles	Office & Others Equipment	Leasehold Improvements	Livestock used for R&D	Total
As at March 31, 2024									
Gross Block									
As at April 1, 2023	372.89	771.13	1,513.11	22.46	55.98	119.17	4.68	1.04	2,860.46
Additions	53.36	98.79	192.63	9.01	15.93	29.31	0.18	0.18	399.39
Disposals	-	(0.11)	(10.19)	(0.25)	(5.14)	(2.02)	(0.00)	(0.03)	(17.74)
As at March 31, 2024	426.25	869.81	1,695.55	31.22	66.77	146.46	4.86	1.19	3,242.11
Accumulated Depreciation									
As at April 1, 2023	-	141.91	630.42	11.65	25.29	47.71	2.82	0.24	860.04
Charge for the year	-	31.27	127.48	2.69	5.78	17.77	0.36	0.10	185.45
Disposals	-	(0.03)	(7.96)	(0.17)	(1.70)	(1.75)	(0.00)	(0.01)	(11.62)
As at March 31, 2024	-	173.15	749.94	14.17	29.37	63.73	3.18	0.33	1,033.87
Net Block as at March 31, 2024	426.25	696.66	945.61	17.05	37.40	82.73	1.68	0.86	2,208.24
As at March 31, 2023									
Gross Block									
As at April 1, 2022	373.25	721.10	1,379.67	20.52	48.82	92.00	4.68	0.49	2,640.53
Additions	0.10	54.11	138.17	1.94	13.72	27.81	-	0.59	236.44
Disposals	(0.46)	(4.08)	(4.73)	-	(6.56)	(0.64)	-	(0.04)	(16.51)
As at March 31, 2023	372.89	771.13	1,513.11	22.46	55.98	119.17	4.68	1.04	2,860.46
Accumulated Depreciation									
As at April 1, 2022	-	114.60	513.55	9.73	22.33	35.98	2.45	0.20	698.84
Charge for the year	-	27.52	119.69	1.92	5.40	12.29	0.37	0.05	167.24
Disposals	-	(0.21)	(2.82)	(0.00)	(2.44)	(0.56)	-	(0.01)	(6.04)
As at March 31, 2023	-	141.91	630.42	11.65	25.29	47.71	2.82	0.24	860.04
Net Block as at March 31, 2023	372.89	629.22	882.69	10.81	30.69	71.46	1.86	0.80	2,000.42

Note 2.1: Legal formalities relating to the transfer of title of immovable assets situated at Ariyalur & Varanavasi (as part of the merger of Cauvery Oil Palm Limited), are being complied with. Stamp duty payable thereon is not presently determinable.

Note 3 : Capital Work In Progress

(₹ in crore)

Particulars	Amount
As at March 31, 2024	
Cost	
As at April 1, 2023	189.91
Additions during the year	276.69
Capitalised during the year	(293.44)
As at March 31, 2024	173.16
As at March 31, 2023	
As at April 1, 2022	80.92
Additions during the year	300.83
Capitalised during the year	(191.84)
As at March 31, 2023	189.91

Note: Capital work in progress includes borrowing cost capitalised during the year of ₹ 8.59 crore (Previous Year ₹ 1.81 crore).

Capital Work in progress (CWIP) ageing

As at March 31, 2024

(₹ in Crore)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 - 2 years	2-3 years	More than 3 years	
Projects in progress	134.13	37.58	0.07	-	171.78
Projects temporarily suspended *	-	-	-	1.38	1.38
TOTAL	134.13	37.58	0.07	1.38	173.16

* Expected to be put to use by March 31, 2025.

As at March 31, 2023

(₹ in Crore)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 - 2 years	2-3 years	More than 3 years	
Projects in progress	175.70	12.20	0.36	0.27	188.53
Projects temporarily suspended	-	-	-	1.38	1.38
TOTAL	175.70	12.20	0.36	1.65	189.91

Project execution plans are modulated basis capacity requirement assessment and all the projects are executed as per rolling annual plan.

Note 4 : Right of use Assets

(₹ in crore)

Particulars	Buildings	Land	Vehicles	Total
Cost				
As at April 1, 2023	127.15	97.02	20.90	245.07
Additions	17.13	8.61	3.32	29.06
Disposals	(6.06)	(4.45)	(1.97)	(12.48)
As at March 31, 2024	138.22	101.18	22.25	261.65
Accumulated depreciation and impairment				
As at April 1, 2023	30.49	4.90	11.71	47.10
Depreciation	18.61	1.04	4.95	24.60
Disposals	(4.79)	(0.05)	(1.97)	(6.81)
As at March 31, 2024	44.31	5.89	14.69	64.89
Carrying amounts				
As at April 1, 2023	96.66	92.12	9.19	197.97
As at March 31, 2024	93.91	95.29	7.56	196.76

Particulars	Buildings	Land	Vehicles	Total
Cost				
As at April 1, 2022	46.50	94.44	11.19	152.13
Additions	81.65	2.58	9.71	93.94
Disposals	(1.00)	-	-	(1.00)
As at March 31, 2023	127.15	97.02	20.90	245.07
Accumulated depreciation and impairment				
As at April 1, 2022	22.31	3.86	8.08	34.25
Depreciation	8.55	1.04	3.63	13.22
Disposals	(0.37)	-	-	(0.37)
As at March 31, 2023	30.49	4.90	11.71	47.10
Carrying amounts				
As at April 1, 2022	24.19	90.58	3.11	117.88
As at March 31, 2023	96.66	92.12	9.19	197.97

Breakdown of lease expenses

(₹ in crore)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Short-term lease expense	18.01	21.15
Variable lease expense	2.78	-
Total lease expense	20.79	21.15

Cash outflow on leases

(₹ in crore)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Repayment of lease liabilities	23.24	11.84
Interest on lease liabilities	6.52	3.53
Short-term lease expense	18.01	21.15
Variable lease expenses (other than short term)	2.78	-
Total cash outflow on leases	50.55	36.52

Maturity analysis of lease liability

(₹ in crore)

Particulars	Total Lease Payable	Less than 1 year	1 and 5 years	Over 5 years	Weighted average effective interest rate %
March 31, 2024					
Lease liabilities	137.97	26.57	85.98	25.42	7.25% - 9%
March 31, 2023					
Lease liabilities	143.38	27.54	78.59	37.24	7.25% - 9%

Note 5: Intangible Assets

(₹ in crore)

Particulars	Computer Software	Brand	Non -Compete Rights	Product Registration	Total
As at March 31, 2024					
Cost					
As at April 1, 2023	28.20	54.79	13.00	2.77	98.76
Additions	0.94	-	-	1.62	2.56
Disposals	(0.03)	-	-	-	(0.03)
As at March 31, 2024	29.11	54.79	13.00	4.39	101.29
Accumulated amortisation					
As at April 1, 2023	20.31	3.32	1.30	2.71	27.64
Charge for the year	2.52	0.83	1.30	0.27	4.92
Disposals	(0.02)	-	-	-	(0.02)
As at March 31, 2024	22.81	4.15	2.60	2.98	32.54
Net Block as at March 31, 2024	6.30	50.64	10.40	1.41	68.75
As at March 31, 2023					
Cost					
As at April 1, 2022	27.30	54.79	-	2.71	84.80
Additions	0.90	-	13.00	0.06	13.96
Disposals	-	-	-	-	-
As at March 31, 2023	28.20	54.79	13.00	2.77	98.76
Accumulated amortisation					
As at April 1, 2022	17.43	2.49	-	2.71	22.63
Charge for the year	2.88	0.83	1.30	-	5.01
Disposals	-	-	-	-	-
As at March 31, 2023	20.31	3.32	1.30	2.71	27.64
Net Block as at March 31, 2023	7.89	51.47	11.70	0.06	71.12

Note 5 (A): Intangible assets under development (IAUD)

(₹ in crore)

Particulars	Amount
As at March 31, 2024	
Cost	
As at April 1, 2023	14.53
Additions during the year	5.81
Capitalized during the year	(1.99)
As at March 31, 2024	18.35
As at March 31, 2023	
As at April 1, 2022	9.32
Additions during the year	5.74
Capitalized during the year	(0.53)
As at March 31, 2023	14.53

Intangible assets under development ageing (IAUD)**As at March 31, 2024**

(₹ in crore)

Particulars	Amount in IAUD for a period of				Total
	Less than 1 year	1 - 2 years	2-3 years	More than 3 years	
Projects in progress	5.62	4.71	4.94	3.08	18.35
Projects temporarily suspended	-	-	-	-	-
TOTAL	5.62	4.71	4.94	3.08	18.35

As at March 31, 2023

(₹ in crore)

Particulars	Amount in IAUD for a period of				Total
	Less than 1 year	1 - 2 years	2-3 years	More than 3 years	
Projects in progress	5.35	6.11	1.37	1.70	14.53
Projects temporarily suspended	-	-	-	-	-
TOTAL	5.35	6.11	1.37	1.70	14.53

Project execution plans are modulated basis requirement assessment and all the projects are executed as per rolling annual plan.

Note 6 : Biological Assets other than bearer plants

A. Reconciliation of carrying amount

March 31, 2024

(₹ in crore)

Particulars	Oil palm saplings		Cattles		PS Birds / Hatching eggs / Broilers	Total
	Qty.	Amount	Qty.	Amount	Amount	
Balance as April 1, 2023	17,61,541	20.32	1,203	9.40	101.30	131.02
Add:						
Purchases	29,31,037	24.94	308	1.32	89.89	116.15
Production/ Cost of Development	-	12.53	433	5.59	237.34	255.46
Less:						
Sales / Disposals	(12,10,762)	(15.19)	(415)	(3.38)	(351.51)	(370.08)
Change in fair value less cost to sell:	-	2.41	-	0.71	5.02	8.14
Realised (Mortality/sale)	-	(2.58)	-	(0.35)	(20.69)	(23.62)
Unrealised	-	4.99	-	(0.02)	25.71	30.68
Balance as at March 31, 2024	34,81,816	45.01	1,529	13.64	82.04	140.69
Non Current	-	45.01	-	13.64	9.13	67.78
Current	-	-	-	-	72.91	72.91

March 31, 2023

(₹ in crore)

Particulars	Oil palm saplings		Cattles		PS Birds / Hatching eggs / Broilers	Total
	Qty.	Amount	Qty.	Amount	Amount	
Balance as April 1, 2022	9,11,943	6.45	1,107	8.36	83.53	98.34
Add:						
Purchases	17,20,356	12.35	132	0.46	108.27	121.08
Production/ Cost of Development	-	6.83	442	3.66	386.32	396.81
Less:						
Sales / Disposals	(8,70,758)	(9.22)	(478)	(2.85)	(477.18)	(489.25)
Change in fair value less cost to sell:	-	3.91	-	(0.23)	0.36	4.04
Realised (Mortality/sale)	-	-	-	0.63	-	0.63
Unrealised	-	(0.19)	-	(0.44)	(20.33)	(20.96)
Unrealised	-	4.10	-	(0.42)	20.69	24.37
Balance as at March 31, 2023	17,61,541	20.32	1,203	9.40	101.30	131.02
Non Current	-	20.32	-	9.40	3.45	33.17
Current	-	-	-	-	97.85	97.85

The group has operations in oil palm business whereby the group purchases the saplings and sells the saplings once it has achieved the desired growth. During the year ended March 31, 2024, the group purchased 29,31,037 (Previous year: 17,20,356) number of saplings, out of which 29,31,037 (Previous year: 17,20,356) were still under cultivation.

B. Measurement of Fair value

i. Fair Value hierarchy

The fair value measurements for oil palm saplings, cattles and PS Birds / Hatching eggs / Broilers have been categorised as Level 3 fair values based on the inputs to valuation technique used.

ii. Level 3 Fair values

The following table shows a break down of the total gains / (losses) recognised in respect of Level 3 fair values-

Particulars	(₹ in crore)	
	March 31, 2024	March 31, 2023
Gain/(loss) included in 'other operating revenue'	7.06	3.05
Change in fair value (realised)	(23.62)	(0.63)
Change in fair value (unrealised)	30.68	3.68

Particulars	(₹ in crore)	
	March 31, 2024	March 31, 2023
Gain/(loss) included in 'cost of goods sold'	-	0.36
Change in fair value (realised)	-	(20.33)
Change in fair value (unrealised)	-	20.69

iii. Valuation techniques and significant unobservable inputs

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Oil Palm Saplings - it comprises the stock under cultivation	Cost approach and percentage completion method	Estimated cost of completing the stock under cultivation ₹ 106.9 to 137.19 per sapling (Previous year ₹ 95.06 to ₹128.59).	The estimated fair valuation would increase/(decrease) if - Estimated cost to complete was lower (higher)
Biological assets - it comprises of: PS Bird; Hatching eggs; and Contract farm- Broilers	As per relevant market price prevailing at the year end	Estimated price of each component - PS birds - INR 28.58 (31 March 2023: INR 33.87) per Hatching eggs, - Hatching eggs - INR 40.20 (31 March 2023: INR 39.87) per Day Old Chicks, - Contract farms- Broilers (average rate) - INR 115.00 (31 March 2023: INR 74.00) per kg for live bird	The estimated fair valuation would increase/(decrease) if - Estimated price of each component of poultry stock was higher/(lower)
Cattle	Market approach with the help of Valuation certificate	Estimated price impact on age, breed and yield of the Cattle	The estimated fair valuation would increase/(decrease) if - Estimated yield of the cattle is increased or decreased

C. Risk Management strategies related to agricultural activities

The group is exposed to the following risks relating to its plantations, Cattles and PS Bird /Hatching egg /Broiler

i. Regulatory and environmental risks

The group is subject to laws and regulations in the country in which it operates. It has established various environmental policies and procedures aimed at compliance with the local environmental and other laws.

ii. Supply and demand risks

The group is exposed to risks arising from fluctuations in the price and sales volume of plants and milk. For oil palm plants, when possible, the group manages this risk by aligning its harvest volume to market supply and demand. Management performs regular industry trend analyses for projected harvest volumes and pricing. For milk, the Group manages this risk by effective marketing tie up for sale of milk.

The group is exposed to the risk arising from the fluctuations in the price of Hatching eggs, commercial day old chicks and live birds. When the price goes down the management possibly manages this risk by diverting more live birds for processing and when prices go up the management sells more Hatching eggs, Day old Chicks and Live Birds.

iii. Climate and other risks

The group's oil palm plantations are exposed to the risk of damage from climatic changes, diseases, forest fires and other natural forces. The group has extensive processes in place aimed at monitoring and mitigating those risks, including regular plantation health surveys and industry pest and disease surveys.

The Group is exposed to risks arising from fluctuations in yield and health of the Cattle. Group manages this risk by effective sourcing and maintenance of cattle.

The Group's Live stock are exposed to the extreme climatic changes in summer and winter season. However, the Group has extensive processes in place aimed at monitoring and mitigating those risks, including regular health inspections of Live Stock and adopting Industry best practices by professional qualified veterinarian doctors.

A reasonably possible change of 10% in Estimated cost of completing the stock under cultivation at the reporting date would have increased (decreased) profit or loss by the amounts shown below.

(₹ in crore)

Particulars	Profit or (loss) for the year ended March 31, 2024		Profit or (loss) for the year ended March 31, 2023	
	10% increase	10% decrease	10% increase	10% decrease
Variable cost (Oil palm saplings)	(0.73)	0.77	(0.48)	0.51
Estimated change in valuation- Cattle	1.36	(1.36)	0.94	(0.94)
Estimated change in valuation- Poultry (PS Birds / Hatching eggs /Broilers)	4.63	(4.63)	10.63	(10.63)
Cash flow sensitivity (net)	5.26	(5.22)	11.09	(11.06)

Note 7 : Investments

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
A. Investment in joint ventures (Unquoted)		
i. ACI Godrej Agrovet Private Limited, Dhaka, Bangladesh. 18,50,000 (Previous Year 18,50,000) Equity Shares of ₹ 100/- each.	139.12	106.62
ii. Omnivore India Capital Trust 1,505.29 (Previous Year 2,071.17) units of ₹ 1,00,000 each.	12.80	34.81
Total (A)	151.92	141.43
B. Non-current Investments		
Investment in equity instruments		
i. Quoted at FVOCI		
a. KSE Limited 1,03,750 (Previous Year 1,03,750) Equity Shares of ₹ 10/- each {Nil (Previous year acquired 13,850 and sold 651 shares)}	16.63	16.97
ii. Unquoted at FVTPL		
a) Investment in Co-operative Society	0.01	0.01
Total (B)	16.64	16.98
TOTAL	168.56	158.41

Note 7.1: Other disclosures

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
Aggregate amount of quoted investment	16.63	16.97
Market value of quoted investment	16.63	16.97
Aggregate amount of unquoted investments	151.93	141.44
Aggregate amount of diminution in the value of investments	-	-

Note 8 : Non Current - Loans

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good (unless otherwise stated)		
Loans and Advances - Others	62.45	67.06
Loan to Employees	0.38	0.47
TOTAL	62.83	67.53

Note 9 : Other non-current financial assets

		(₹ in crore)	
Particulars	As at March 31, 2024	As at March 31, 2023	
1. Claims receivable	1.46	1.46	
2. Security deposits			
i. Considered good	40.67	45.29	
ii. Considered doubtful	0.25	0.25	
Less : Allowance for bad and doubtful deposits	(0.25)	(0.25)	
Net Deposits	40.67	45.29	
3. Other Receivables (includes interest receivable on loan)	-	3.38	
4. Bank Deposit with original maturity of more than 12 months (refer note 9.1)	0.23	0.33	
TOTAL	42.36	50.46	

Note 9.1: Fixed Deposits of ₹ 0.23 crore (Previous year ₹ 0.33 crore) are pledged with government authorities.

