

NOTICE OF ANNUAL GENERAL MEETING (AGM) & EXPLANATORY STATEMENT

NOTICE OF THE 28TH (TWENTY-EIGHTH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the **28TH (TWENTY-EIGHTH) ANNUAL GENERAL MEETING** of the Members of **GODREJ AGROVET LIMITED** will be held on **Friday, August 2, 2019** at **3.30 p.m. (IST)** at Auditorium, "Godrej One" Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, to transact the following **BUSINESS**:

ORDINARY BUSINESS:

1. To adopt Financial Statements for the Financial Year ended March 31, 2019.

To receive, consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year (F.Y.) ended March 31, 2019 and the Reports of the Board of Directors and the Statutory Auditors thereon, including Annexures thereto.

2. To declare Final Dividend on Equity Shares for the Financial Year ended March 31, 2019.

To declare Final Dividend on Equity Shares @ 45% [i.e., @ ₹ 4.50/- (Rupees Four and Paise Fifty Only) per Equity Share] for the Financial Year (F.Y.) 2018-19.

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

The Shareholders are requested to consider, 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, Ms. Nisaba Godrej, Director [having Director Identification Number (DIN): 00591503], who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a "Director" of the Company."

4. To appoint a Director in place of Mr. J. N. Godrej, Director (Non-Executive, Non-Independent) [Director Identification Number (DIN): 00076250], who retires by rotation and being eligible, offers himself for re-appointment, as a Director of the Company.

The Shareholders are requested to consider, 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, Mr. J. N. Godrej, Director [having Director Identification Number (DIN): 00076250], who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a "Director" of the Company."

SPECIAL BUSINESS:

5. To ratify remuneration to be paid to M/s. P. M. Nanabhoy & Co., Cost Accountants, Mumbai, to conduct an audit of the cost records of the Company for the Financial Year (F.Y.) ending on March 31, 2020.

The Shareholders are requested to consider, and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to Section 148 and all 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), the remuneration payable to M/s. P. M. Nanabhoy & Co., Cost Accountants, Mumbai (Firm Registration No.: 00012), appointed as the Cost Auditors of the Company, to conduct an audit of the cost records of the Company for the Financial Year ending on March 31, 2020, at ₹ 1,32,000/- (Rupees One Lakh Thirty Two Thousand Only) plus Goods and Service Tax and reimbursement of out-of-pocket expenses, be and is hereby ratified."

"RESOLVED FURTHER THAT the Directors and / or the Chief Financial Officer and / or the Company Secretary of the Company be and are hereby severally authorized to take all such steps, as may be necessary, proper or expedient, to give effect to this resolution and to do all such acts, deeds, matters and things as may be incidental thereto."

6. To appoint Mr. Pirojsha Godrej [Director Identification Number (DIN):00432983], as a Director (Non-Executive and Non-Independent) of the Company.

The Shareholders are requested to consider, and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Mr. Pirojsha Godrej (DIN: 00432983), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 5, 2018 in terms of the provisions of Section 161 of the Companies Act, 2013 ("**the Act**") and who holds office till the conclusion of the 28th (Twenty-Eighth) Annual General Meeting (AGM), be and is hereby appointed as a "Director" (Non-Executive, Non-Independent) of the Company, liable to retire by rotation, based on the recommendation of the Nomination and Remuneration Committee of the Board of Directors and approval of the Board of Directors pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as may be amended from time to time) and subject to such other approval(s) as may be required."

"RESOLVED FURTHER THAT any of the Directors or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to take all such steps, as may be necessary, proper or expedient, to give effect to this resolution and to do all such acts, deeds, matters and things as may be incidental thereto."

7. To appoint Mr. Natarajan Srinivasan [Director Identification Number (DIN): 00123338] as an “Independent Director” of the Company.

The Shareholders are requested to consider, and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and such other Rules framed thereunder, as may be applicable (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as may be amended from time to time) (“**SEBI Listing Regulations**”) and subject to such other approval(s) as may be required, Mr. Natarajan Srinivasan (DIN: 00123338), who was appointed by the Board of Directors as an “Additional Director” (Non-Executive, Independent Director) of the Company with effect from February 4, 2019, in terms of Section 161(1) of the Act and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder, and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an “Independent Director” of the Company not liable to retire by rotation, for a period from February 4, 2019 upto July 17, 2022.”

