

Godrej Agrovet Ltd.
Registered Office : Godrej One,
3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai 400 079, India.
Tel. : +91-22-2518 8010/8020/8030
Fax : +91-22-2519 5124
Email : gavkho@godrejagrovvet.com
Website : www.godrejagrovvet.com
CIN : L15410MH1991PLC135359

Dated: April 13, 2018

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"

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

Dear Sir,

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

Please take the same on your records.

Thanking you,

Yours sincerely,

For Godrej Agrovet Limited



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



Encl.: Annexure I & Annexure II

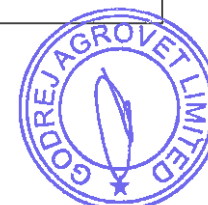


Annexure I- Format of Compliance Report on Corporate Governance to be submitted on quarterly basis

1. Name of Listed Entity: **GODREJ AGROVET LIMITED**

2. Quarter Ending: **31st March, 2018**

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including Godrej Agrovet Limited (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including Godrej Agrovet Limited (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including Godrej Agrovet Limited (Refer Regulation 26(1) of Listing Regulations)
Mr.	Nadir B. Godrej	AADPG7643Q 00066195	Chairman & Non-Executive	July 24, 2015	-	7	6	3
Mr.	Adi B. Godrej	AAEPG5459R 00065964	Non-Executive Director	August 2, 2016	-	3	2	1
Mr.	Jamshyd N. Godrej	AACPG0840L 00076250	Non-Executive Director	August 4, 2017	-	4	1	0
Mr.	Vijay M. Crishna	AACPC1580F 00066267	Non-Executive Director	August 4, 2017	-	3	1	0



Ms.	Tanya A. Dubash	AHCPD2973J	Non-Executive Director	July 24, 2015	-	3	2	1
		00026028						
Ms.	Nisaba Godrej	AAFPG3636B	Non-Executive Director	August 2, 2016	-	2	0	0
		00591503						
Mr.	Kavas N. Petigara	AADPP1957A	Non-Executive Independent Director	April 1, 2014	5 years	2	4	2
		00066162						
Mr.	Sudhir L. Anaokar	ACQPA4072Q	Non-Executive Independent Director	April 1, 2014	5 years	1	0	0
		00236819						
Mr.	Amit B. Choudhury	AAGPC4516K	Non-Executive Independent Director	April 1, 2014	5 years	3	5	2
		00557547						
Mr.	Balram S. Yadav	AAGPY9611F	Managing Director	September 1, 2017	5 years	2	5	1
		00294803						
Dr.	Raghunath A. Mashelkar	ABBPM4169N	Non-Executive Independent Director	July 18, 2017	5 years	4	2	0
		00074119						
Ms.	Roopa Purushothaman	ASOPP8674K	Non-Executive Independent Director	July 18, 2017	5 years	1	0	0
		02846868						
Ms.	Aditi Kothari Desai	AACPK1190R	Non-Executive Independent Director	July 18, 2017	5 years	1	1	0
		00426799						
Dr.	Ritu Anand	AADPA7695Q	Non-Executive Independent Director	July 18, 2017	5 years	1	1	0
		00363699						

\$PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors



of the listed entity in continuity without any cooling off period.		
II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §
1. Audit Committee	1. Mr. Kavas N. Petigara	Chairman of Audit Committee and Non-Executive Independent Director
	2. Ms. Aditi Kothari Desai	Non-Executive Independent Director
	3. Dr. Ritu Anand	Non-Executive Independent Director
	4. Mr. Balram S. Yadav	Managing Director (Executive, Non – Independent Director)
2. Nomination & Remuneration Committee	1. Dr. Ritu Anand	Chairperson of Nomination & Remuneration Committee and Non-Executive Independent Director
	2. Ms. Roopa Purushothaman	Non-Executive Independent Director
	3. Ms. Nisaba Godrej	Non-Executive Director, Non – Independent Director
3. Risk Management	1. Mr. Nadir B. Godrej	Chairman of Risk Management Committee and Non-Executive Director
	2. Mr. Balram S. Yadav	Managing Director (Executive, Non – Independent Director)
	3. Mr. Amit B. Choudhury	Non- Executive Independent Director
4. Stakeholders Relationship Committee	1. Mr. Nadir B. Godrej	Chairman of Stakeholders' Relationship Committee and Non-Executive Director
	2. Mr. Balram S. Yadav	Managing Director (Executive, Non – Independent Director)
	3. Mr. Amit B. Choudhury	Non Executive Independent Director
§Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen		

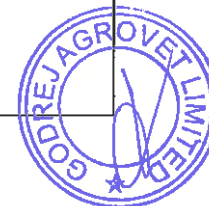
III. Meetings of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
November 3, 2017	February 7, 2018	95 days	
IV. Meetings of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>



Audit Committee			
February 7, 2018	Yes All 4 Members were present including 3 Non-Executive Independent Directors.	November 3, 2017	95 days
Nomination & Remuneration Committee			
-	Not Applicable	Not Applicable	Not Applicable
No Nomination & Remuneration Committee Meeting was held during the relevant quarter.			
Stakeholders Relationship Committee			
-	Not Applicable	Not Applicable	Not Applicable
No Stakeholders Relationship Committee Meeting was held during the relevant quarter.			
Risk Management Committee			
-	Not Applicable	Not Applicable	Not Applicable
No Risk Management Committee Meeting was held during the relevant quarter.			
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
<i>Subject</i>		<i>Compliance Status (Yes/No/NA)</i>	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		N. A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
Note:			
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.			
2. If status is "No" details of non-compliance may be given here.			

VI. Affirmations:

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (applicable to the top 100 listed entities)



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.
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.
5. This Report and/or the Report submitted in the previous quarter has been placed before Board of Directors.
Any comments/observations/advice of Board of Directors may be mentioned here: None

For Godrej Agrovet Limited



Vivek Raizada
Head – Legal & Company Secretary and Compliance Officer
Date: April 13, 2018
Place :Mumbai

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.

Annexure II

Corporate Governance Report for the Year ended March 31, 2018

Name of the Company: Godrej Agrovet Limited

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance Status (Yes/No/NA)refer note below	
Details of business	Yes	
Terms and conditions for Appointment of Independent Director	Yes	
Composition of various Committees of Board of Directors	Yes	
Code of Conduct of Board of Directors and Senior Management Personnel	Yes	
Details of establishment of Vigil Mechanism / Whistle blower policy	Yes	
Criteria of making payments to Non-Executive Directors	Yes	
Policy on dealing with Related Party Transactions	Yes	
Policy for determining 'Material' Subsidiaries	Yes	
Details of familiarization programmes imparted to Independent Directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial Results	Yes	
Shareholding Pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes



Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholders' Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2) & (3)	Yes
Approval for material Related Party Transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with Compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

We hereby affirm that the Company has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to Subsidiary of the Company have been complied.

Name & Designation

Vivek Raizada

Head – Legal & Company Secretary & Compliance Officer

April 13, 2018, Mumbai