Note 10 : Other non-current assets

		(₹ in crore)	
Particulars	As at March 31, 2024	As at March 31, 2023	
1. Capital advances (Refer note no. 58)	8.62	29.77	
2. Balance with Government Authorities	15.34	16.41	
3. Others			
i) Considered good	13.31	12.22	
ii) Considered doubtful	1.22	1.22	
Less : Allowance for doubtful advances	(1.22)	(1.22)	
TOTAL	37.27	58.40	

Note 11 : Inventories

		(₹ in crore)	
Particulars	As at March 31, 2024	As at March 31, 2023	
(Valued at lower of cost and net realizable value)			
1. Raw Materials (including packing materials)	838.14	856.27	
2. Raw Materials in Transit	42.50	22.01	
3. Work in progress	64.82	78.26	
4. Project in progress	3.39	3.39	
5. Finished goods	335.08	278.94	
6. Stock-in-Trade	36.31	49.39	
7. Stores and Spares	62.77	55.86	
TOTAL	1,383.01	1,344.12	

Note 11.1 : The write-down of inventories to net realisable value during the year amounted to ₹10.11 crore (Previous year : ₹ 1.58). The write-downs/ provisions are included in cost of materials consumed.

Note 12 : Current Investments

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
I. Investment in equity of associates (Unquoted) (Refer note no. 49)		
Al Rahaba International Trading Limited Liability Company, Abu Dhabi, UAE.		
24 Equity Shares of AED. 1500/- each	-	-
II. Investment in Mutual Funds	8.01	-
TOTAL	8.01	-

Note 12.1: Other disclosures

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
Aggregate amount of quoted investment	8.01	-
Market value of quoted investment	8.01	-
Aggregate amount of unquoted investments	-	-
Aggregate amount of Impairment in the value of investments	-	-

Note 13 : Trade Receivables (refer note 42.2)

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
i. Secured and considered good (refer note 13.1)	91.31	80.81
ii. Unsecured and considered good	430.12	493.22
iii. Credit impaired	36.68	39.13
Less : Loss allowance	(39.20)	(39.13)
TOTAL	518.91	574.03

Note 13.1: Secured by Security Deposits collected from customers or Bank Guarantees held against them.

Note 13.2 : Trade receivables ageing schedule

(₹ in crore)

As at March 31, 2024	Not due	Outstanding for following periods from due date of payment					Total
		< 6 months	6 months to 1 year	1 - 2 years	2 - 3 years	more than 3 years	
Undisputed Trade Receivables – considered good	299.37	192.50	22.74	3.83	0.20	2.33	520.97
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	1.43	9.52	13.46	1.82	1.79	28.02
Disputed Trade Receivables – considered good	-	0.18	0.06	0.15	-	0.07	0.46
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivable – credit impaired	-	-	-	4.82	1.32	2.52	8.66
TOTAL	299.37	194.11	32.32	22.26	3.34	6.71	558.11

(₹ in crore)

As at March 31, 2023	Not due	Outstanding for following periods from due date of payment					Total
		< 6 months	6 months to 1 year	1 - 2 years	2 - 3 years	more than 3 years	
Undisputed Trade Receivables – considered good	372.75	119.85	49.85	22.91	3.43	2.26	571.05
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	0.98	1.14	27.37	0.23	2.37	32.09
Disputed Trade Receivables – considered good	-	0.14	0.02	2.82	-	-	2.98
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivable – credit impaired	-	-	0.32	4.23	0.89	1.59	7.03
TOTAL	372.75	120.97	51.33	57.33	4.55	6.22	613.15

Note 14 : Cash and cash equivalents

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
1. Cash on hand	2.25	1.61
2. Cheques, Drafts on Hand	2.86	2.79
3. Balances with Banks:		
a) Current Accounts	44.58	22.28
b) Deposit Account (Original Maturity less than Three months)	0.02	0.00
c) Saving Bank Account of Company's ESOP Trust	0.05	0.04
4 Book Overdraft	-	-
TOTAL	49.76	26.72

Note 15 : Bank Balances Other Than Cash and Cash Equivalents

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
1. Fixed Deposits -more than 3 months and less than 12 months (refer note. 15.1)	2.79	2.52
2. Unclaimed dividend accounts	0.32	0.27
TOTAL	3.11	2.79

Note 15.1: Fixed deposits with scheduled banks of ₹ 2.71 Crore (previous year ₹ 0.71 Crore) held as margin money towards bank guarantees/ sales tax registration/ overdraft limit.

Note 16 : Loans

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
1. Loans and advances to employees	0.58	0.68
2. Other Loans & Advances		
i. Unsecured and considered good	18.35	4.72
ii. Credit impaired	0.13	0.13
Less : Loss allowance	(0.13)	(0.13)
TOTAL	18.93	5.40

Note 17 : Other current financial assets

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
1. Interest on Bank Fixed Deposits	0.04	0.02
2. Interest Accrued on other Deposits	0.16	0.28
3. Interest Accrued on Intercompany Deposits	0.19	-
4. Security deposits	5.49	6.49
5. Export incentive	0.00	-
6. Other Receivables (includes non-trade receivables)	44.01	59.13
7. Derivatives		
- Foreign exchange forward contracts not designated as hedge	0.01	-
TOTAL	49.90	65.92

Note 18 : Other current assets

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
1. Advances to suppliers	51.02	44.64
Less: Allowance for doubtful advance	(0.17)	(0.22)
2. Balance with government authorities		
i) Considered good	70.43	74.01
ii) Considered doubtful	1.81	0.16
Less : Allowance for doubtful advances	(1.81)	(0.16)
3. Right of recoveries against expected sales return	33.14	58.91
4. Prepaid expenses	24.91	11.32
TOTAL	179.33	188.66

Note 19 : Share Capital

(₹ in crore)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	₹ in crore	No. of shares	₹ in crore
1. Authorised :				
a) 22,49,94,000 (Previous Year 22,49,94,000) Equity shares of the par value of ₹ 10 each		224.99		224.99
b) 6,000 (Previous Year 6,000) Preference shares of the par value of ₹ 10 each		0.01		0.01
TOTAL		225.00		225.00
2. Issued, Subscribed and Paid-up:				
19,22,10,862 (Previous Year 19,21,60,890) Equity shares of ₹ 10 each fully paid up.		192.21		192.16
TOTAL		192.21		192.16

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	₹ in crore	No. of shares	₹ in crore
3 Reconciliation of number of shares outstanding at the beginning and end of the year :				
Equity shares :				
Outstanding at the beginning of the year	19,21,60,890	192.16	19,21,12,960	192.11
Shares issued during the year (refer note 41)	49,972	0.05	47,930	0.05
Outstanding at the end of the year	19,22,10,862	192.21	19,21,60,890	192.16

4. Rights, preferences and restrictions attached to:

Equity Shares: The Group has one class of Equity shares having a par value of ₹ 10 per share. Each Share holder is eligible for one vote per share held. All Equity Shareholders are eligible to receive dividends in proportion to their shareholdings. The dividends proposed by the Board of Directors are subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion to their share holding.

5 Shareholders holding more than 5% shares in the company is set out below:

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	%	No. of shares	%
a) Equity shares				
1. Godrej Industries Limited - Holding Company	12,47,14,957	64.88%	12,47,14,957	64.90%
2. V-Sciences Investments Pte Ltd	1,49,48,107	7.78%	1,56,66,455	8.15%

6. The Company has 1,07,549 (31-March-23 year 105,504) equity shares reserved for issue under Employee Stock Option Grant Scheme as at 31 March 2024. (As detailed in Note no 41)

7. Details of shares held by promoters

Annexure A:- Details of shares held by promoters

Sr. No.	Name of promoters	As at 31st March 2024			As at 31st March 2023		
		No of Shares	% of Total Shares	% change	No of Shares	% of Total Shares	% change
1	Godrej Industries Limited	12,47,14,957	64.90%	0.0%	12,47,14,957	64.92%	3.9%
2	Nadir Barjorji Godrej	102	0.00%	0.0%	102	0.00%	0.0%
3	Adi Barjorji Godrej	5,096	0.00%	0.0%	5,096	0.00%	0.0%
4	Rishad Kaikhushru Naoroji & Others (Partners Of Rkn Enterprises)	41,46,156	2.16%	0.0%	41,46,156	2.16%	0.0%
5	Smita Godrej Crishna, Freyan Crishna Bieri, Nyrika Holkar (Trustees Of Fvc Family Trust)	20,73,027	1.08%	0.0%	20,73,027	1.08%	0.0%
6	Smita Godrej Crishna, Freyan Crishna Bieri, Nyrika Holkar (Trustees Of Nvc Family Trust)	20,73,027	1.08%	0.0%	20,73,027	1.08%	0.0%
7	Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Navroze Lineage Trust)	20,73,000	1.08%	0.0%	20,73,000	1.08%	0.0%
8	Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Raika Lineage Trust)	20,73,070	1.08%	0.0%	20,73,070	1.08%	0.0%
9	Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Hng Family Trust)	8,61,001	0.45%	0.0%	8,61,001	0.45%	0.0%
10	Nisaba Godrej & Pirojsha Godrej (Trustees Of Ng Family Trust)	8,61,001	0.45%	0.0%	8,61,001	0.45%	0.0%
11	Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Bng Family Trust)	8,61,001	0.45%	0.0%	8,61,001	0.45%	0.0%
12	Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Sng Family Trust)	8,61,001	0.45%	0.0%	8,61,001	0.45%	0.0%
13	Tanya Dubash And Pirojsha Godrej (Trustees Of Tad Family Trust)	6,00,151	0.31%	-7.0%	6,45,151	0.34%	-15.9%
14	Pirojsha Adi Godrej	4,14,034	0.22%	0.0%	4,14,034	0.22%	0.0%
15	Karla Bookman	1,87,000	0.10%	0.0%	1,87,000	0.10%	0.0%
16	Sasha Godrej	1,86,000	0.10%	0.0%	1,86,000	0.10%	0.0%
17	Lana Godrej	74,000	0.04%	0.0%	74,000	0.04%	0.0%
18	Tanya Arvind Dubash	2,60,884	0.14%	20.8%	2,15,884	0.11%	129.9%
19	Nisaba Godrej	34	0.00%	0.0%	34	0.00%	0.0%
20	Raika Jamshyd Godrej	5	0.00%	0.0%	5	0.00%	0.0%
21	Nyrika Holkar	51	0.00%	0.0%	51	0.00%	0.0%
22	Navroze Jamshyd Godrej	78	0.00%	0.0%	78	0.00%	0.0%
23	Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of The Raika Godrej Family Trust)	3	0.00%	0.0%	3	0.00%	0.0%
24	Pirojsha Godrej And Nisaba Godrej (Trustees Of Pg Family Trust)	1	0.00%	0.0%	1	0.00%	0.0%
25	Adi Godrej, Tanya Dubash, Nisaba Godrej, Pirojsha Godrej (Trustees Of Abg Family Trust)	1	0.00%	0.0%	1	0.00%	0.0%
26	Tanya Dubash And Pirojsha Godrej (Trustees Of Tad Children Trust)	1	0.00%	0.0%	1	0.00%	0.0%
27	Nisaba Godrej & Pirojsha Godrej (Trustees Of Ng Children Trust)	1	0.00%	0.0%	1	0.00%	0.0%
28	Pirojsha Godrej And Nisaba Godrej (Trustees Of Pg Children Trust)	1	0.00%	0.0%	1	0.00%	0.0%
29	Pirojsha Godrej And Nisaba Godrej (Trustees Of Pg Lineage Trust)	1	0.00%	0.0%	1	0.00%	0.0%
30	Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Nbg Family Trust)	1	0.00%	0.0%	1	0.00%	0.0%
31	Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Rng Family Trust)	1	0.00%	0.0%	1	0.00%	0.0%

Annexure A:- Details of shares held by promoters

Sr. No.	Name of promoters	As at 31st March 2024			As at 31st March 2023		
		No of Shares	% of Total Shares	% change	No of Shares	% of Total Shares	% change
32	Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Bng Successor Trust)	1	0.00%	0.0%	1	0.00%	0.0%
33	Nadir Godrej, Hormazd Godrej & Burjis Godrej (Trustees Of Bng Lineage Trust)	1	0.00%	0.0%	1	0.00%	0.0%
34	Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Sng Successor Trust)	1	0.00%	0.0%	1	0.00%	0.0%
35	Nadir Godrej, Hormazd Godrej & Sohrab Godrej (Trustees Of Sng Lineage Trust)	1	0.00%	0.0%	1	0.00%	0.0%
36	Smita Godrej Crishna, Freyan Crishna Bieri & Nyrika Holkar (Trustees Of Nvc Children Trust)	1	0.00%	0.0%	1	0.00%	0.0%
37	S.G. Crishna, V.M. Crishna, F.C. Bieri & Nyrika Holkar (Sgc Family Trust)	1	0.00%	0.0%	1	0.00%	0.0%
38	S.G. Crishna, V.M. Crishna, F.C. Bieri & Nyrika Holkar (Vmc Family Trust)	1	0.00%	0.0%	1	0.00%	0.0%
39	Smita Godrej Crishna, Freyan Crishna Bieri & Nyrika Holkar (Trustees Of Fvc Children Trust)	1	0.00%	0.0%	1	0.00%	0.0%
40	Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Jng Family Trust)	1	0.00%	0.0%	1	0.00%	0.0%
41	Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Pjg Family Trust)	1	0.00%	0.0%	1	0.00%	0.0%
42	Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Njg Family Trust)	1	0.00%	0.0%	1	0.00%	0.0%
43	Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Rjg Family Trust)	1	0.00%	0.0%	1	0.00%	0.0%
44	Freyan Crishna Bieri	51	0.00%	0.0%	51	0.00%	0.0%

Note 20 : Other Equity

Particulars	(₹ in crore)	
	As at March 31, 2024	As at March 31, 2023
1. Retained Earnings	2,045.24	1,878.21
2. Capital Reserve	1.73	1.73
3. General Reserve	18.14	18.14
4. Debenture Redemption Reserve	9.90	-
5. Exchange differences on translating the financial statements of a foreign operation	(7.84)	(6.76)
6. Effective portion of Cash Flow Hedges	0.02	0.02
7. Employee stock grants Outstanding	6.61	5.79
8. Non Controlling Interest Reserve	(185.65)	(185.65)
9. Securities Premium	436.29	433.89
TOTAL	2,324.44	2,145.37

General reserve

General reserve is a free reserve which is created by transferring fund from retained earnings to meet future obligations and purposes.

Capital Reserve

Excess of assets recognised over consideration paid on business acquisition made by the group.

Exchange differences on translating the financial statements of a foreign operation

Exchange differences arising on translation of the foreign operations, if any, are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

Effective portion of Cash Flow Hedges

The Group uses hedging instruments as part of its management of foreign currency risk associated with foreign currency borrowings. For hedging foreign currency risk, the group used foreign currency forward contracts which are designated as cash flow hedges. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the cash flow hedge reserve. Amounts recognised in the cash flow hedge reserve is reclassified to statement of profit & loss when the hedged item affects the profit & loss.

Non- controlling Interest Reserve

Non- controlling Interest Reserve represent the difference between the consideration paid and the carrying value of non- controlling interest acquired in subsidiaries.

Employee stock grants outstanding

The employee share grant outstanding account is used to recognise grant date fair value of options issued to employees under the Company's stock option plan.

Debenture Redemption Reserve (DRR)

The Group has issued redeemable non-convertible debentures. Accordingly, the Companies (Share capital and Debentures) Rules, 2014 (as amended), require the Group to create DRR out of profits of the Group available for payment of dividend. DRR is required to be created for an amount which is equal to 10% of the value of debentures issued as per Section 71(4) of the Companies Act, 2013, read with Rule 18(7) of the Companies (Share Capital And Debentures) Rules, 2014.

Securities Premium

Securities Premium Account is used to record the premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Note 21 : Non-Current Borrowings

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
Secured		
Term loans from banks (refer note 21.1)	9.96	21.14
Unsecured	-	
a. Term loans from banks (refer note 21.2)	134.73	33.56
b. Non Convertible Debentures (refer note 21.3)	148.00	-
TOTAL	292.69	54.70

Note 21.1:

- (A) Term loans from bank amounting to ₹ 15.02 crore (Previous year 20.00 crore) including current maturities of ₹ 5.00 crore (Previous year ₹ 5.00 crore) is repayable in 16 quarterly instalments commencing from 29th June 2023. Current interest rate of the loan is 7.95% (previous year 7.95%).
- (B) Term loan amounting to ₹ 6.14 crore (Previous year ₹ 12.28 crore) including current maturities of ₹ 6.14 crore (Previous year ₹ 6.14 crore) is repayable in 12 quarterly instalments commencing from 30th June 2022. Current interest rate of the loan is 7.67% to 7.98% (Previous year 7.98%).