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

8. To appoint Mr. Kannan Sitaram [Director Identification Number (DIN): 01038711], as an “Independent Director” of the Company:-

The Shareholders are requested to consider, and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and read with Schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and such other Rules framed thereunder, as may be applicable (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as may be amended from time to time) (“**SEBI Listing Regulations**”) and subject to such other approval(s) as may be required, Mr. Kannan Sitaram (DIN: 01038711), who was appointed by the Board of Directors as an “Additional Director” (Non-Executive, Independent Director) of the Company with effect from June 17, 2019, in terms of Section 161(1) of the Act and who meets the criteria for Independence as provided in Section 149(6) of the Act along with the Rules framed thereunder, and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an “Independent Director” of the Company not liable to retire by rotation, for a period from June 17, 2019 upto July 17, 2022.”

“**RESOLVED FURTHER THAT** any of the Director or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to take file such form(s) with the Ministry of Corporate Affairs (MCA), Mumbai and intimate the Stock Exchange(s) where the Shares of the Company are listed and to take all such steps, as may be necessary, proper or expedient, to give effect to this resolution and to do all such acts, deeds, matters and things as may be incidental thereto.”

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

**Vivek Raizada
Head – Legal & Company Secretary &
Compliance Officer**

Mumbai, June 17, 2019

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;
Email: gavinvestors@godrejagrovet.com;
CIN: L15410MH1991PLC135359

NOTES:

1. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out the material facts relating to special businesses to be transacted at the 28th (Twenty-Eighth) Annual General Meeting, as set out in this Notice is annexed hereto.
2. **A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE AGM INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY.**

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than 50 (Fifty) Shareholders and holding in aggregate, not more than 10% (Ten percent) of the total Share Capital of the Company. Shareholders holding more than 10% (Ten percent) of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other person / Shareholder. A proxy so appointed shall not have any right to speak at the Annual General Meeting. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 (Forty-Eight) hours before the commencement of the Annual General Meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority letter, as applicable issued on behalf of the nominating organization / authority.
3. Corporate Shareholders intending to send their authorized representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the Board Resolution together with the respective specimen signature(s) of those representative(s) authorized under the said resolution to attend and vote on their behalf at the AGM.

4. During the period beginning 24 (Twenty-Four) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Shareholder would be entitled to inspect the proxies lodged with the Company at any time between the business hours at the Registered Office of the Company, provided that not less than 3 (Three) days' of notice in writing is given to the Company.
5. Shareholder(s) / Proxy(ies) / Authorised Representative(s) should bring / are requested to bring the duly filled in Attendance Slip enclosed herewith to the AGM mentioning therein details of DP ID and Client ID / Folio No.
6. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, will be available for inspection by the Shareholders at the AGM.
7. The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Shareholders during the AGM.
8. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, July 27, 2019 to Friday, August 2, 2019** (both days inclusive) for annual closing and determining the entitlement of the Shareholders to the Final Dividend for the Financial Year (F.Y.) 2018-19.
9. All documents in connection with the accompanying Notice are available for inspection at the Registered Office of the Company from 10.00 a.m. (IST) to 4.00 p.m. (IST) on all days except Saturdays, Sundays and Public Holidays, upto the date of the AGM.
10. Shareholders holding shares in dematerialised form are requested to direct changes, if any, pertaining to their name, email address, telephone / mobile numbers, address and bank account details including change in bank account number, IFSC, MICR Code, name of bank and branch details, to their respective Depository Participants.
11. 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 Shareholders who have registered their e-mail address either with the Company or with the Depository Participant(s). Shareholders holding shares in dematerialised form are requested to register their e-mail address with their Depository Participant(s). In case of any change, the Shareholders are requested to update their e-mail address with the Depository Participant(s) to enable the Company to send electronic communications.
12. Shareholders of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request. For Shareholders who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.
13. Shareholders are requested to support the "**Green Initiative**" by registering / updating their e-mail address(es) with the Depository Participant(s) (in case of Shares held in dematerialised form) or with Karvy Fintech Private Limited, Registrar and Share Transfer Agent (*formerly known as Karvy Computershare Private Limited*) ("**RTA**" / "**Karvy**") (in case of Shares held in physical form).

