

Godrej Agrovet Ltd.
Registered Office : Godrej One,
3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai 400 079, India
Tel. : +91-22-2518 6010/8020/8030
Fax : +91-22-2519 5124
Email : gavfho@godrejagrovet.com
Website : www.godrejagrovet.com
CIN : L15410MH1999PLC135359

Date: January 14, 2019

To,
BSE Limited
P. J. Towers, Dalal Street, Fort
Mumbai – 400 001.

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400 051.

Ref.: BSE Scrip Code No. "540743"

Ref: "GODREJAGRO"

Dear Sir / Madam,

Sub: Corporate Governance Report as per Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended December 31, 2018.

Please find enclosed herewith Corporate Governance Report as per Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended December 31, 2018

Request you to kindly take the aforementioned on your records.

Thanking you,

Yours faithfully,

For Godrej Agrovet Limited



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



Encl.: As Above



ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Godrej Agrovet Limited**
 2. Quarter ending - **31-Dec-2018**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Members hip in Committees of the Company	Remarks
Mr.	Nadir B. Godrej	00066195	AADPG7643Q	C,NED		09-Aug-2018			7	3	3	SC,RMC	
Mr.	Adi B. Godrej	00065964	AAEPG5459R	NED		02-Aug-2016	05-Nov-2018		0	0	0		
Mr.	Jamshyd N. Godrej	00076250	AACPG0840L	NED		04-Aug-2017			4	1	0	NA	
Mr.	Vijay M Crishna	00066267	AACPC1580F	NED		04-Aug-2017			3	1	0	NA	
Ms.	Tanya Dubash	00026028	AHCPD2973J	NED		09-Aug-2018			3	1	1	NA	



Ms.	Nisaba Godrej	00591503	AAPFG3636B	NED		02-Aug-2016			2	0	0	NRC
Mr.	Pirojsha Godrej	00432983	ADTPG8791J	NED		05-Nov-2018			3	1	0	NA
Mr.	Kavas N. Petigara	00066162	AADPP1957A	ID		01-Apr-2014	60	2	2	2	2	AC
Mr.	Sudheer L. Anaokar	00236819	ACQPA4072Q	ID		01-Apr-2014	60	1	0	0	0	NA
Mr.	Amit B. Choudhury	00557547	AAGPC4516K	ID		01-Apr-2014	60	3	3	2	2	SC,RMC
Mr.	Balram S. Yadav	00294803	AAGPY9611F	ED	MD	01-Sep-2017	60	2	4	1	1	AC,SC,RMC
Mr.	Raghunath A. Mashelkar	00074119	ABBPM4169N	ID		18-Jul-2017	60	3	2	2	0	NA
Ms.	Roopa Purushothaman	02846868	ASOPP8674K	ID		18-Jul-2017	60	1	0	0	0	NRC
Ms.	Aditi Kothari Desai	00426799	AACP1190R	ID		18-Jul-2017	60	1	1	1	0	AC
Ms.	Ritu Anand	00363699	AADPA7695Q	ID		18-Jul-2017	60	1	1	1	0	AC,NRC

Company Remarks	
Whether Permanent chairperson appointed	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Kavas N. Petigara	ID	Chairperson	31-Jan-2006	
2	Balram S. Yadav	ED	Member	01-Sep-2007	
3	Aditi Kothari Desai	ID	Member	18-Jul-2017	



4	Ritu Anand	ID	Member	18-Jul-2017	
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Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Amit B. Choudhury	ID	Member	18-Jul-2017	
2	Nadir B. Godrej	C & NED	Chairperson	18-Jul-2017	
3	Balram S. Yadav	ED	Member	18-Jul-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Amit B. Choudhury	ID	Member	18-Jul-2017	
2	Balram S. Yadav	ED	Member	18-Jul-2017	
3	Nadir B. Godrej	C & NED	Chairperson	18-Jul-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Ritu Anand	ID	Chairperson	18-Jul-2017	
2	Nisaba Godrej	NED	Member	18-Jul-2017	
3	Roopa Purushothaman	ID	Member	18-Jul-2017	

Company Remarks	
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Whether Permanent chairperson appointed	Yes
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iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
09-Aug-2018	05-Nov-2018
14-Sep-2018	05-Nov-2018

Company Remarks	
Maximum gap between any two consecutive (in number of days)	51

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	09-Aug-2018	05-Nov-2018	4	Yes
Audit Committee	14-Sep-2018	05-Nov-2018	4	Yes
Nomination & Remuneration Committee		05-Nov-2018	3	Yes
Stakeholders Relationship Committee		05-Nov-2018	2	Yes

Company Remarks	<p>For Audit Committee Meeting: All 4 Members were present including 3 Non-Executive Independent Directors at the Audit Committee Meeting held on November 5.2018.</p> <p>For Nomination and Remuneration Committee Meeting: All 3 Members were present including 2 Non-Executive Independent Directors at the Nomination and Remuneration Committee Meeting held on November 5.2018.</p> <p>For Stakeholders' Relationship Committee Meeting:</p>
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	2 Members were present out of which 1 Member was Non-Executive Independent Directors at the Stakeholders' Relationship Committee Meeting held on November 5.2018. No Meeting of Risk Management Committee Meetings was held during the relevant quarter.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	51

v. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**



4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

[Redacted area]

Name : **Vivek Raizada**
Designation : **Company Secretary & Compliance Officer**