Secured by way of negative Lien created on the plant and machinery purchased by availing the term loan

Note 21.2:

- (A) Term loans from banks of ₹ 3.09 crore (previous year ₹ 5.15 crore) including current maturity of ₹ 2.06 crore (Previous year ₹ 2.06 crore) carries interest rates of Repo rate + 2.30% (Previous year Repo rate +2.30%). These loans (including current maturities) are repayable in 6 equal quarterly installments amounting to 0.52 crores from the date of the Financial Statements.
- (B) Term loans from banks of ₹ 8.38 crore (previous year NIL) including current maturity of ₹ 1.29 crore (Previous year NIL) carries interest rates of 7.70 % p.a link to 1 month T Bill (previous year Nil) . These loans (including current maturities) are repayable in 26 equal quarterly installments amounting to 0.32 crores from the date of the Financial Statements.

- (C) Term Loan from Bank amounting to ₹100 crore is repayable in quarterly installments commencing from January 01, 2026 carries interest rate of 7.85%.
- (D) Term Loan from Bank amounting to ₹9.42 crore (included in current maturity) is repayable in FY 2024-25 carries interest rate of 7.60% to 7.98%.
- (E) Term loans from Bank for ₹ 15 crore (Previous Year NIL) including current maturity of ₹ 5 crore (previous year NIL) carries interest at one month Treasury bill rate p.a. Current interest rate of the loan is 8.60% per annum and is repayable in 12 structured quarterly instalments commencing from 26 June 2024.
- (F) Term loans from Bank for ₹ 23.99 crore (Previous Year 16.99 crore) including current maturity of ₹ 8.18 crore (previous year ₹ 3.78 crore) carries interest Rate of 4.75% to 8.16% (Previous year 4.75% to 7.60%) . These loans are repayable at various dates in equal quarterly installment.
- (G) Term Loan amounting to ₹ 4.40 crore (Previous year 8 crore) including current maturities of ₹ 3.60 crore (Previous year ₹ 3.60 crore) carries Interest Rates of 3 months T Bill + 1.75% (Previous year 3 months T Bill + 1.75%). The loan is repayable are repayable in 4 equal quarterly installments of ₹ 0.9 crore and Last installment of ₹ 0.8 crore.

Note 21.3:

- (A) The Group on 21 August 2023 has issued 4,900 unsecured, rated, listed, redeemable, Non-convertible Debentures (NCDs) of face value ₹1,00,000 each for a total amount of ₹49 crore Lakhs on a private placement basis at 8.65% per annum . The NCDs are repayable in single instalment at the end of 36 months from date of issue i.e, on 21 August 2026.
- (B) The Group on 23 October 2023 has issued 5,000 unsecured, rated, listed, redeemable, Non-convertible Debentures (NCDs) of face value ₹1,00,000 each for a total amount of ₹50 crore Lakhs on a private placement basis at 8.65% per annum . The NCDs are repayable in single instalment at the end of 36 months from date of issue i.e, on 23 October 2026.
- (C) The Group on 21 August 2023 has issued 4,900 unsecured, rated, listed, redeemable, Non-convertible Debentures (NCDs) of face value ₹1,00,000 each for a total amount of ₹49 crore Lakhs on a private placement basis at 8.40% per annum . The NCDs are repayable in single instalment at the end of 36 months from date of issue i.e, on 21 August 2026.

Note 22 : Other Non-current Financial Liabilities

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
1. Employee benefits payable	24.20	17.73
TOTAL	24.20	17.73

Note 23 : Non-current Provisions

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for employee benefits (refer note 40)		
- Provision for compensated absences	5.11	4.33
- Provision for gratuity	1.90	1.43
TOTAL	7.01	5.76

Note 24 : Other non-current liabilities

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
1. Deferred grant	13.79	14.65
TOTAL	13.79	14.65

Note 25 : Current Borrowings

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
Secured		
a) Working Capital loan (refer note 25.1)	-	45.00
b) Current maturities of long term borrowings (refer note 21.1)	11.20	32.45
Unsecured		
a) Commercial paper (refer note 25.2)	726.02	844.07
b) Cash credit (refer note 25.3)	9.33	26.69
c) Working Capital Demand Loans from Banks (refer note. 25.4)	232.66	237.81
d) Buyers Credit (refer note 25.5)	-	21.96
e) Current maturities of long term borrowings (refer note 21.1)	36.60	58.79
TOTAL	1,015.81	1,266.77

Note 25.1 : The working capital demand Loan from bank has been repaid during the current year, carrying interest rate of 7.45% and was secured against inventories and receivables.

Note 25.2 : The group has raised Commercial Paper which carries interest rate of 7.75% to 8.44% (Previous year 7.37% to 8.30%).

Note 25.3 : Cash credit from banks are repayable on demand and carries interest rate ranging from 7.00% to 9.00% and MCLR - 0.25 % (Previous year: 4.75% to 8.95%).

Note 25.4 : Working capital Demand loan from banks carries interest rate of 7.25% to 9.00% (Previous year 4.10% to 8.25%) and T Bill rate 1 to 1.17% (Previous year T Bill rate and Repo Rate + 1.50%). These loans are repayable on different dates.

Note 25.5 : No Buyers Credit transaction are in banks as on 31 March 2024. (Previous Year : 7.46% to 8.05%).

Note 26 : Current Trade Payables

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
1. Trade Payables		
a) Due to micro enterprises and small enterprises	40.68	26.08
b) Other than micro enterprises and small enterprises	587.09	677.18
2. Acceptances	-	1.07
TOTAL	627.77	704.33

Note 26.1 :- Trade payables ageing

(₹ in crore)

As at March 31, 2024	Accrued expenses	Outstanding for following periods					Total
		Not Due	Less than 1 year	1 - 2 years	2 - 3 years	more than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	36.28	4.12	0.05	0.01	-	40.46
Total outstanding dues of creditors other than micro enterprises and small enterprises	93.06	439.27	40.38	8.07	4.31	0.68	585.77
Disputed dues of micro enterprises and small enterprises	-	-	0.18	0.01	0.01	0.02	0.22
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	0.19	0.04	0.12	0.97	1.32
TOTAL	93.06	475.55	44.87	8.17	4.45	1.67	627.77

(₹ in crore)

As at March 31, 2023	Accrued expenses	Outstanding for following periods				Total
		Not Due and Less than 1 year	1 - 2 years	2 - 3 years	more than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	25.86	-	-	-	25.86
Total outstanding dues of creditors other than micro enterprises and small enterprises	45.22	618.90	7.47	4.56	1.24	677.39
Disputed dues of micro enterprises and small enterprises	-	0.15	0.02	0.03	0.02	0.22
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	0.26	0.60	0.86
TOTAL	45.22	644.91	7.49	4.85	1.86	704.33

Note 27 : Other financial liabilities

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
1. Liabilities towards beneficiaries of company's ESOP Trust	0.07	0.06
2. Security Deposit	129.91	117.20
3. Non Trade Payables	41.73	50.31
4. Derivative liability	0.13	0.71
5. Unclaimed Dividend	0.32	0.27
6. Others (includes accrual for bonus, etc.)	68.37	34.58
TOTAL	240.53	203.13

Note 28 : Other current liabilities

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
1. Advances from Customers	138.47	72.74
2. Statutory Liabilities	36.31	22.86
3. Deferred Grants	0.89	0.94
4. Others	0.40	0.01
TOTAL	176.07	96.55

There are no amounts due to be credited to Investor Education and Protection Fund in accordance with Section 125 (2) (c) of the Companies Act, 2013 as at the year end.

Note 29 : Provisions

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
1. Provision for employee benefits (refer note 40)		
- Provision for compensated absences	1.35	1.30
- Provision for gratuity	7.03	7.87
2. Others	-	0.25
3. Provision for sales return (refer note 29.1 & 29.2)	60.60	75.72
TOTAL	68.98	85.14

Note. 29.1 : Movement of provision for sales return

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Provision	75.72	120.67
Add : Provision made for the year	116.18	179.68
Less: Utilised during the year	131.30	224.63
Closing Provision	60.60	75.72

Note. 29.2 : The Group makes a provision on estimated sales return based on historical experience. The Sales returns are generally expected within a year.

Note 30 : Revenue from operations

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of products (refer note 30.1)		
1. Sale of products	9,471.94	9,300.35
2. Sale of by products/ miscellaneous products	54.51	52.46
	9,526.45	9,352.81
Other operating revenue		
1. Export Incentives	0.46	0.33
2. Rebates / Incentives from Government	18.06	8.19
3. Processing income	8.04	6.97
4. Sales of Real Estate project (refer note 52)	-	2.33
5. Fair value of Biological Assets (refer note 6)	7.06	3.05
6. Others	0.48	-
	34.10	20.87
TOTAL	9,560.55	9,373.68

Note 30.1

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
1. Reconciliation of revenue from contract with customers		
Revenue from contract with customer as per the contract price	9,936.93	9,661.49
Adjustments made to contract price on account of :-		
a) Discounts / Incentive	(410.48)	(308.68)
	9,526.45	9,352.81
2. Disaggregation of revenue.		
Animal Feed	5,000.08	4,950.62
Vegetable Oil	1,218.10	1,294.39
Crop Protection	1,219.61	1,188.51
Dairy	1,572.38	1,500.23
Poultry and processed food	981.33	1,003.12
Other Business	100.07	52.51
Inter segment elimination	(565.12)	(636.57)
	9,526.45	9,352.81
3. Geographical disaggregation		
Sales in India	9,389.49	9,099.62
Sales outside India	136.96	253.19
	9,526.45	9,352.81
4 Reconciliation of revenue recognised from contract liability (Advance from customers)		
Closing Contract Liability (Advance from customer)	138.47	72.74

The amount of INR 68.70 cr included in contract liabilities at 31 March 2023 has been recognised as revenue during the year ended 31 March 2024 (31 March 2023 : INR 59.61 cr).

Note 31 : Other Income

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
1. Interest Income		
a) Instruments measured at amortised cost		
(i) Interest received on Deposits/Loans	9.67	10.58
(ii) Interest - Others	0.62	0.72
b) Interest received from Income Tax Refund	-	0.00
2. Dividend received	0.21	0.18
3. Profit on sale of Property, plant and equipment (net)	-	69.42
4. Profit on sale of Investments (net)	0.07	0.03
5. Claims recovered	1.78	1.75
6. Liabilities no longer required written back	2.45	3.46
7. Royalty & Technical Knowhow	11.59	5.92
8. Other Miscellaneous Income	9.67	9.39
9. Grant amortization	1.48	1.25
10. Foreign exchange gain (net)	3.78	4.80
TOTAL	41.32	107.50

Note 32 : Cost of materials consumed

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Raw Material Stocks at the Commencement of the Year	878.28	976.80
b) Add : Purchases / Change in Project-in-progress (refer note 52)	7,100.30	7,146.62
	7,978.58	8,123.42
c) Less: Raw Material Stocks at the Close of the year	880.64	878.28
TOTAL	7,097.94	7,245.14

Note 33 : Purchase of stock-in-trade

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
1. Agri inputs	97.91	136.17
2. Others	82.93	47.79
TOTAL	180.84	183.96

Note 34 : Changes In Inventories of Finished Goods, Work In Progress, Stock under cultivation and Stock-In-Trade and Biological assets

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
1. Stocks at the Commencement of the year		
a) Finished Goods	278.94	238.25
b) Work In Progress	78.26	70.30
c) Biological assets	101.30	83.54
d) Stock under cultivation	20.32	6.45
e) Stock-in-Trade	49.39	89.62
Total Stock at the commencement of the year	528.21	488.16
2 Less : Stocks at the Close of the year		
a) Finished Goods	335.08	278.94
b) Work In Progress	64.82	78.26
c) Biological assets	82.04	101.30
d) Stock under cultivation	45.01	20.32
e) Stock-in-Trade	36.31	49.39
Total Stock at the close of the year	563.26	528.21
Change in the stock of Finished Goods, Work In Progress, Stock under cultivation, Stock in Trade and Biological Assets	(35.05)	(40.05)

Note 35 : Employee benefit expenses

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
1. Salaries, Wages, Bonus and Allowances	466.80	391.99
2. Contribution to Provident, Gratuity and Other Funds (refer note 40)	29.15	26.67
3. Expense on Employee Stock based payments (refer note 41)	3.22	3.03
4. Staff Welfare Expense	39.95	31.72
TOTAL	539.12	453.41

Note 36 : Finance Costs

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
1. Interest Expense		
i. Paid towards Loans and Cash Credit	96.05	89.78
ii. On Lease liability	6.42	3.53
iii. Others	4.10	4.24
2. Other Borrowing Costs	1.30	1.57
TOTAL	107.87	99.12

Note 36.1: Finance costs are net of interest capitalised to capital work in progress ₹8.60 crore (Previous year ₹ 1.81 crore).

Note 37 : Depreciation and Amortisation Expenses

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
1. Depreciation	185.45	167.24
2. Amortization	4.92	5.01
3. Depreciation of Right of Use Asset (refer note 4)	24.60	13.22
Less : capitalised to Intangible assets under development	(0.68)	-
TOTAL	214.29	185.47

Note 38 : Other Expenses

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
1. Stores and Spares consumed	47.88	47.66
2. Power and Fuel	176.40	172.04
3. Processing and other manufacturing expenses	273.52	265.78
4. Rent	20.79	21.15
5. Rates and Taxes (Refer note 38.1 below)	14.75	6.24
6. Repairs and Maintenance		
(a) Machinery	32.62	29.40
(b) Buildings	1.96	2.03
(c) Other assets	9.61	5.52
7. Insurance	10.29	12.76
8. Payment to auditors	1.78	1.78
9. Freight	82.12	94.79
10. Advertisement, Selling and Distribution Expenses	161.14	128.33
11. Bad Debts/Advances Written Off/sundry balance written off	27.21	34.91
12. Allowances for Doubtful Debts and Advances	0.71	(3.65)
13. Loss on Sale/Write off of property, plant and equipments	3.00	-
14. Research Expenses	6.63	7.22
15. Corporate Social Responsibility Expenses	9.91	9.91
16. Miscellaneous Expenses	195.93	172.56
TOTAL	1,076.25	1,008.43

Note 38.1 - Includes non-recurring expense incurred of ₹ 6.29 crore towards differential VAT liability settled under VAT amnesty schemes.

Note 39 : Earnings per share

Calculation of weighted average number of equity shares - Basic and diluted

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
1 Calculation of weighted average number of equity shares - Basic		
Number of equity shares at the beginning of the year	19,21,60,890	19,21,12,960
Equity shares issued during the year	49,972	47,930
Number of equity shares outstanding at the end of the year	19,22,10,862	19,21,60,890
Weighted average number of equity shares outstanding during the year	19,22,04,919	19,21,54,441
2 Calculation of weighted average number of equity shares - Diluted		
Weighted average equity shares - Basic	19,22,04,919	19,21,54,441
Effect of exercise of share grants (refer note 39.1)	70,978	68,901
Revised number of potential equity shares outstanding at the end of the year	19,22,75,897	19,22,23,342
Weighted average number of potential equity shares outstanding during the year	19,22,75,897	19,22,23,342
3 Profit attributable to ordinary shareholders (Basic/diluted)		
Profit for the year, attributable to the owners of the Company	359.67	301.91
Profit for the year, attributable to ordinary shareholders	359.67	301.91
4 Basic Earnings per share (₹)	18.71	15.71
5 Diluted Earnings per share (₹)	18.71	15.71
6 Nominal Value of Shares (₹)	10.00	10.00

Note 39.1 Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

Note 40 : Employee benefits

The group contributes to the following post-employment plans in India.

Defined Contribution Plans:

The group's contributions paid/payable to Regional Provident Fund at certain locations, Super Annuation Fund, Employees State Insurance Scheme, Employees Pension Schemes, 1995 and other funds are determined under the relevant approved schemes and/or statutes and are recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service. There are no further obligations other than the contributions payable to the approved trusts/appropriate authorities.

The group recognised ₹ 21.47 crore for the year ended March 31, 2024 (Previous Year ₹ 19.67 crore) towards provident fund contribution ₹ 0.28 crore for the year ended March 31, 2024 (Previous Year ₹ 0.62 crore) towards employees' state insurance contribution, ₹ 0.54 crore for the year ended March 31, 2024 (Previous Year ₹ 0.44 crore) towards National Pension Scheme and ₹ 0.40 crore for the year ended March 31, 2024 (Previous Year ₹ 0.45 crore) towards superannuation fund contribution in the Statement of Profit and Loss.

Defined Benefit Plan:

I. Provident Fund

- The Group manages the Provident Fund plan through a Provident Fund Trust for its employees which is permitted under The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and is actuarially valued. The plan envisages contribution by the employer and employees and guarantees interest at the rate notified by the Provident Fund authority. The contribution by employer and employee, together with interest, are payable at the time of separation from service or retirement, whichever is earlier.

The Group has an obligation to fund any shortfall on the yield of the trust's investments over the administered interest rates on an annual basis. These administered rates are determined annually predominantly considering the social rather than economic factors and the actual return earned by the Company has been higher in the past years. The actuary has provided a valuation for provident fund liabilities on the basis of guidance issued by Actuarial Society of India and based on the below provided assumptions there is shortfall of ₹1.06 core as at March 31, 2024, which has been recognised as expense in Statement of Profit and Loss under employee benefit expenses.