Members may also note that the Notice of 28th (Twenty-Eight) Annual General Meeting and the Annual Report for the Financial Year (F.Y.) 2018-19 will also be available on the Company's website www.godrejagrovet.com for download.
14. Unless the Shareholders have requested for hard copies of the same, the Notice of AGM, Annual Report, Attendance Slip, Route Map for the AGM Venue and Proxy Form are being sent in electronic mode to Members whose email address(es) are registered with the Company or the Depository Participant(s). Physical copy of the Notice of AGM, Annual Report, Attendance Slip, Route Map for the AGM Venue and Proxy Form are being sent to those Members who have not registered their e-mail address with the Company or Depository Participant(s). Shareholders who have received the Notice of AGM, Annual Report, Attendance Slip, Route Map for the AGM Venue and Proxy Form in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter at the AGM. Members are requested to furnish the printed Attendance Slip along with a valid identity proof such as PAN Card, Passport, Aadhaar Card or Driving License while entering the AGM hall.
15. The Final Dividend for the Financial Year (F.Y.) 2018-19, as recommended by the Board of Directors, if approved at the AGM, would be paid / dispatched by August 9, 2019, to those persons or their mandates:-
 - (a) whose names appear as Beneficial Owners as at the end of the business hours on Friday, July 26, 2019, 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
 - (b) 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 / Karvy Fintech Private Limited, Registrar and Share Transfer Agent ("**RTA**" or "**Karvy**") on or before Friday, July 26, 2019.
16. 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).
17. Shareholders who have not encashed the dividend warrants for the previous year, are requested to make their claim with Karvy at Karvy Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Telangana. As per the provisions of Section 124 (2) of the Companies Act, 2013, the Company has also uploaded details of Unclaimed dividend amount(s) for the Financial Year 2017-18, lying with the Company as on date of Annual Report on the website of the Company i.e., www.godrejagrovet.com
18. Shareholders can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Shareholders desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
19. The Securities and Exchange Board of India ("SEBI") has made it mandatory for all listed companies to use the Bank Account details furnished by the Depositories and the Bank Account details maintained by the RTA for payment of Dividend through Electronic Clearing Service (ECS) to Shareholders wherever ECS and Bank details are available. In the absence of ECS facilities, the Company will print the Bank Account details, if available, on the payment instrument for distribution of Dividend. The Company will

not entertain any direct request from Shareholders holding shares in electronic mode for deletion of / change in such Bank Account details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Shareholders who wish to change such Bank Account details are, therefore, requested to advise their Depository Participant(s) about such change, with complete details of Bank Account.

20. 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 RBI locations or NEFT. 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 facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations.

Shareholders are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) to their Depository Participants (DPs) in case the shares are held in electronic mode or to the RTA in case the shares are held in physical mode for printing on dividend warrant to ensure that there is no fraudulent encashment of the warrants.

21. 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.
22. Shareholders who have not provided the information regarding bank particulars, are requested to immediately notify the name of the bank and the branch, 9 digits MICR number, 11 digit IFSC and the nature of account along with a copy of cancelled cheque to Karvy, in respect of shares held in physical form and to their Depository Participant in case of shares held in electronic form.
23. SEBI had vide Notification No. SEBI/LAD-NRO/ GN/2018/24 dated June 08, 2018 and SEBI/LAD-NRO/ GN/2018/49 dated November 30, 2018 read with BSE circular no. LIST/COMP/15/2018-19 dated July 05, 2018 and NSE circular no. NSE/CML/2018/26 dated July 09, 2018 and as per Regulation 40 of the Listing Regulations, as amended, directed that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. However, Shareholders can continue to hold shares in physical form. Accordingly, Shareholders holding securities in physical form were separately communicated at their registered address by RTA vide three letters sent on August 28, 2018 (by Registered Post), October 24, 2018 (by Registered Post) and November 26, 2018 (by Speed Post), to dematerialise their physical holding for any further transfer.

In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Shareholders holding shares in physical form are requested to consider converting their holdings to dematerialized form. Shareholders can contact the Company or RTA for assistance in this regard.

24. At the 26th (Twenty-Sixth) AGM held on August 4, 2017, the Shareholders approved appointment of B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) as

Statutory Auditors of the Company to hold office for a period of 5 (five) years i.e., from the conclusion of the 26th (Twenty-Sixth) AGM till the conclusion of the 31st (Thirty-First) AGM, subject to ratification of their appointment by Shareholders at every AGM. The requirement to place the matter relating to appointment of Auditors for ratification by Shareholders at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the 28th (Twenty-Eighth) AGM.