(₹ in crore)		
Particulars	March 31, 2024	March 31, 2023
Plan assets at period end, at fair value	217.18	194.88
Provident Fund Corpus/ obligation	218.24	194.59
Valuation assumptions under Deterministic Approach:		
Whilst In service Withdrawal	5.00%	5.00%
Rate of Discounting	7.20%	7.46%
Guaranteed Rate of Interest	8.25%	8.15%

II. Gratuity

The group's gratuity schemes are defined benefit plans. The group's liability for the defined benefit schemes is actuarially determined based on the projected unit credit method. The group's net obligations in respect of such plans is calculated by estimating the amount of future benefit that the employees have earned in return for their services in the current and prior periods and that benefit is discounted to determine its present value and the fair value of the plan asset is deducted. Actuarial gains and losses are recognised immediately in the Other Comprehensive Income in the Statement of Profit and Loss.

In accordance with the provisions of the Payment of Gratuity Act, 1972, the Group has a defined benefit plan which provides for gratuity payments. The plan provides a lump sum gratuity payment to eligible employees at retirement or termination of their employment. The amounts are based on the respective employee's last drawn salary and the years of employment with the Group.

Liabilities in respect of the gratuity plan are determined by an actuarial valuation, based upon which the Group makes annual contributions to the Group Gratuity cum Life Assurance Schemes administered by the ICICI Prudential Life insurance, a funded defined benefit plan for qualifying employees. The Holding Company has a Gratuity Trust and Trustees administer the contributions made by the Company to the gratuity scheme. The employee gratuity fund scheme for other Indian subsidiaries is managed by Life Insurance Corporation of India.

The most recent actuarial valuation of the defined benefit obligation along with the fair valuation of the plan assets in relation to the gratuity scheme was carried out as at March 31, 2024. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation and the plan assets as at balance sheet date:

(₹ in crore)		
Particulars	March 31, 2024	March 31, 2023
Defined benefit obligation	(53.55)	(49.57)
Fair value of plan assets	44.62	40.27
Net defined benefit (obligation)/assets	(8.93)	(9.30)

i. Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components

(₹ in crore)

Particulars	Defined Benefit Obligation		Fair value of plan assets		Net defined benefit (asset) liability	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Opening balance	49.57	46.56	40.27	38.79	9.29	7.77
Included in profit or loss						
Current service cost	4.29	4.03	-	-	4.29	4.03
Past service cost	-	-	-	-	-	-
Interest cost (income)	3.71	3.16	3.05	2.66	0.66	0.50
Liability / Assets transferred in / Acquisitions	0.26	0.78	0.26	0.78	-	-
Included in OCI						
Remeasurement loss (gain):						
Actuarial loss (gain) arising from:						
Demographic assumptions	(0.21)	0.16	-	-	(0.21)	0.16
Financial assumptions	1.07	(1.63)	-	-	1.07	(1.63)
Experience adjustment	1.74	2.79	-	-	1.74	2.79
Acquisition adjustment	-	0.10	-	-	-	0.10
Return on plan assets excluding interest income	-	-	1.15	(1.29)	(1.15)	1.29
	60.43	55.95	44.73	40.94	15.69	15.01
Other						
Contributions paid by the employer	-	-	6.77	5.66	(6.77)	(5.66)
Benefits paid	(6.88)	(6.38)	(6.88)	(6.33)	-	(0.06)
Acquisitions	-	-	-	-	-	-
Closing balance	53.55	49.57	44.62	40.27	8.92	9.29

Represented by

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
Net defined benefit liability	8.92	9.29
TOTAL	8.92	9.29

ii. Plan assets

Plan assets comprise the following

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
Insurer managed fund (100%)	44.61	39.48
Cash & cash equivalents	0.01	0.79
TOTAL	44.62	40.28

iii. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

Particulars	March 31, 2024	March 31, 2023
Discount rate	7.19%	7.43%
Future salary growth	5.30%	5.00%
Rate of employee turnover	For service 4 yrs. & Below 15.7 % p.a. & For service 5 yrs and above 6.4% p.a.	For service 4 yrs. & Below 12.46 % p.a. & For service 5 yrs and above 8.00 % p.a.
Mortality rate	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2012-14) Urban
Weighted Average Duration	7	7

Assumptions regarding future mortality have been based on published statistics and mortality tables.

iv. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

(₹ in crore)

Particulars	March 31, 2024		March 31, 2023	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(2.79)	3.15	(2.55)	2.86
Future salary growth (1% movement)	3.19	(2.87)	2.90	(2.63)
Rate of employee turnover (1% movement)	0.41	(0.63)	0.48	(0.72)

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

v. Expected future cash flows

The expected future cash flows in respect of gratuity as at March 31, 2024 and March 31, 2023 were as follows

(₹ in crore)

Expected future benefit payments	March 31, 2024	March 31, 2023
1st Following year	10.12	7.17
2nd Following year	5.17	7.66
3rd Following year	6.74	5.21
4th Following year	5.60	6.10
5th Following year	5.07	4.91
Thereafter	49.57	47.19

Other long-term employee benefits:

Compensated absences are payable to employees at the rate of daily salary for each day of accumulated leave on death or on resignation or upon retirement. The charge towards compensated absences for the period ended March 31, 2024 based on actuarial valuation using the projected accrued benefit method is ₹4.26 crore (Previous Year ₹ 0.27 crore).

Termination Benefits: All termination benefits including voluntary retirement compensation are fully written off to the Statement of Profit & Loss

Incentive Plans: The Company has a scheme of Incentives to Employees which is fully expensed to the Statement of Profit & Loss in the respective periods. The Scheme rewards its employees based on the achievement of key performance indicators and profitability, as prescribed in the scheme.

Note 41: Share-based payment arrangements:

Description of share-based payment arrangements

A. Godrej Agrovet Limited

Employee stock grants - equity settled

The Company had set up the Employees Stock Grant Scheme 2018 (ESGS) pursuant to the approval by the Shareholders by way of postal ballot, the result of which was declared on June 20, 2018.

The ESGS Scheme is effective from April 1, 2018, (the "Effective Date") and shall continue to be in force until (i) its termination by the Board or (ii) the date on which all of the shares to be vested under Employee Stock Grant Scheme 2018 have been vested in the Eligible Employees and all restrictions on such Stock Grants awarded under the terms of ESGS Scheme, if any, have lapsed, whichever is earlier.

The Scheme applies to the Eligible Employees who are in whole time employment of the Company or its Subsidiary Companies. The entitlement of each employee would be decided by the Nomination and Remuneration Committee of the respective Company based on the employee's performance, level, grade, etc.

The total number of Stock Grants to be awarded under the ESGS Scheme are restricted to 25,00,000 (Twenty five Lakhs) fully paid up equity shares of the Company. Not more than 5,00,000 (Five Lac) fully paid up equity shares or 1% of the issued equity share capital at the time of awarding the Stock Grant, whichever is lower, can be awarded to any one employee in any one year.

The Stock Grants shall vest in the Eligible Employees pursuant to the ESGS Scheme in the proportion of 1/3rd at the end of each year from the date on which the Stock Grants are awarded for a period of three consecutive years, or as may be determined by the Nomination and Remuneration Committee, subject to the condition that the Eligible Employee continues to be in employment of the Company or the Subsidiary company as the case may be.

The Eligible Employee shall exercise her / his right to acquire the shares vested in her / him all at one time within 1 month from the date on which the shares vested in her / him or such other period as may be determined by the Nomination and Remuneration Committee.

The Exercise Price of the shares has been fixed at Re. 10 per share. The fair value of the employee share options has been measured using the Black-Scholes Option Pricing Model and charged to the Statement of Profit and Loss. The value of the options is treated as a part of employee compensation in the financial statements and is amortised over the vesting period.

The Company has provided ₹2.92 crore (Previous Year ₹ 2.71 crore) for all the eligible employees for current year.

Following table lists the average inputs to the model used for the plan for the year ended March 31, 2024:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Description of the Inputs used
Dividend yield %	2.15%	1.79%	Dividend yield of the options is based on recent dividend activity.
Expected volatility %	22% - 32%	37% - 42%	Expected volatility of the option is based on historical volatility, during a period equivalent to the option life, of the observed market prices of the Company's publicly traded equity shares.
Risk free Interest rate %	6.913% to 6.952%	5.47% to 6.783%	Risk-free interest rates are based on the government securities yield in effect at the time of the grant.
Expected life of share options	1 to 3 years	1 to 3 years	
Weighted Average Market price on date of granting the options	422.98	532.19	

The Status of the above plan is as under:

Options outstanding at the end of year 1,07,549. The details of Grant is as follows :

- 14,037 options granted on May 7, 2021,
- 32,060 options granted on May 11, 2022,
- 59,299 options granted on May 9, 2023,
- 2,153 options granted on September 28, 2023.

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Weighted average Exercise Price (₹)
Options Outstanding at the Beginning of the Year	1,05,504	1,04,632	₹10.00
Options Granted	74,994	63,933	
Options Vested	49,972	47,930	
Options Exercised	49,972	47,930	
Options Lapsed / Forfeited	22,977	15,131	
Total Options Outstanding at the end of the year	1,07,549	1,05,504	

The weighted average exercise price of the options outstanding as on March 31, 2024 is ₹ 10/- (Previous year ₹ 10/- per share)

B. Astec LifeSciences Limited

(a) Employee stock option scheme (ESOP, 2012 as amended by the Shareholders by way of a Special Resolution)

The Company had set up the Employees Stock Option Plan 2012 which was amended by the Shareholders by way of a Special Resolution obtained by way of Postal Ballot, whose results have been declared on September 27, 2021.

The Scheme applies to the Eligible Employees who are in whole time employment of the Company or its Subsidiary Companies. The entitlement of each employee would be decided by the Nomination and Remuneration Committee of the respective Company based on the employee's performance, level, grade, etc.

The total number of Stock Option to be awarded under the ESOP Scheme are restricted to 1% of the issued equity share capital at the time of awarding the Stock Option, can be awarded to any one employee in any one year.

The Stock Options shall vest in the Eligible Employees pursuant to the ESOP Scheme in the proportion of 1/3rd at the end of each year from the date on which the Stock Options are awarded for a period of three consecutive years, or as may be determined by the Nomination and Remuneration Committee, subject to the condition that the Eligible Employee continues to be in employment of the Company or the Subsidiary company as the case may be.

The Eligible Employee shall exercise her / his right to acquire the shares vested in her / him all at one time within 1 month from the date on which the shares vested in her / him or such other period as may be determined by the Nomination and Remuneration Committee.

(b) Employee stock option scheme (ESOS, 2015)

The Company has implemented Employees under Employee stock option scheme (ESOS, 2015) which was approved by the Shareholders at the 21st Annual General Meeting. The employee stock option scheme is designed to provide incentives to all the permanent employees to deliver long-term returns. Under the plan, participants are granted options which will vest in 4 years (40% in 1st year, 30% in 2nd year, 20% in 3rd year and 10% in 4th year) from the date of grant. Participation in the plan is at the discretion of the Compensation Committee / Board of Directors of the Company.

Once vested, the options remains exercisable for a period of three years.

Options are granted at the market price on which the options are granted to the employees under ESOS 2015. When exercisable, each option is convertible into one equity share.

(c) Employee stock option plan (ESOP,2012)

The Company has implemented Employee Stock Option Plan (ESOP 2012) which was approved by the Shareholders at the Extra-Ordinary General Meeting of the Group in the Year 2012. The employee stock option plan is designed to provide incentives to all the permanent employees to deliver long-term returns. Under the plan, participants are granted options which will vest in 4 years (40% in 1st year, 30% in 2nd year, 20% in 3rd year and 10% in 4th year) from the grant date. Participation in the plan is at the discretion of the Compensation Committee / Board of Directors of the Company.

Once vested, the options remains exercisable for a period of seven years.

Options are granted under ESOP 2012 at an exercise price of ₹34/- each. When exercisable, each option is convertible into one equity share.

Set out below is a summary of options granted under both the plans:

Employee stock option scheme (ESOP, 2012 as amended by the Shareholders by way of a Special Resolution)

Particulars	March 31, 2024		March 31, 2023	
	Average exercise price per share option (₹)	Number of options	Average exercise price per share option (₹)	Number of options
Opening balance	10.00	3,533	10.00	3,316
Granted during the year	10.00	1,856	10.00	1,322
Exercised during the year	-	1,546	10.00	1,105
Lapsed during the year	-	-	-	-
Forefeited during the year	-	-	-	-
Closing balance	-	3,843	-	3,533
Vested and exercisable	-	-	-	1,546

Employee stock option plan (ESOP,2012)

Particulars	March 31, 2024		March 31, 2023	
	Average exercise price per share option (₹)	Number of options	Average exercise price per share option (₹)	Number of options
Opening balance	34.00	300	34.00	4,300
Granted during the period	-	-	-	-
Exercised during the period	34.00	-	34.00	4,000
Lapsed during the period	-	-	-	-
Closing balance	-	300	-	300
Vested and exercisable	-	300	-	300

Employee stock option scheme (ESOS,2015)

Particulars	March 31, 2024		March 31, 2023	
	Average exercise price per share option (₹)	Number of options	Average exercise price per share option (₹)	Number of options
Opening balance	387.35	2,000	387.35	5,000
Granted during the period	-	-	-	-
Exercised during the period	387.35	2,000	387.35	3,000
Lapsed during the period	-	-	-	-
Closing balance	-	-	-	2,000
Vested and exercisable	-	-	-	2,000

Share options outstanding at the end of the year have the following expiry date and exercise prices:

Grant date	Expiry date	Exercise price	March 31, 2024 Share options	March 31, 2023 Share options
January 31, 2015	January 30, 2026	34.00	300	300
July 26, 2016	July 25, 2023	387.35	-	2,000
October 30,2021	August 31, 2023	10.00	-	1,105
October 30,2021	August 31, 2024	10.00	1,106	1,105
May 6, 2022	June 9, 2023	10.00	-	441
May 6, 2022	June 9, 2024	10.00	441	441
May 6, 2022	June 9, 2025	10.00	440	440
May 9, 2023	May 9, 2024	10.00	618	-
May 9, 2023	May 9, 2025	10.00	619	-
May 9, 2023	May 9, 2026	10.00	619	-
TOTAL			4,143	5,832
Weighted average remaining contractual life of options outstanding at end of period			0.92	0.78

(i) **Fair value of options granted**

The fair value of grant date of options granted during the year ended March 31, 2024 is mentioned in the table below. The fair value at grant date is determined using the Black Scholes model which takes into account the exercise price, the term of option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

Grant date	Expiry date	Fair Value	March 31, 2024 Share options	March 31, 2023 Share options
January 31, 2015	January 30, 2026	110.49	300	300
July 26, 2016	July 25, 2023	297.00	-	2,000
October 30,2021	August 31, 2023	1,239.65	-	1,105
October 30,2021	August 31, 2024	1,238.16	1,106	1,105
May 6, 2022	June 9, 2023	1,932.04	-	441
May 6, 2022	June 9, 2024	1,930.58	441	441
May 6, 2022	June 9, 2025	1,929.08	440	440
May 9, 2023	May 9, 2024	1,353.88	618	-
May 9, 2023	May 9, 2025	1,352.39	619	-
May 9, 2023	May 9, 2026	1,350.90	619	-
TOTAL			4,143	5,832

The model inputs for options granted includes:
ESOP, 2012 as amended, granted on May 9, 2023

Particulars	9th May, 2023
Exercise Price	₹ 10
Grant Date	9th May, 2023
Expected life of share options	1 to 3 years
Share price at grant date	1,355.45
Expected price volatility of the company's shares	49% to 53%
Expected dividend yield	0.29%
Risk free interest rate	6.90% to 6.96%

ESOP, 2012 as amended, granted on May 6, 2022

Particulars	May 6, 2022
Exercise Price	₹ 10
Grant Date	May 6, 2022
Expected life of share options	1 to 3 years
Share price at grant date	1933.64
Expected price volatility of the company's shares	46% to 55%
Expected dividend yield	0.08%
Risk free interest rate	5.487% to 6.932%

ESOP, 2012 as amended, granted on October 31, 2021

Particulars	October 30, 2021
Exercise Price	₹ 10
Grant Date	October 30, 2021
Expected life of share options	1 to 3 years
Share price at grant date	1,242.71
Expected price volatility of the company's shares	44% to 58%
Expected dividend yield	0.12%
Risk free interest rate	4.107% to 5.124%

ESOS, 2015 granted on July 26, 2016

Options are granted for a consideration as mentioned in the below table and 40% of options vest after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 3 years after vesting.

Particulars	July 25, 2020	July 25, 2021	July 25, 2022	July 25, 2023
Exercise Price	₹ 387.35/-	₹ 387.35/-	₹ 387.35/-	₹ 387.35/-
Grant Date	July 26, 2016	July 26, 2016	July 26, 2016	July 26, 2016
Expiry Date	July 25, 2020	July 25, 2021	July 25, 2022	July 25, 2023
Share price at grant date	₹ 387.35	₹ 387.35	₹ 387.35	₹ 387.35
Expected price volatility of the Group's shares	57%	66%	115%	109%
Expected dividend yield	0.00%	0.00%	0.00%	0.00%
Risk free interest rate	8.27%	8.17%	8.20%	8.32%

The model inputs for options granted includes:**ESOP, 2012- Option B granted on May 16, 2015**

Options are granted for a consideration as mentioned in the below table and 40% of options vest after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 7 years after vesting.

Particulars	May 15, 2023	May 15, 2024	May 15, 2025	May 15, 2026
Exercise Price	₹ 34/-	₹ 34/-	₹ 34/-	₹ 34/-
Grant Date	May 16, 2015	May 16, 2015	May 16, 2015	May 16, 2015
Expiry Date	May 15, 2023	May 15, 2024	May 15, 2025	May 15, 2026
Share price at grant date	₹ 138/-	₹ 138/-	₹ 138/-	₹ 138/-
Expected price volatility of the Group's shares	71%	139%	121%	108%
Expected dividend yield	0.91%	0.91%	0.91%	0.91%
Risk free interest rate	8.30%	8.19%	8.21%	8.30%

The model inputs for options granted includes:**ESOP, 2012- Option A granted on January 31, 2015**

Options are granted for a consideration as mentioned below in the table and vest 40% of options after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 7 years after vesting.

Particulars	January 30, 2023	January 30, 2024	January 30, 2025	January 30, 2026
Exercise Price	₹ 34/-	₹ 34/-	₹ 34/-	₹ 34/-
Grant Date	January 31, 2015	January 31, 2015	January 31, 2015	January 31, 2015
Expiry Date	January 30, 2023	January 30, 2024	January 30, 2025	January 30, 2026
Share price at grant date	₹ 127.70/-	₹ 127.70/-	₹ 127.70/-	₹ 127.70/-
Expected price volatility of the Group's shares	72%	143%	120%	108%
Expected dividend yield	0.78%	0.78%	0.78%	0.78%
Risk free interest rate	8.27%	8.17%	8.20%	8.32%

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

Note 42: Financial instruments – Fair values and risk management

Note 42.1: Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹ in crore)

March 31, 2024	Carrying amount				Fair value			
	FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
I. Non Current Financial Assets								
1. Investments	0.01	16.63	-	16.64	16.63	0.01	-	16.64
2. Loans	-	-	62.83	62.83	-	-	-	-
3. Others	-	-	42.36	42.36	-	-	-	-
II. Current Financial Assets								
1. Current investments	8.01	-	-	8.01	8.01	-	-	8.01
2. Trade receivables	-	-	518.91	518.91	-	-	-	-
3. Cash and cash equivalents	-	-	49.76	49.76	-	-	-	-
4. Other bank balances	-	-	3.11	3.11	-	-	-	-
5. Loans	-	-	18.93	18.93	-	-	-	-
6. Others	0.01	-	49.89	49.90	-	0.01	-	0.01
	8.03	16.63	745.79	770.45	24.64	0.02	-	24.66
Financial liabilities								
I. Non Current Financial Liabilities								
1. Borrowings	-	-	292.69	292.69	-	-	-	-
2. Others	-	-	24.20	24.20	-	-	-	-
II. Current Financial liabilities								
1. Borrowings	-	-	1,015.81	1,015.81	-	-	-	-
2. Trade payables	-	-	627.77	627.77	-	-	-	-
3. Others	0.13	-	240.40	240.53	-	0.13	-	0.13
	0.13	-	2,200.87	2,201.00	-	0.13	-	0.13

(₹ in crore)

March 31, 2023	Carrying amount				Fair value			
	FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
I. Non-current Financial Assets								
1. Investments	0.01	16.97	-	16.98	16.97	0.01	-	16.98
2. Loans	-	-	67.53	67.53	-	-	-	-
3. Others	-	-	50.46	50.46	-	-	-	-
II. Current Financial Assets								
1. Trade receivables	-	-	574.03	574.03	-	-	-	-
2. Cash and cash equivalents	-	-	26.72	26.72	-	-	-	-
3. Other bank balances	-	-	2.79	2.79	-	-	-	-
4. Loans	-	-	5.40	5.40	-	-	-	-
5. Others	-	-	65.92	65.92	-	-	-	-
	0.01	16.97	792.85	809.83	16.97	0.01	-	16.98
Financial liabilities								
I. Non-current Financial liabilities								
1. Borrowings	-	-	54.70	54.70	-	-	-	-
2. Others	-	-	17.73	17.73	-	-	-	-
II. Current Financial liabilities								
1. Borrowings	-	-	1,266.77	1,266.77	-	-	-	-
2. Trade payables	-	-	704.33	704.33	-	-	-	-
3. Others	0.71	-	202.42	203.13	-	0.71	-	0.71
	0.71	-	2,245.95	2,246.66	-	0.71	-	0.71

Valuation technique used to determine fair value

The following table shows the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as significant unobservable input used.

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Forward contract for foreign exchange contracts	- the fair value of the forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.	NA	NA

Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ;
- Market risk; and
- Currency risk;

i. Risk management framework

The Holding Company's Board of Directors has overall responsibility for the establishment and oversight of the group's risk management framework. The Board of Directors has established the Risk Management Committee, which is responsible for developing and monitoring the group's risk management policies. The committee reports regularly to the board of directors on its activities

The group's risk management policies are established to identify and analyse the risks faced by the group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the group's activities. The group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the group. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

Note 42.2: Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the group's receivables from customers and loans and advances.

The carrying amount of following financial assets represents the maximum credit exposure:

Trade receivables and loans and advances.

The group's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the group grants credit terms in the normal course of business.

The Risk Management Committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the group's standard payment and delivery terms and conditions are offered. The group's export sales are backed by letters of credit, Export Credit Guarantee Corporation and accordingly no provision has been made on the same. Further for domestic sales, the group segments the customers into Distributors and Others for credit monitoring.

The group maintains adequate security deposits for sales made to its distributors. For other trade receivables, the group individually monitors the sanctioned credit limits as against the outstanding balances. Accordingly, the group makes specific provisions against such trade receivables wherever required and monitors the same at periodic intervals. The group establishes an allowance for impairment that represents its estimate of expected losses in respect of trade receivables and loans and advances.

The maximum exposure to credit risk for trade and other receivables by type of counterparty was as follows:

(₹ in crore)

Particulars	Carrying amount	
	March 31, 2024	March 31, 2023
Trade Receivables (net of credit impaired)	518.91	574.03
Exports		
Distributors	109.58	69.34
Other	-	-
Domestic		
Distributors	334.75	405.84
Other	74.59	98.85
	518.92	574.03
Other Receivables	108.52	115.62

Impairment

The ageing of trade receivables that were not impaired is as per Note 13.

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows:

(₹ in crore)		
For Trade Receivables	March 31, 2024	March 31, 2023
Balance as on April 1	39.13	44.27
Impairment loss recognised	27.92	29.77
Amounts written off	(27.85)	(34.91)
Balance as on March 31	39.20	39.13

(₹ in crore)		
For Other Receivables	March 31, 2024	March 31, 2023
Balance as on April 1	0.38	0.37
Impairment loss recognised	0.00	0.01
Amounts written off	-	-
Balance as on March 31	0.38	0.38

Cash and cash equivalents and other bank balances

The group held cash and cash equivalents and other bank balances of ₹ 52.87 crore as at March 31, 2024 (Previous Year ₹ 29.51 crore). The cash and cash equivalents and other bank balances are held with bank and financial institution counterparties with good credit rating.

Other than trade and other receivables, the group has no other financial assets that is past due but not impaired.

Note 42.3: Liquidity risk

Liquidity risk is the risk that the group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the group's reputation. The Group has access to funds from debt markets through loans from banks, commercial papers and other debt instruments.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date.

(₹ in crore)							
March 31, 2024	Contractual cash flows						
	Carrying amount	Total	0-6 months	6-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities							
Term Loan from Bank and NCD (including current maturities)	340.49	377.90	34.96	22.80	90.59	226.70	2.85
Other non-current financial liabilities	24.20	24.20	-	-	24.20	-	-
Current, non derivative financial liabilities							
Cash credit from bank	9.33	9.33	9.33	-	-	-	-
Commercial papers	726.02	730.00	730.00	-	-	-	-
Working Capital Loans from Banks	232.66	232.30	232.30	-	-	-	-
Current maturities of long-term debt	-	-	-	-	-	-	-
Trade payables	627.77	627.77	625.59	0.65	1.53	-	-
Acceptances	-	-	-	-	-	-	-
Other current financial liabilities	347.78	380.23	256.61	12.70	27.93	58.34	24.65
Derivative liability							
MTM on forward exchange contract	0.13	0.13	0.13	-	-	-	-
TOTAL	2,308.38	2,381.86	1,888.92	36.15	144.25	285.04	27.50

(₹ in crore)

March 31, 2023	Contractual cash flows						More than 5 years
	Carrying amount	Total	0-6 months	6-12 months	1-2 years	2-5 years	
Non-derivative financial liabilities							
Non current, non derivative financial liabilities							
Term loans from Bank	54.70	54.70	-	-	38.12	16.58	-
Other non-current financial liabilities-Non Trade Payables	17.73	17.73	-	-	-	17.73	-
Current, non derivative financial liabilities							
Cash credit from bank	26.69	26.69	26.69	-	-	-	-
Commercial papers	844.07	844.07	844.07	-	-	-	-
Buyers Credit	21.96	21.96	21.96	-	-	-	-
Working Capital Loans from Banks	282.81	282.81	282.81	-	-	-	-
Current maturities of long-term debt	91.24	91.24	52.45	38.79	-	-	-
Trade and other payables	703.26	703.26	703.26	-	-	-	-
Acceptances	1.07	1.07	1.07	-	-	-	-
Other current financial liabilities	202.42	202.42	202.42	-	-	-	-
Derivative liability							
MTM on forward exchange contract	0.71	0.71	0.71	-	-	-	-
TOTAL	2,246.66	2,246.66	2,135.44	38.79	38.12	34.31	-

The gross inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity. The disclosure shows net cash flow amounts for derivatives that are net cash-settled and gross cash inflow and outflow amounts for derivatives that have simultaneous gross cash settlement.

The Group has sufficient current assets to manage the liquidity risk, if any, in relation to current financial liabilities.

Note 42.4 : Currency Risk

Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Our Board of Directors and its Audit Committee are responsible for overseeing our risk assessment and management policies. Our major market risks of foreign exchange, interest rate and counter-party risk are managed centrally by our Company treasury department, which evaluates and exercises independent control over the entire process of market risk management.

Interest rate risk is covered by entering into fixed-rate instruments to ensure variability in cash flows attributable to interest rate risk is minimised.

Currency risk

The group's risk management policy is to hedge its foreign currency exposure in accordance with the exposure limits advised from time to time.

The functional currencies of the group companies are primarily the local currency of the respective countries in which they operate. The Group is exposed to currency risk to the extent that there is a mismatch between the currencies in which revenues and expenses are denominated and the respective functional currencies of group companies. The currencies in which these transactions are primarily denominated are INR. Foreign currency revenues and expenses are in the nature of export sales, import purchases, royalty, technical know-how & professional and consultation fees.

Exposure to currency risk

The summary quantitative data about the group's exposure to currency risk as reported to the management of the Group is as follows. The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

(₹ in crore)

Particulars	March 31, 2024			March 31, 2023		
	USD	EUR	CHF	USD	EUR	CHF
Financial Assets						
Trade and other receivables	125.44	-	-	94.29	-	-
Foreign exchange forward contracts	(30.81)	-	-	-	-	-
Net exposure to foreign currency risk (Assets)	94.63	-	-	94.29	-	-
Financial Liabilities						
Buyers Credit	-	-	-	(21.96)	-	-
Trade payables	(79.17)	(0.60)	-	(243.17)	(0.31)	0.02
Non Trade Payables	-	-	-	-	-	-
Foreign exchange forward contracts	15.98	-	-	174.13	-	-
Net exposure to foreign currency risk (Liabilities)	(63.19)	(0.60)	-	(91.00)	(0.31)	0.02
Net exposure	31.44	(0.60)	-	3.29	(0.31)	0.02
Un-hedged foreign currency exposures						
Purchase	(63.19)	(0.60)	-	(91.00)	(0.31)	0.02
Sale	94.63	-	-	94.29	-	-

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against all other currencies at March 31, 2024 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Particulars (Effect in INR crore)	Profit or loss / Equity (net of tax)	
	Strengthening	Weakening
March 31, 2024		
USD (1% movement)	0.24	(0.24)
EUR (1% movement)	(0.00)	0.00
CHF (4% movement)	-	-
	0.24	(0.24)

Particulars (Effect in INR crore)	Profit or loss / Equity (net of tax)	
	Strengthening	Weakening
March 31, 2023		
USD (3% movement)	0.07	(0.07)
EUR (4% movement)	(0.01)	0.01
CHF (4% movement)	0.00	(0.00)
	0.06	(0.06)

Note: Sensitivity has been calculated using standard Deviation % of USD and EURO rate movement

Note 42.5: Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing financial assets or borrowings because of fluctuations in the interest rates, if such assets/borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing borrowings will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows.

			(₹ in crore)	
Nominal amount	March 31, 2024	March 31, 2023		
Fixed-rate instruments				
Financial Assets				
Loans and Advances	79.94	72.93		
Other financial assets	2.53	12.79		
TOTAL	82.47	85.72		
Financial Liabilities				
Borrowings	1,006.89	1,050.94		
Other financial liabilities	93.55	117.20		
TOTAL	1,100.44	1,168.14		
Variable -rate instruments				
Financial Assets				
Loans and Advances	3.07	-		
TOTAL	3.07	-		
Financial Liabilities				
Borrowings	301.61	270.52		
TOTAL	301.61	270.52		

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

					(₹ in crore)	
Particulars	Profit or (loss) and Equity (net of tax)		Profit or (loss) and Equity (net of tax)			
	March 31, 2024		March 31, 2023			
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease		
Variable-rate instruments	(2.26)	2.26	(2.02)	2.02		
Cash flow sensitivity (net)	(2.26)	2.26	(2.02)	2.02		

The risk estimates provided assume a change of 100 basis points interest rate for the interest rate benchmark as applicable to the borrowings, loans and advances summarized above. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

Fair value sensitivity analysis for fixed-rate instruments

The Group does not account for any borrowings at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Note 43 : Tax expense

(a) Amounts recognised in profit and loss

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current income tax	118.19	75.03
Adjustments in respect of earlier years	0.80	(3.64)
Deferred income tax liability / (asset), net		
Origination and reversal of temporary differences	(7.84)	7.29
Adjustments in respect of earlier years	2.05	3.64
Tax expense for the year	113.20	82.32

(b) Amounts recognised in other comprehensive income

(₹ in crore)

Particulars	For the year ended March 31, 2024			For the year ended March 31, 2023		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
Items that will not be reclassified to profit or loss						
Remeasurements of defined benefit liability	(1.46)	0.38	(1.08)	(2.63)	0.68	(1.94)
Equity accounted investee's share of other comprehensive income	0.78	-	0.78	0.01	(0.00)	0.01
Changes in Fair Value of investment in equity shares	(0.34)	0.09	(0.25)	(4.74)	1.19	(3.55)
Items that will be reclassified to profit or loss						
Exchange difference on translation of financial statements of foreign operations	(1.08)	-	(1.08)	0.80	-	0.80
TOTAL	(2.10)	0.47	(1.63)	(6.56)	1.87	(4.68)

(c) Reconciliation of effective tax rate

(₹ in crore)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit before tax	472.65	377.68
Company's domestic tax rate	25.17%	25.17%
Tax using the Company's domestic tax rate	118.97	95.06
Tax effect of:		
Expenses not allowed for tax purpose	3.92	2.78
Income not considered for tax purpose	(0.05)	-
Tax paid at lower rate	(0.33)	(7.57)
Tax at higher than groups domestic tax rate	5.53	2.39
Share of profit of JV/Associate	(16.23)	(8.26)
Tax in respect of earlier years	2.85	-
Other items	(1.46)	(2.08)
TOTAL	113.20	82.32

The Group's weighted average tax rates for the year ended March 31, 2024 and March 31, 2023 was 23.95% and 21.80% respectively.