25. The details of the Directors seeking appointment and re-appointment under Item Nos. 3, 4, 6, 7 and 8 of the Notice is annexed hereto in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India.
26. Shareholders are requested to send in their queries at least a week in advance to the Company Secretary at the Registered Office of the Company to facilitate clarifications during the AGM.

E-VOTING:

- (a) In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and as per Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory amendment(s) / modification(s) / re-enactment(s) thereto], your Company has provided to the Shareholders holding shares in physical and dematerialised form, the facility to cast their votes, electronically, through the remote electronic voting service facility arranged by RTA ("**Karvy**") on all resolutions set forth in this Notice.

The Facility for voting through Electronic Ballot System ("Insta Poll") will also be made available at the AGM and the Shareholders attending the AGM, who have not already casted their votes by remote e-voting, they shall be able to exercise their voting right at the AGM through Insta Poll.

- (b) The Shareholders who wish to cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again, and if casted again then the same will not be counted. During the voting period, Shareholders can login to Karvy's e-voting platform any number of times till they have voted on all the resolutions. Once the vote on a resolution is cast by a Shareholder, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.
- (c) The remote e-voting period commences on **Monday, July 29, 2019 (at 9.00 a.m. IST)** and ends on **Thursday, August 1, 2019 (at 5.00 p.m. IST)**. During this period, the Shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., close of business hours of **Friday, July 26, 2019**, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by RTA for voting thereafter. Once the vote on a resolution is casted by the Shareholder, the Shareholder shall not be allowed to change it subsequently.

- (d) In case of any query / grievance with respect to remote e-voting, please visit the "Help and FAQ's" section available on Karvy's website: <https://evoting.karvy.com> or send e-mail to einward.ris@karvy.com or call Karvy on toll free number 1800-3454-001 (from 9.00 a.m. IST to 6:00 p.m. IST) for further clarifications.
- (e) Shareholders who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
- (f) A Shareholder need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
- (g) The Scrutinizer's decision on the validity of the Remote Electronic Voting shall be final.
- xi. Please note that, once you have confirmed your vote on the resolution, you cannot modify your vote thereafter.
- xii. The remote e-voting portal will remain open for voting from 9.00 a.m. (IST) on Monday, July 29, 2019 to 5.00 p.m. (IST) on Thursday, August 1, 2019.
- xiii. Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at bn@bnpassociates.in or gavlinvestors@godrejagrovet.com
- xiv. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVEN NO. 4680"

INFORMATION AND INSTRUCTIONS RELATING TO REMOTE E-VOTING:

- a. In case of Shareholders receiving an e-mail from Karvy Fintech Private Limited [for Shareholder whose e-mail addresses are registered with the Company / Depository Participant(s)]:
- Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. close of business hours of Friday, July 26, 2019, may cast their vote electronically.
 - Launch an internet browser by typing the URL <https://evoting.karvy.com>
 - Enter the login credentials i.e. User ID and password, provided in the email received from Karvy Fintech Private Limited. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - After entering the above details click on - LOGIN.
 - Password change menu will appear. Please change the password with a new password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.) The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. After changing the password, you need to login again with the new credentials.
 - On successful login, the system will prompt you to select the E-Voting EVEN (i.e. Electronic Voting Event Number).
 - Select 'EVEN' of Godrej Agrovet Limited – AGM 2019 and click on – Submit.
 - Now you are ready for e-voting as 'Ballot Form' page opens.
 - Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
 - Upon confirmation, the message 'Vote cast successfully' will be displayed.
- b. In case of Shareholders receiving Physical copy of Annual Report by post and opting for voting through Electronic means [for Shareholders whose e-mail addresses are not registered with the Company / Depository Participant(s)]:
- Initial password is provided as below/at the bottom of the Attendance Slip for the AGM.
- | EVEN (Electronic Voting Event Number) | USER ID | PASSWORD/ PIN |
|---------------------------------------|---------|---------------|
| 4680 | | |
- Please follow all steps from Sr. No. (a)(ii) to Sr. No. (a)(ix) mentioned above, to cast vote.
 - In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'E-voting User Manual' available in downloads section of the e-voting website of Karvy Fintech Private Limited, viz., <https://evoting.karvy.com>.
 - The voting rights shall be as per the number of Equity Shares held by the Shareholders(s) as on the cut-off date. i.e., close of business hours of Friday, July 26, 2019. Shareholders are eligible to cast vote electronically only if they are holding shares as on that date.
 - The results shall be declared not later than 48 (Forty-Eight) hours after the conclusion of the AGM. The results declared along with the report of the Scrutinizer shall be placed on the Notice Board at the Registered Office of the Company and also on the website of the Company, viz., www.godrejagrovet.com immediately after the declaration of result by the Chairman / Managing Director and on the website of Karvy, viz., <https://karisma.karvy.com>, and shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited.
 - If you have forgotten your password, you can reset your password by using "Forgot Password" option available on <https://evoting.karvy.com> or contact Karvy Fintech Private Limited at toll free No. 1800-345-4001 or email at evoting.karvy.com. In case of any other queries/grievances connected with voting by electronic means, you may also contact Mr. Kishore B. V., Assistant Manager – Corporate Registry of Karvy Fintech Private Limited, at Telephone No. +91 40 6716 1585.