Note 44 : Movement in deferred tax balances for the year ended March 31, 2024

(₹ in crore)

Particulars	Net balance April 1, 2023	Recognised in profit or loss /OCI			Closing Balance as of March 31, 2024		
		Recognised in profit or loss	Recognised in OCI	Tax for earlier years	Deferred tax asset	Deferred tax liability	Deferred tax Net
Deferred tax asset/(liabilities)							
Property, plant and equipment & Intangible assets	(215.30)	(2.38)	-	(0.75)	0.04	(218.47)	(218.43)
Compensated absences	2.20	0.17	0.08	-	1.51	0.94	2.45
Investments	(0.32)	2.91	0.08	-	1.60	1.07	2.67
Biological Assets	(8.27)	(2.38)	-	-	(8.92)	(1.73)	(10.65)
Doubtful Debts	9.02	(0.12)	-	-	0.90	8.00	8.90
Provisions	2.44	0.78	-	-	1.71	1.51	3.22
MAT Credit Entitlement	9.28	3.28	-	0.47	13.03	-	13.03
Carried forward Loss / Unabsorbed Depreciation	39.75	10.38	-	(0.97)	22.41	26.75	49.16
Right of Use Assets	33.59	(7.46)	-	(0.80)	0.81	24.52	25.33
Lease liabilities	(23.90)	(0.44)	-	-	(0.68)	(23.66)	(24.34)
Others	14.10	3.10	0.31	-	4.29	13.22	17.51
TOTAL	(137.41)	7.84	0.47	(2.05)	36.70	(167.85)	(131.15)

Movement in deferred tax balances for the year ended March 31, 2023

(₹ in crore)

Particulars	Net balance April 1, 2022	Recognised in profit or loss /OCI			Closing Balance as of March 31, 2023		
		Recognised in profit or loss	Recognised in OCI	Tax for earlier years	Deferred tax asset	Deferred tax liability	Deferred tax Net
Deferred tax asset/(liabilities)							
Property, plant and equipment & Intangible assets	(191.33)	(19.76)	-	(4.21)	(3.75)	(211.55)	(215.30)
Compensated absences	3.61	(1.41)	-	-	1.49	0.71	2.20
Investments	(2.66)	1.15	1.19	-	(1.30)	0.98	(0.32)
Biological Assets	(7.02)	(1.25)	-	-	(7.16)	(1.11)	(8.27)
Doubtful Debts	10.19	(1.17)	-	-	0.75	8.27	9.02
Provisions	2.40	(0.11)	0.14	-	1.51	0.93	2.44
MAT Credit Entitlement	7.04	2.24	-	-	9.28	-	9.28
Carried forward Loss / Unabsorbed Depreciation	30.68	9.07	-	-	38.95	0.80	39.75
Leases arrangements	(0.20)	9.32	-	0.57	0.10	9.59	9.69
Others	18.93	(5.37)	0.54	-	2.51	11.59	14.10
TOTAL	(128.36)	(7.29)	1.87	(3.64)	42.38	(179.79)	(137.41)

The group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities related to income taxes levied by the same tax authority.

Significant management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

Given that the group does not have any intention to dispose investments in subsidiaries in the foreseeable future, deferred tax asset / liability in relation to such investments has not been recognised.

Deferred tax assets as at March 31, 2024 aggregating to ₹22.41 crores (Previous Year ₹ 38.95 crore) arising on account of business losses/ unabsorbed depreciation incurred. The management has assessed the recoverability of this deferred tax asset within the adequate time-frame.

Note 45 : Capital Management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The primary objective of the group's Capital Management is to maximise shareholder value. The group manages its capital structure and makes adjustments in the light of changes in the economic environment and the requirements of the financial covenants, if any.

The Group monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt is defined as total borrowings, comprising interest-bearing loans and borrowings (excluding lease liability) less cash and cash equivalents. Equity comprises all components of equity.

a) **The Group's adjusted net debt to equity ratio at March 31, 2024 and March 31, 2023 were as follows.**

Particulars	(₹ in crore)	
	As at March 31, 2024	As at March 31, 2023
Total Borrowings	1,308.50	1,321.47
Less : Cash and cash equivalent	49.76	26.72
Adjusted net debt	1,258.74	1,294.75
Total equity (including non-controlling interests)	2,921.12	2,743.60
Adjusted net debt to adjusted equity ratio	0.43	0.47

b) **Dividends**

Particulars	(₹ in crore)	
	As at March 31, 2024	As at March 31, 2023
(i) Equity shares		
Final dividend for the year ended March 31, 2023 of ₹ 9.50/- (March 31, 2022 - ₹ 9.50/-) per fully paid share	182.60	182.55
(ii) Dividend not recognised at the end of the reporting period		
The directors have recommended the payment of a final dividend of ₹ 10.00/- per fully paid equity share (March 31, 2023 - ₹ 9.50/- per fully paid equity share). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	192.21	182.55

Note 46 : Segment Information for the year ended March 31, 2024

Factors used to identify the entity's reportable segments, including the basis of organisation -

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the group. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director (MD) of the group. The group has identified the following segments as reporting segments based on the information reviewed by CODM:

- 1) Animal feed
- 2) Vegetable Oil
- 3) Crop Protection
- 4) Dairy
- 5) Poultry & processed food
- 6) Other Business Segment includes Real Estate, Seed Business and Energy Generation through Windmill and Cattle Breeding Business.

Segment Information
(i) Information about Primary business Segments

Particulars	For the year ended March 31, 2024										Total
	Animal Feed	Vegetable Oil	Crop Protection	Dairy	Poultry and processed food	Other Business	Unallocated	Elimination			
Total Revenue	5,007.65	1,221.03	1,237.78	1,572.86	986.35	100.00	-	-	-	10,125.67	
Less : Inter-segment	-	-	-	-	-	-	-	(565.12)	-	(565.12)	
External Revenue	5,007.65	1,221.03	1,237.78	1,572.86	986.35	100.00	-	(565.12)	-	9,560.55	
Results											
Segment Results	231.17	173.16	216.43	30.99	46.43	(14.64)	-	-	-	683.54	
Unallocated expenditure net of unallocated income							(165.56)	-	-	(165.56)	
Interest expenses							(114.22)	6.35		(107.87)	
Interest Income						0.45	16.09	(6.25)		10.29	
Dividend Income and Profit on Fair Valuation / sale of Investments							34.87	(34.66)		0.21	
Profit before Tax & Share of Equity Accounted Investees	231.17	173.16	216.43	30.99	46.43	(14.19)	(228.82)	(34.56)		420.61	
Share of Equity Accounted Investees Net of Tax							52.04	-		52.04	
Profit Before Taxation	231.17	173.16	216.43	30.99	46.43	(14.19)	(176.78)	(34.56)		472.65	
Provision for taxation	-	-	(15.31)	2.95	16.26	0.11	112.38	(3.19)		113.20	
Profit after taxation	231.17	173.16	231.74	28.04	30.17	(14.30)	(289.16)	(31.37)		359.45	
Segment assets	1,870.75	521.51	1,468.64	848.01	517.27	129.74	504.84	(157.49)		5,703.27	
Segment liabilities	515.27	58.14	898.18	460.19	221.45	32.82	753.59	(157.49)		2,782.15	
Capital expenditure	45.96	99.69	152.06	37.05	35.46	8.48	6.38	-		385.08	
Depreciation and amortisation	64.78	36.03	50.19	35.54	18.06	4.32	6.26	(0.89)		214.29	

(₹ in crore)

Segment Information
(i) Information about Primary business Segments

Particulars	For the year ended March 31, 2023								Elimination	Total
	Animal Feed	Vegetable Oil	Crop Protection	Dairy	Poultry and processed food	Other Business	Unallocated			
Total Revenue	4,956.69	1,298.49	1,196.25	1,501.13	1,003.12	54.57	-	-	-	10,010.25
Less : Inter-segment	-	-	-	-	-	-	-	-	(636.57)	(636.57)
External Revenue	4,956.69	1,298.49	1,196.25	1,501.13	1,003.12	54.57	-	-	(636.57)	9,373.68
Results										
Segment Results	176.09	249.11	125.50	(43.85)	16.14	(6.76)	-	-	-	516.23
Unallocated expenditure net of unallocated income							(82.89)			(82.89)
Interest expenses							(102.62)		3.50	(99.12)
Interest Income							14.66		(3.36)	11.30
Dividend Income and Profit on sale of Investments							24.12		(23.94)	0.18
Profit before Tax & Share of Equity Accounted Investees	176.09	249.11	125.50	(43.85)	16.14	(6.76)	(146.73)		(23.80)	345.70
Share of Equity Accounted Investees Net of Tax							31.98		-	31.98
Profit Before Taxation	176.09	249.11	125.50	(43.85)	16.14	(6.76)	(114.75)		(23.80)	377.68
Provision for taxation	-	-	9.31	(14.67)	4.32	0.06	85.14		(1.84)	82.32
Profit after taxation	176.09	249.11	116.19	(29.18)	11.82	(6.82)	(199.89)		(21.96)	295.36
Segment assets	1,804.93	444.83	1,549.19	808.71	520.26	129.87	409.50		(181.34)	5,485.95
Segment liabilities	481.23	55.35	817.57	428.52	250.75	48.70	841.57		(181.34)	2,742.35
Capital expenditure	86.38	58.36	144.16	33.66	27.71	5.25	1.76		-	357.28
Depreciation and amortisation	51.46	30.43	44.45	31.96	17.78	3.74	6.51		(0.86)	185.47

(ii) The Segment revenue in each of the above business segments consists of sales (net of returns, goods and service tax, rebates etc.) and other operating revenue.

(iii) Segment Revenue. Results, Assets and liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

(iv) Revenues from transactions with a single customer in no case exceeded 10% of the Company's sales in current as well as previous year.

(v) Non Current assets of the company are situated in India.

(vi) Unallocable expenditure/income includes general administrative expenses & other expenses incurred on common services and income earned at the corporate level and relate to the Group as a whole.

Note 47 : Contingent Liabilities

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
Claims against the group not acknowledged as debts:		
(i) Excise Matter		
Excise duty demands relating to disputed classification, assessable values, availment of credit etc. which the group has contested and is in appeal at various levels.	130.59	127.57
(ii) Customs Matter		
The group has preferred an appeal with the Customs Dept. in the matter of Assessable value of imported Capital goods and presently the case is pending with the Commissioner of Customs, Chennai.	3.08	1.83
(iii) Goods and Service tax (GST)		
a GST demands relating to issues pertaining to cenvat credit transition to GST. The said amount includes up-to-date interest.	0.14	0.14
b GST demand pertains to disallowance of input tax credit claimed in Trans 1 & 2. The Company shall be filing an appeal against the impugned order in the GST Appellate Tribunal as and when the same is constituted.	0.87	0.87
c Issue pertaining to service tax credit of EOU unit -The said amount includes up-to-date interest.	1.68	1.55
d Availment of Goods Service Tax input tax credit disputed values, which the Company has contested and is in appeal at various levels	5.10	-
(iv) Income Tax		
a The Group has preferred appeal against the order of assessing officer and CIT in which demand of ₹ 4.76 crores has been determined for various assessment years as under. The said demand also included interest payable up to the date of passing order by the competent authority i.e. assessing officer / CIT.	4.52	4.76
b The Group has preferred an appeal before the Commissioner of Income Tax (Appeals) against the Order of the Assessing Officer in which he has disallowed against sec. 14A in respect of exempt income , Depreciation on Land/ rights in Land of Godrej One and cash deposited during demonetization period.	1.78	1.78
c The group has preferred appeals against the disallowance of deduction U/s 32(1)(iia) (Additional depreciation), dis-allowance u/s 14A & u/s.56(2)(viib), 36(2) and 80JJA of the Income Tax Act, 1961. Tax paid under protest as at 31 March 2022: ₹ 2.39 crore (Previous Year - ₹ 2.35 crore).	23.61	23.61
d The Group has preferred an appeal before the Commissioner of Income Tax (Appeals) against the order of Assessing officer.	0.07	0.07
(v) Sales Tax Matters		
a Pending before JSCT(Appeal)	6.60	6.60
b Contingent Liabilities against pending C & H Forms	0.66	0.66
c Indirect tax cases	0.86	0.86
d Value added tax demands relating to disputed classification, assessable values, availment of credit etc. which the Company has contested and is in appeal at various levels.	3.59	11.14
e Sales tax demands relating to Non- submission of declaration forms which the Company has contested and is in appeal with Joint Commissioner of sales tax, Mumbai	-	0.07
(vi) Civil Matter		
Nath Bio-Genes (India) Ltd has filed a suit against the Group alleging that some product supplied by the Group was responsible for the poor germination of its seeds.	65.00	65.00
(vii) Surety Bond issued on behalf of related party.		
	1.21	1.21
(viii) Other claims against the group not acknowledged as debt		
	6.14	8.52

Note 47.1 : Contingent liabilities represents estimates made mainly for probable claims arising out of litigation/ disputes pending with authorities under various statutes (Excise duty, Customs duty, Income tax). The probability and timing of outflow with regard to these matters depend on the final outcome of litigations/ disputes. Hence the Group is not able to reasonably ascertain the timing of the outflow.

Note 47.2 : The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. The company has started complying with this prospectively from the month of March 2019. In respect of the past period there are significant implementation and interpretative challenges that the management is facing and is awaiting for clarity to emerge in this regard, pending which, this matter has been disclosed under the Contingent liability section in the financial statements. The impact of the same is not ascertainable.

Note 48 : Commitments

(₹ in crore)

Particulars	As at March 31, 2024	As at March 31, 2023
Estimated value of contracts remaining to be executed on capital account (net of Advances), to the extent not provided for	33.97	134.72
Outstanding Export obligation Under EPCG Scheme	0.49	0.49

Note 49 : Information in Respect of Investment in Associates.

During the year, investment in Al Rahaba International Trading Limited Liability Company, Abu Dhabi, UAE is (Struck off w.e.f. 18 April, 2023).

Note 50 : Events occurring after the reporting period -

Refer Note 45 (b) (ii) Capital Management for the final dividend recommended by the directors which is subject to the approval of shareholders in the ensuing annual general meeting.

Note 51 : With a view to focus on its core activities, the Company had partially sold the real estate project during the previous year to Godrej Properties Limited and the revenue of ₹ Nil (Previous year : ₹ 2.33 crore) has been included in other operating revenue and cost thereof has been included in the cost of material consumed.

Note 52 : Goodwill and Other Intangible Assets with indefinite useful life.

The Goodwill and Indefinite life intangible assets (Brand) are tested for impairment and accordingly no impairment charges were identified for the year ended March 31, 2024.

The Goodwill and intangible asset (Brand) arises from the following Group's Cash Generating Units (CGU):

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
Astec LifeSciences Limited (Crop Protection) (Goodwill)	118.16	118.16
Creamline Dairy Products Limited (Dairy)		
- Goodwill	76.70	76.70
- Brand	38.22	38.22
Godrej Tyson Foods Limited (Poultry) (Goodwill)	64.18	64.18
Godrej Maxximilk Private Limited (Cattle Breeding) (Goodwill)	5.84	5.84
TOTAL	303.10	303.10

Astec LifeSciences Limited

The recoverable amount of this Cash Generating Unit (CGU) is higher of its fair value less cost to sell and its value in use. The goodwill allocated pertains to a listed entity and accordingly, the fair value of the CGU is determined based on market capitalisation.

Creamline Dairy Products Limited

The recoverable amount of a CGU is based on its value in use. The value in use is estimated using discounted cash flows over a period of 3 years. Cash flows beyond 3 years is estimated by capitalising the future maintainable cash flows by an appropriate capitalisation rate and then discounted using appropriate discount rate.

Godrej Agrovet Limited

Operating margins and growth rates for the three year cash flow projections have been estimated based on past experience and after considering the financial budgets/forecasts approved by Board and Directors of the subsidiary. Other key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industry and have been based on historical data from both external and internal sources.

Particulars	As at March 31, 2024	As at March 31, 2023
Discount rate	12%	12%
Long term growth rate beyond 3 years	5%	5%

The management believes that any reasonably possible change in the key assumptions would not cause the carrying amount to exceed the recoverable amount of the CGU.

Godrej Tyson Foods Limited

The recoverable amount of a CGU is based on its value in use. The value in use is estimated using discounted cash flows over a period of 3 years. Cash flows beyond 3 years is estimated by capitalising the future maintainable cash flows by an appropriate capitalisation rate and then discounted using appropriate discount rate.

Operating margins and growth rates for the three year cash flow projections have been estimated based on past experience and after considering the financial budgets/forecasts approved by Board and Directors of the subsidiary. Other key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industry and have been based on historical data from both external and internal sources.

Particulars	As at March 31, 2024	As at March 31, 2023
Discount rate	12%	12%
Long term growth rate beyond 3 years	5%	5%

The management believes that any reasonably possible change in the key assumptions would not cause the carrying amount to exceed the recoverable amount of the CGU.

Godrej Cattle Genetics Private Limited (Formerly known as Godrej Maxximilk Private Limited)

The recoverable amount of a CGU is based on its value in use. The value in use is estimated using discounted cash flows over a period of 5 years. Cash flows beyond 5 years is estimated by capitalising the future maintainable cash flows by an appropriate capitalisation rate and then discounted using appropriate discount rate.

Operating margins and growth rates for the five year cash flow projections have been estimated based on past experience and after considering the financial budgets/forecasts approved by Board and Directors of the subsidiary. Other key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industry and have been based on historical data from both external and internal sources.

Particulars	As at March 31, 2024	As at March 31, 2023
Discount rate	12%	12%
Long term growth rate beyond 5 years	5%	5%

The management believes that any reasonably possible change in the key assumptions would not cause the carrying amount to exceed the recoverable amount of the CGU.

Note 53:

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Group (Ultimate Beneficiaries).

The Group has not received any fund from any party(s) (Funding Party) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note 54: Disclosure of Joint Venture and Associates

Equity accounted investees

Financial information of joint ventures and associates that are material to the Group is provided below :

(₹ in crore)

Name of the entity	Place of Business	% of ownership interest as of March 31, 2024	% of ownership interest as of March 31, 2023	Relationship	Accounting method	Carrying Amounts	
						March 31, 2024	March 31, 2023
ACI Godrej Agrovet Private Limited*	Bangladesh	50.0%	50.0%	Joint Venture	Equity method	139.12	106.62
Omnivore India Capital Trust	Maharashtra	9.62%	9.62%	Investment entity and Joint Venture	Equity method	12.80	34.81
Al Rahaba International Trading Limited Liability Company#	Abu Dhabi	NA	24.0%	Associate	Equity method	-	-
Total equity accounted investments						151.92	141.43

* Unlisted equity, no quoted prices available

Investment liquidated during the year w.e.f April 18, 2023.

Summary financial information of ACI Godrej Agrovet Private Limited not adjusted for the percentage ownership held by the Company is as follows:

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
Ownership	50.0%	50.0%
Cash and cash equivalent	64.07	16.47
Other current assets	505.58	374.14
Total current assets	569.65	390.61
Total non-current assets	236.16	220.67
Total assets	805.81	611.28
Current liabilities		
Financial liabilities (excluding trade payables and provisions)	150.76	80.12
Other liabilities	332.34	274.22
Total current liabilities	483.10	354.34
Total non current liabilities	48.16	45.79
Total liabilities	531.26	400.13
Net assets	274.55	211.15
Groups' share of net assets	137.28	105.58
Carrying amount of interest in joint venture	139.12	106.62
Reconciliation of Group share of net assets and carrying amount of interest in joint venture	March 31, 2024	March 31, 2023
Carrying amount of interest in joint venture	139.12	106.62
Less : Other adjustments	1.84	1.04
Groups' share of net assets	137.28	105.58

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
Revenues	1,954.02	1,946.70
Gain on disposal of Property, plant & Equipment	0.15	0.02
Depreciation and amortisation	27.03	26.93
Interest expense (net)	(29.34)	(16.08)
Income tax expense	(26.27)	(12.52)
Profit from continuing operations	131.20	65.77
Profit from discontinued operations	-	-
Profit for the year	131.20	65.77
Other comprehensive income	1.56	0.02
Total comprehensive income	132.76	65.79
Group's share of profit	65.60	32.89
Group's share of Other comprehensive income (net off tax)	0.78	0.01
Group's share of Total comprehensive income (net off tax)	66.38	32.90

Net Asset of Omnivore India Capital Trust and group's share

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
Net Assets	133.13	361.63
Groups' share of net assets (in %)	9.62%	9.62%
Groups' share of net assets (Amount)	12.80	34.81

Note 55: Non Controlling Interest

Non controlling interest

Financial information of subsidiaries that have material non-controlling interests is provided below :

Name of the entity	Place of business / country of incorporation	Ownership interest held by the group		Ownership interest held by non-controlling interest		Principal activities
		March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	
Astec LifeSciences Limited	India	64.77%	64.77%	35.23%	35.23%	Manufacturing and Distribution of Agrochemical active ingredients and pharmaceutical intermediates.
Creamline Dairy Products Limited	India	51.91%	51.91%	48.09%	48.09%	The Company is principally engaged in milk procurement, processing of milk and manufacturing of milk products. The Company is also engaged in generation of power through renewable energy sources.
Godrej Tyson Foods Limited	India	51.00%	51.00%	49.00%	49.00%	The Company is principally engaged in poultry processing, marketing and selling of value added vegetarian and poultry products.

The following table summarises information relating to each of the Group's subsidiary, before any inter-company eliminations

I. Summarised Statement of Profit or Loss

(a) Astec LifeSciences Limited

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
Total Revenue	463.82	640.70
Profit/ (Loss) for the year	(48.24)	25.48
Other Comprehensive Income / (loss)	(0.58)	(0.22)
Profit / (loss) allocated to non-controlling interests	(16.97)	9.44
OCI allocated to non-controlling interests	(0.21)	(0.08)
Dividends paid to non-controlling interests	1.06	1.08

(b) Creamline Dairy Products Limited

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
Total Revenue	1,576.69	1,505.88
Profit/ (Loss) for the year	7.83	(41.44)
Other Comprehensive Income / (loss)	(0.23)	0.06
Profit / (loss) allocated to non-controlling interests	3.76	(19.93)
OCI allocated to non-controlling interests	(0.11)	0.03
Dividends paid to non-controlling interests	-	-

(c) Godrej Tyson Foods Limited

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
Total Revenue	988.00	1,004.84
Profit/ (Loss) for the year	26.49	8.04
Other Comprehensive Income / (loss)	(0.19)	(0.17)
Profit / (loss) allocated to non-controlling interests	12.98	3.94
OCI allocated to non-controlling interests	(0.10)	(0.08)
Dividends paid to non-controlling interests	-	-

II. Summarised Balance Sheet

(a) Astec LifeSciences Limited

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
Non-current liabilities	211.66	37.52
Current liabilities	397.16	526.20
Total liabilities	608.82	563.72
Non-current assets	586.81	492.69
Current assets	398.49	498.85
Total assets	985.30	991.54
Net assets	376.48	427.82
Net assets attributable to non-controlling interest	132.63	150.77

(b) Creamline Dairy Products Limited

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
Non-current liabilities	242.65	143.88
Current liabilities	199.43	266.52
Total liabilities	442.08	410.40
Non-current assets	572.93	575.80
Current assets	198.39	156.22
Total assets	771.32	732.02
Net assets	329.24	321.62
Net assets attributable to non-controlling interest	158.33	154.68

(c) Godrej Tyson Foods Limited

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
Non-current liabilities	32.60	31.58
Current liabilities	188.84	219.17
Total liabilities	221.44	250.75
Non-current assets	263.24	240.25
Current assets	189.85	215.83
Total assets	453.09	456.08
Net assets	231.65	205.33
Net assets attributable to non-controlling interest	113.51	100.61

III. Summarised cash flow information
(a) Astec LifeSciences Ltd.

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
Cash flows from (used in) in operating activities	10.22	74.66
Cash flows from (used in) in investing activities	(135.18)	(112.51)
Cash flows from (used in) in financing activities	124.96	37.77
Net increase /(decrease) in cash and cash equivalents	-	(0.08)

(b) Creamline Dairy Products Limited

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
Cash flows from (used in) in operating activities	46.67	24.74
Cash flows from (used in) in investing activities	(43.70)	(32.76)
Cash flows from (used in) in financing activities	(8.87)	8.78
Net increase /(decrease) in cash and cash equivalents	(5.90)	0.76

(c) Godrej Tyson Foods Limited

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
Cash flows from (used in) in operating activities	41.71	32.13
Cash flows from (used in) in investing activities	(33.20)	(25.13)
Cash flows from (used in) in financing activities	(5.10)	(6.70)
Net increase /(decrease) in cash and cash equivalents	3.41	0.30

Transactions with Non-Controlling Interests - Astec LifeSciences Limited

- I. During the current year, the Group has acquired Nil (previous year 1.48%) of interest in Astec LifeSciences Limited.

(₹ in crore)

Particulars	March 31, 2024	March 31, 2023
Carrying amount of non-controlling interests acquired	-	6.60
Consideration paid	-	55.36
Decrease in Equity attributable to the owners of the Company	-	(48.76)

Note 56 : Additional information, as required under Schedule III to the Companies Act, 2013

(₹ in crore)

Name of the entity in	Net Assets - total assets minus total liabilities (net off inter company eliminations)		Share in profit or loss		Share in other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount	As % of Consolidated other Comprehensive Income	Amount	As % of Consolidated Total Comprehensive Income	Amount
1	2	3	4	5	6	7	8	9
Parent								
1. Godrej Agrovet Limited								
March 31, 2024	50.95%	1,488.45	90.38%	324.87	19.63%	(0.32)	90.70%	324.55
March 31, 2023	48.29%	1,324.88	93.23%	275.35	109.98%	(5.16)	92.95%	270.19
Subsidiaries								
Indian								
2. Godvet Agrochem Limited								
March 31, 2024	0.65%	19.06	0.36%	1.31	0.00%	-	0.37%	1.31
March 31, 2023	0.65%	17.74	0.31%	0.92	0.00%	-	0.32%	0.92
3. Astec Lifesciences Limited								
March 31, 2024	12.38%	361.51	-8.57%	(30.79)	23.27%	(0.38)	-8.71%	(31.17)
March 31, 2023	14.39%	394.75	5.33%	15.75	3.01%	(0.14)	5.37%	15.61
4. Creamline Dairy Products Limited								
March 31, 2024	8.50%	248.37	1.13%	4.06	7.25%	(0.12)	1.10%	3.94
March 31, 2023	8.91%	244.43	-7.28%	(21.51)	-0.71%	0.03	-7.39%	(21.48)
5. Godrej Tyson Foods Limited								
March 31, 2024	6.24%	182.31	3.76%	13.51	6.07%	(0.10)	3.75%	13.41
March 31, 2023	6.16%	168.90	1.39%	4.10	2.02%	(0.09)	1.38%	4.01
6. Godrej Maxximilk Private Limited								
March 31, 2024	2.23%	65.03	-1.48%	(5.33)	0.87%	(0.01)	-1.49%	(5.34)
March 31, 2023	1.65%	45.40	-1.59%	(4.69)	0.00%	-	-1.61%	(4.69)
Minority interest in all subsidiaries								
March 31, 2024	13.85%	404.47	-0.06%	(0.22)	25.21%	(0.41)	-0.18%	(0.63)
March 31, 2023	14.80%	406.07	-2.22%	(6.55)	2.77%	(0.13)	-2.30%	(6.68)

(₹ in crore)

Name of the entity in	Net Assets - total assets minus total liabilities (net off inter company eliminations)		Share in profit or loss		Share in other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount	As % of Consolidated other Comprehensive Income	Amount	As % of Consolidated Total Comprehensive Income	Amount
1	2	3	4	5	6	7	8	9
Associates (Investment as per equity method)								
AI Rahaba International Trading Limited Liability Company								
March 31, 2024	0.00%	-	0.00%	-	0.00%	-	0.00%	-
March 31, 2023	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Joint Ventures (as per proportionate consolidation / Investment as per equity method)								
Indian								
Omnivore India Capital Trust								
March 31, 2024	0.44%	12.80	-3.77%	(13.56)	0.00%	-	-3.79%	(13.56)
March 31, 2023	1.27%	34.81	-0.31%	(0.91)	0.00%	-	-0.31%	(0.91)
Foreign								
ACI Godrej Agrovet Private Limited								
March 31, 2024	4.76%	139.12	18.25%	65.60	18.00%	(0.29)	18.25%	65.31
March 31, 2023	3.89%	106.62	11.13%	32.89	-17.02%	0.80	11.59%	33.68
March 31, 2024	100.00%	2,921.12	100.00%	359.45	100.00%	(1.63)	100.00%	357.82
March 31, 2023	100.00%	2,743.60	100.00%	295.36	100.00%	(4.69)	100.00%	290.67

Note 57 : Relationship and Transactions with Struck off Companies

(₹ in crore)

Name of Struck off Company	Nature of transactions (pertaining to balance outstanding)	Transactions during the year March 31, 2024	Balance Outstanding as on March 31, 2024	Relationship with Struck off Company
J M Water Treatment India Private Limited	Receivable	-	0.00	Non-Related Party
Utkarsh Agro Industries Pvt Ltd	Receivable	0.00	0.00	Non-Related Party
Brand Batua E Solutions Private Limited	Payable	-	(0.02)	Non-Related Party
Maestro Energy Private Limited	Payable	-	(0.03)	Non-Related Party
Sara Cattle Feeds Private Limited	Payable	-	(0.01)	Non-Related Party
Ackntech Software Solutions Private Limited	Payable	-	(0.00)	Non-Related Party
Agrisy Layer Farm Private Limited	Payable	-	(0.00)	Non-Related Party
Nedumkandam Agro Trading Company Private Limited	Payable	0.01	(0.03)	Non-Related Party
Yeerla Retail Private Limited	Payable	-	(0.00)	Non-Related Party
Dudha Dairy & Services Limited	Payable	0.00	(0.00)	Non-Related Party
GSLD Egg and Agro Pvt Ltd	Payable	-	(0.00)	Non-Related Party
Kannauj Chemicals & Seeds Pvt Ltd	Payable	0.00	-	Non-Related Party
Dikshita Hatcheries And Farms Private Limited	Payable	(0.00)	(0.00)	Non-Related Party
Madhapur New Café Hospitality	Payable	0.17	(0.03)	Non-Related Party

(₹ in Crore)

Name of Struck off Company	Nature of transactions (pertaining to balance outstanding)	Transactions during the year March 31, 2023	Balance Outstanding as on March 31, 2023	Relationship with Struck off Company
Nedumkandam Agro Trading Company	Receivables	0.02	0.00	Non-Related Party
Tyagi Agriscience Pvt Ltd	Receivables	0.00	-	Non-Related Party
Utkarsh Agro Industries Pvt Ltd	Payables	-	(0.00)	Non-Related Party
Dudha Dairy & Services Limited	Payables	0.00	(0.00)	Non-Related Party
GSLD Egg and Agro Pvt Ltd	Payables	-	(0.00)	Non-Related Party
Acknotech Software Solutions Private	Payables	0.00	(0.00)	Non-Related Party
Dikshita Hatcheries and Farms Pvt Ltd	Payables	0.00	(0.00)	Non-Related Party
Agrisy Layer Farm Private Limited	Payables	-	(0.00)	Non-Related Party
Maestro Energy Pvt Ltd	Payables	-	(0.01)	Non-Related Party
Krushnaraj Agro Jaggery Powder Pvt Ltd	Payables	0.00	-	Non-Related Party
Yeerla Retail Private Limited	Payables	-	(0.00)	Non-Related Party
Kannauj Chemicals & Seeds Pvt Ltd	Payables	0.00	(0.00)	Non-Related Party

The amount reflected as "0.00" are values with less than ₹ one lakh.

Note 58 : Related Party Disclosures

- 1 In compliance with Ind AS 24 - "Related Party Disclosures", as notified under Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended, the required disclosures are given below:

(a) (i)	Key Management Personnel and Entities where Key Management Personnel has significant influence and their Relatives	Mr. N. B. Godrej (Chairman)
		Mr. J. N. Godrej (Upto 23rd January, 2024)
		Mr. V. M. Crishna (upto 8th November, 2021)
		Ms. Tanya A. Dubash
		Ms. Nisaba Godrej
		Mr. Pirojsha A. Godrej
		Mr. Burjis Godrej (Executive Director w.e.f. November 1, 2022)
		Mr. B. S. Yadav (Managing Director)
		Dr. Raghunath A. Mashelkar
		Dr. Ritu Anand
		Ms. Aditi Kothari Desai
		Ms. Roopa Purushothaman
		Mr. N. Srinivasan
		Mr. Kannan Sitaram
		Mr. Ashok Gulati
		Ms. Ritu Verma (Appointed w.e.f. January 27, 2023)
		Mr. S. Varadaraj (Chief Financial Officer)
		Mr. Vivek Raizada (Company Secretary)
		Mr. A. B. Godrej
		Mr. Nitin Nabar (KMP of Holding Co.)
Mr. Clement Pinto (KMP of Holding Co.)		

Ms.Tejal Jariwala (KMP of Holding Co.)
The Raika Godrej Family Trust
ABG Family Trust
TAD Family Trust
TAD Children Trust
NG Family Trust
NG Children Trust
PG Family Trust
PG Children Trust
PG Lineage Trust
NBG Family Trust
RNG Family Trust
BNG Successor Trust
BNG Lineage Trust
BNG Family Trust
HNG Family Trust
SNG Successor Trust
SNG Lineage Trust
SNG Family Trust
JNG Family Trust
PJG Family Trust
RJG Family Trust
NJG Family Trust
SGC Family Trust
VMC Family Trust
FVC Family Trust
FVC Children Trust
NVC Family Trust
NVC Children Trust
Navroze Lineage Trust
Raika Lineage Trust
Ms.Rati Burjis Godrej
Mr.Sohrab Nadir Godrej
Mr.Hormazd Nadir Godrej
Aloo Vaghaiwala
Behram Vaghaiwala
Freny Mody
Armaity Vaghaiwala
Aryan Arvind Dubash
Aryaan Arvind Dubash
Ms. Karla Bookman

		Ms. Lana Godrej
		Ms. Sasha Godrej
		Ms. Smita Crishna Godrej
		Ms. Pheroza Jamshyd Godrej
		Ms. Freyan Crishna Bieri
		Ms. Nyrika Holkar
		Mr. Navroze Jamshyd Godrej
		Ms. Raika Jamshyd Godrej
		Mr. Rishad Kaikhushru Naoroji
(b)	(i) Holding companies	Godrej Industries Limited
		Godrej Properties Limited
	(ii) Fellow Subsidiary Companies	Godrej Housing Finance Limited
		Godrej One Premises Management Private Limited
		Godrej Vikhroli Properties India Limited
	(iii) Joint Ventures	ACI Godrej Agrovet Private Limited, Bangladesh
		Omnivore India Capital Trust
	(iv) Associates	Al Rahba International Trading Limited Liability Company, United Arab Emirates (UAE) (Upto April 18, 2023)
		Godrej & Boyce Manufacturing Company Limited
		Godrej Consumer Products Limited
		Godrej Seeds & Genetics Limited
		Godrej Infotech Limited
		Asha Holding Private Limited
		Kavali Milkline Private Limited
		Khammam Milkline Private Limited
		Mohan Milkline Private Limited
		Pamuru Milkline Private Limited
		Pragathi Milkline Private Limited
		Vidya Milkline Private Limited
		Ongole Milkline Private Limited.
		Dhulipalla Milkline Private Limited
		Prima Food Tech Private Limited
		Orgaa Farms Private Limited
		Wereco Foods Private Limited
		RKN Enterprises
		Anamudi Real Estates LLP
	(vi) Post-employment benefit plan (entities) for the benefit of employees of the company	Godrej Agrovet Limited Provident Fund Trust
		Godrej Agrovet Limited Superannuation Scheme
		Godrej Agrovet Limited Group Gratuity Trust

2. The following transactions were carried out with the related parties in the ordinary course of business :
(i) Details relating to parties referred to in items 1 (b) (i), (ii), (iii), (iv), (v), (vi)

(₹ in crore)							
Sr. No.	Nature of Transactions	Holding Companies	Subsidiaries	Fellow Subsidiaries	Joint Ventures	Associates	Other related Parties
		(i)	(ii)	(iii)	(iv)	(v)	(vi) & (vii)
1	Purchase of property, plant and equipment	(0.01)	-	-	-	-	(1.91)
		-	-	-	-	-	9.16
2	Sale / Transfer of property, plant and equipment	-	-	-	-	-	-
		-	-	-	-	-	15.33
3	Sale/Redemption of units in joint venture	-	-	-	8.43	-	-
		-	-	-	9.71	-	-
4	Advances given during the year	-	-	-	-	-	0.01
		-	-	-	-	-	-
5	Sundry deposits placed	0.10	-	-	-	-	-
		-	-	-	-	-	-
6	Sale of materials / finished goods / other operating revenue	0.01	-	-	-	-	16.97
		2.89	-	2.33	3.94	-	4.50
7	Purchase of materials / finished goods / services	8.69	-	-	-	-	339.06
		10.22	-	-	-	-	249.37
8	Expenses charged to / reimbursement received from other companies	0.61	-	0.11	-	-	0.54
		0.87	-	-	-	-	0.30
9	Expenses charged by / reimbursement made to other companies	8.46	-	2.59	-	-	2.40
		12.19	-	2.74	-	-	0.38
10	Dividend income	-	-	-	32.80	-	-
		-	-	-	22.08	-	-
11	Dividend paid	118.48	-	-	-	-	3.94
		117.82	-	-	-	-	3.94
12	Sundry income	-	-	-	11.59	-	0.01
		-	-	-	5.92	-	0.01
13	Capital advance given during the year	-	-	-	-	-	2.41
		-	-	-	-	-	8.04
14	Outstanding capital advance	-	-	0.07	-	-	-
		-	-	0.07	-	-	-
15	Outstanding receivables	2.27	-	0.11	15.77	-	0.11
		1.37	-	0.10	24.98	-	6.46
16	Outstanding payables	-	-	3.33	-	-	10.31
		-	-	3.33	-	-	11.25
17	Guarantees outstanding	-	-	-	-	-	1.21
		-	-	-	-	-	1.21
18	Contribution to post-employment benefit plans	-	-	-	-	-	29.61
		-	-	-	-	-	27.72

(ii) Details relating to persons referred to in items 1(a)(i) above

(₹ in crore)

Sr. No.	Particulars	As at March 31, 2024	As at March 31, 2023
1	Remuneration to key management personnel		
	Salary and short term employee benefit paid	8.71	13.85
	Post employee gratuity & medical benefits	0.15	0.14
	Shared based payment	1.01	1.22
2	Dividend paid	16.16	16.08
3	Director's sitting fees	0.44	0.41
4	Director's commission	1.02	1.11

3. Significant Related Party Transactions :

(₹ in crore)

Sr. No.	Nature of Transaction	As at March 31, 2024	As at March 31, 2023
1	Purchase of property, plant and equipment		
	Godrej & Boyce Manufacturing Company Limited	1.91	9.13
	Godrej Industries Limited	0.01	-
	Godrej Consumer Products Limited	-	0.02
2	Sale / Transfer of property, plant and equipment		
	Godrej & Boyce Manufacturing Company Limited	-	11.83
3	Sale/Redemption of units in joint venture		
	Omnivore India Capital Trust	8.43	9.71
4	Advances given during the year		
	Godrej & Boyce Manufacturing Company Limited	0.01	0.00
5	Sundry deposits placed		
	Godrej Industries Limited	0.10	-
6	Sale of materials / finished goods / other operating revenue		
	ACI Godrej Agrovat Private Limited	-	3.94
	Godrej Consumer Products Limited	16.91	4.44
	Godrej Industries Limited	0.01	2.89
	Godrej Properties Limited	-	2.33
	Khammam Milkline Private Limited	0.06	0.07
7	Purchase of materials / finished goods / services		
	Godrej & Boyce Manufacturing Company Limited	0.29	0.14
	Godrej Industries Limited	8.69	10.22
	Godrej Consumer Products Limited	0.21	1.93
	Godrej Seeds & Genetics Limited	225.09	146.30
	Ongole Milkline Private Limited	3.94	8.65

(₹ in crore)

Sr. No.	Nature of Transaction	As at March 31, 2024	As at March 31, 2023
	Mohan Milkline Private Limited	44.95	35.90
	Vidya Milkline Private Limited	11.92	11.52
	Khammam Milkline Private Limited	15.64	12.23
	Pamuru Milkline Private Limited	15.38	14.69
	Kavali Milkline Private Limited	21.14	16.00
	Pragathi Milkline Private Limited	0.50	2.02
8	Expenses charged to / reimbursement received from other companies		
	Godrej & Boyce Manufacturing Company Limited	-	0.22
	Godrej Consumer Products Limited	0.54	0.08
	Godrej Industries Limited	0.61	0.87
	Godrej Properties Limited	0.11	-
9	Expenses charged by / reimbursement made to other companies		
	Godrej Infotech Limited	0.17	0.13
	Godrej & Boyce Manufacturing Company Limited	0.07	0.13
	Godrej Consumer Products Limited	1.79	0.12
	Godrej Industries Limited	8.46	12.19
	Godrej One Premises Management Private Limited	2.59	2.74
	Godrej Seeds & Genetics Limited	-	-
	Asha Holding Private Limited	0.10	-
	Orga Farms Private Limited	0.17	-
	Wereco Foods Private Limited	0.10	-
10	Dividend income		
	Omnivore India Capital Trust	-	0.01
	ACI Godrej Agrovet Private Limited	32.80	22.07
11	Dividend paid		
	Godrej Industries Limited	118.48	117.82
	Mr. B. S. Yadav (Managing Director)	3.16	3.14
	Mr. N. B. Godrej (Chairman)	0.00	0.00
	Mr. A. B. Godrej	0.00	0.00
	Ms. Tanya A. Dubash	0.19	0.02
	Ms. Nisaba Godrej	0.00	0.00
	Mr. Pirojsha A. Godrej	0.39	0.39
	Mr. Nitin Nabar (KMP of Holding Co.)	0.01	-
	Mr. Clement Pinto (KMP of Holding Co.)	0.00	-
	Ms. Tejal Jariwala (KMP of Holding Co.)	0.00	-
	Dr. Ritu Anand	0.00	0.00
	Ms. Roopa Purushothaman	0.00	0.00

(₹ in crore)

Sr. No.	Nature of Transaction	As at March 31, 2024	As at March 31, 2023
	Mr. S. Varadaraj (Chief Financial Officer)	0.22	0.21
	Mr. Vivek Raizada (Company Secretary)	0.00	0.00
	The Raika Godrej Family Trust	0.00	0.00
	ABG Family Trust	0.00	0.00
	TAD Family Trust	0.61	0.73
	TAD Children Trust	0.00	0.00
	BNG Family Trust	0.82	0.82
	HNG Family Trust	0.82	0.82
	SNG Family Trust	0.82	0.82
	NG Family Trust	0.82	0.82
	NG Children Trust	0.00	0.00
	PG Family Trust	0.00	0.00
	PG Children Trust	0.00	0.00
	PG Lineage Trust	0.00	0.00
	NBG Family Trust	0.00	0.00
	RNG Family Trust	0.00	0.00
	BNG Successor Trust	0.00	0.00
	BNG Lineage Trust	0.00	0.00
	SNG Successor Trust	0.00	0.00
	SNG Lineage Trust	0.00	0.00
	JNG Family Trust	0.00	0.00
	PJG Family Trust	0.00	0.00
	RJG Family Trust	0.00	0.00
	NJG Family Trust	0.00	0.00
	SGC Family Trust	0.00	0.00
	VMC Family Trust	0.00	0.00
	FVC Children Trust	0.00	0.00
	NVC Children Trust	0.00	0.00
	Ms. Freyan Crishna Bieri	0.00	0.00
	Ms. Nyrika Holkar	0.00	0.00
	Mr. Navroze Jamshyd Godrej	0.00	0.00
	Navroze Lineage Trust	1.97	1.97
	Ms. Raika Jamshyd Godrej	0.00	0.00
	Raika Lineage Trust	1.97	1.97
	FVC Family Trust	1.97	1.97
	NVC Family Trust	1.97	1.97
	Ms. Karla Bookman	0.18	0.18
	Ms. Sasha Godrej	0.18	0.18
	Ms. Lana Godrej	0.07	0.07
	RKN Enterprises	3.94	3.94

(₹ in crore)

Sr. No.	Nature of Transaction	As at March 31, 2024	As at March 31, 2023
12	Sundry income		
	ACI Godrej Agrovet Private Limited	11.59	5.92
	Godrej Consumer Products Limited	0.01	0.01
13	Capital advance given during the year		
	Godrej & Boyce Manufacturing Company Limited	2.41	8.04
14	Outstanding capital advance		
	Godrej Vikhroli Properties India Limited	0.04	0.04
	Godrej Properties Limited	0.04	0.04
15	Outstanding receivables		
	Godrej & Boyce Manufacturing Company Limited	0.11	-
	Godrej Industries Limited	2.27	1.37
	Godrej One Premises Management Private Limited	0.11	0.10
	Godrej Consumer Products Limited	-	3.89
	ACI Godrej Agrovet Private Limited	15.73	24.95
	Omnivore India Capital Trust	0.03	0.03
16	Outstanding payables		
	Godrej Infotech Limited	0.01	-
	Godrej Properties Limited	3.33	3.33
	Godrej Consumer Products Limited	1.25	-
	Godrej Agrovet Limited Provident Fund Trust	2.01	2.01
	Godrej Agrovet Limited Superannuation Scheme	0.03	0.01
	Godrej Agrovet Limited Group Gratuity Trust	2.89	6.92
	Godrej Seeds & Genetics Limited	2.58	0.68
	Kavali Milkline Private Limited	0.06	0.14
	Khammam Milkline Private Limited	0.48	0.28
	Mohan Milkline Private Limited	0.60	0.18
	Pamuru Milkline Private Limited	0.23	0.16
	Pragathi Milkline Private Limited	0.01	0.01
	Vidya Milkline Private Limited	0.12	0.10
	Ongole Milkline Private Limited	0.03	0.01
	Godrej & Boyce Manufacturing Company Limited	-	0.74
17	Guarantees outstanding		
	Godrej Consumer Products Limited	1.21	1.21

(₹ in crore)

Sr. No.	Nature of Transaction	As at March 31, 2024	As at March 31, 2023
18	Director's sitting fees		
	Dr. Ritu Anand (Independent Director)	0.08	0.08
	Ms. Aditi Kothari Desai (Independent Director)	0.05	0.07
	Dr. Raghunath A. Mashelkar (Independent Director)	-	0.02
	Ms. Roopa Purushothaman (Independent Director)	0.07	0.05
	Mr. N. Srinivasan (Independent Director)	0.09	0.08
	Mr. Kannan Sitaram (Independent Director)	0.05	0.05
	Mr. Ashok Gulati (Independent Director)	0.06	0.05
	Ms. Ritu Verma (Independent Director)	0.05	0.01
19	Director's commission		
	Mr. N. B. Godrej (Chairman)	0.09	0.09
	Ms. Ritu Verma (Independent Director)	0.02	-
	Dr. Ritu Anand (Independent Director)	0.09	0.09
	Ms. Aditi Kothari Desai (Independent Director)	0.09	0.09
	Dr. Raghunath A. Mashelkar (Independent Director)	0.03	0.09
	Ms. Roopa Purushothaman (Independent Director)	0.09	0.09
	Ms. Tanya A. Dubash	0.09	0.09
	Mr. V. M. Crishna	-	0.05
	Mr. J. N. Godrej	0.09	0.09
	Ms. Nisaba Godrej	0.09	0.09
	Mr. N. Srinivasan (Independent Director)	0.09	0.09
	Mr. Kannan Sitaram (Independent Director)	0.09	0.09
	Mr. Pirojsha A. Godrej (Director)	0.09	0.09
	Mr. Ashok Gulati (Independent Director)	0.09	0.08
20	Contribution to post-employment benefit plans		
	Godrej Agrovet Limited Provident Fund Trust	24.48	24.67
	Godrej Agrovet Limited Superannuation Scheme	0.38	0.45
	Godrej Agrovet Limited Group Gratuity Trust	4.74	2.60

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Registration Number 101248W/W-100022

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

(CIN:L15410MH1991PLC135359)

N. B. GODREJ

Chairman

DIN: 00066195

B.S.YADAV

Managing Director

DIN: 00294803

KOOSAI LEHERY

Partner

Membership Number: 112399

Mumbai, May 8, 2024

S. VARADARAJ

Chief Financial Officer

ICAI Memb. No. 047959

Mumbai, May 8, 2024

VIVEK RAIZADA

Company Secretary

ICSI Memb. No. ACS11787

FORM AOC-1
(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of Subsidiaries / Associate Companies / Joint Ventures
For the Financial Year ended March 31, 2024

PART "A": SUBSIDIARIES:

Sl. No.	Name of the subsidiary	(Rs. in Crore)						
		1	2	3	4	5	6	7
		Godvet Agrochem Limited	Astec Lifesciences Limited	Behram Chemicals Private Limited	Comercializadora Agricola Agroastrachem Cia Ltd.	Creamline Dairy Products Limited	Godrej Tyson Foods Limited	Godrej Cattle Genetics Private Limited*
1.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01.04.2023 to 31.03.2024	01.04.2023 to 31.03.2024	01.04.2023 to 31.03.2024	01.04.2023 to 31.03.2024	01.04.2023 to 31.03.2024	01.04.2023 to 31.03.2024	01.04.2023 to 31.03.2024
2.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Not Applicable	Not Applicable	Not Applicable	Columbian Peso (Exchange rate 0.02149)	Not Applicable	Not Applicable	Not Applicable
3.	Share capital	9.95	19.61	0.60	0.01	11.32	0.20	3.68
4.	Reserves & surplus	9.11	349.07	0.73	(0.11)	105.78	187.39	55.83
5.	Total assets	22.51	974.15	1.37	0.00	492.41	397.30	69.10
6.	Total Liabilities	3.45	605.47	0.04	0.10	375.30	209.71	9.59
7.	Investments	-	0.43	-	-	8.01	-	-
8.	Turnover	-	457.70	-	-	1,540.50	981.08	54.65
9.	Profit before taxation	1.42	(61.88)	0.15	-	10.73	43.58	(5.36)
10.	Provision for taxation	0.11	(14.89)	0.04	-	2.94	16.55	-
11.	Profit after taxation	1.31	(46.99)	0.11	-	7.79	27.03	(5.36)
12.	Other comprehensive income before tax	-	(0.76)	-	-	(0.30)	(0.30)	0.01
13.	Tax on Other comprehensive income	-	0.19	-	-	0.08	0.10	-
14.	Other comprehensive income	-	(0.57)	-	-	(0.23)	(0.19)	0.01
15.	Total comprehensive income	1.31	(47.56)	0.11	-	7.56	26.84	(5.35)
16.	Proposed Dividend	-	-	-	-	-	-	-
17.	% of shareholding	100.00%	64.77%	65.63%	100.00%	51.91%	51.00%	100.00%

* Godrej Cattle Genetics Private Limited was formerly known as "Godrej Maxximilk Private Limited".

Notes:

- Names of Subsidiaries which are yet to commence Operations:**
Comercializadora Agricola Agroastrachem Cia Ltda (Bogota Columbia) [a 100% Subsidiary of Astec LifeSciences Limited (a Subsidiary)], has not yet commenced its operations.
- Names of Subsidiaries which have been liquidated or sold during the Year:**
None of the Subsidiaries of the Company have been liquidated or sold during the Financial Year under review.

Part “B”: Associates and Joint Ventures

		(Rs. in Crore)	
Name of Associates / Joint Ventures	ACI Godrej Agrovet Private Limited	Omnivore India Capital Trust	
1. Latest audited Balance Sheet Date	31.03.2024	31.03.2024	
2. Shares of Associate / Joint Venture held by the Company on the year end	50.00%	9.62%	
No.	18,50,000 Ordinary Shares	1,505.23 Units	
Amount of Investment in Associate / Joint Venture	12.58	15.05	
3. Description of how there is significant influence	Due to percentage (%) of Share Capital	The Company participates in the key activities jointly with the Investment Manager.	
4. Reason why the Associate / Joint Venture is not consolidated	Not Applicable	Not Applicable	
5. Networth attributable to Shareholding as per latest audited Balance Sheet	137.28	12.80	
6. Profit / Loss for the year 2023-24			
i. Considered in Consolidation	66.38	(13.56)	
ii. Not Considered in Consolidation	-	-	

Notes:**3. Names of Associates / Joint Ventures which are yet to commence Operations:**

None of the Associates / Joint Ventures of the Company is yet to commence its operations.

4. Names of Subsidiaries which have been liquidated or sold during the Year:

None of the Associates / Joint Ventures of the Company has been liquidated or sold during the Financial Year under review, except AI Rahba International trading LLC, Aba Dhabi, UAE.