- vii. In case of Joint Holders attending the AGM, the Shareholders whose name appears as the first holder in the order of names as per the Register of Members of the Company, will be entitled to vote at the AGM.
 - viii. Shareholders may utilize the facility extended by the Registrar and Transfer Agent for redressal of queries. Shareholders may visit <https://evoting.karvy.com> and click on Members option for query registration through free identity registration process.
5. BNP & Associates, Company Secretaries (Firm Registration No. P2014MH037400) have been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the voting by Insta Poll, to be conducted at the AGM, in a fair and transparent manner.
 6. A Shareholder can vote either by remote e-voting or through Insta Poll. In case a Shareholder votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM through Insta Poll shall be considered "INVALID".

Other Instructions:

1. The voting rights of Shareholders shall be in proportion to the shares held by them in the Paid-up Equity Share Capital of the Company as on the cut-off date, i.e. close of business hours of Friday, July 26, 2019. The Registered Shareholder, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM through Insta-poll.
 2. Any person, who acquires shares of the Company and becomes a Shareholder of the Company after dispatch of the Notice and is holding shares as of the cut-off date, i.e., close of business hours of Friday, July 26, 2019 may obtain the login ID and password by sending an e-mail request at einward.ris@karvy.com.
 3. However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on <https://evoting.karvy.com> or contact Karvy at the toll free no.: 1800-345-4001.
 4. Shareholders holding shares in physical form are requested to consider converting their holdings into dematerialized form to eliminate all risks associated with physical shares and for ease of Portfolio Management. Shareholders can contact the Company or Karvy 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 to Karvy so as to enable Karvy to consolidate their holding into one folio.
7. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. on Friday, August 2, 2019.
 8. Route Map showing directions to reach to the venue of the AGM forms part of the Annual Report as per the requirement of the Secretarial Standard - 2 on "General Meetings."

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

Vivek Raizada
**Head – Legal & Company Secretary &
Compliance Officer**

Mumbai, June 17, 2019

Registered Office:

"Godrej One", 3rd Floor, Pirojshanagar,
Eastern Express Highway,
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Tel. No.: 022- 2519 4416
Fax No.: 022-2519 5124
Website: www.godrejagrovet.com
Email: gavlinvestors@godrejagrovet.com
CIN: L15410MH1991PLC135359

ANNEXURE TO THE NOTICE OF THE 28TH (TWENTY EIGHTH) ANNUAL GENERAL MEETING (AGM) OF GODREJ AGROVET LIMITED

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Explanatory Statement in terms of the provisions of Section 102(1) of the Act, sets out all material facts relating to the Special Business mentioned in the accompanying Notice for convening the 28th (Twenty Eighth) Annual General Meeting of Godrej Agrovet Limited on Friday, August 2, 2019 at 3.30 p.m. (IST): -

Item No. 5: To ratify remuneration to be paid to M/s. P. M. Nanabhoy & Co., Cost Accountants, Mumbai, to conduct an audit of the cost records of the Company for the Financial Year (F.Y.) ending on March 31, 2020.

The Board of Directors of the Company at its Meeting held on May 6, 2019, based on recommendations of the Audit Committee, 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 (F.Y.) 2019-20, pursuant to Section 148 and other applicable provisions of 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 ₹ 1,32,000/- (Rupees One Lakh Thirty Two Thousand Only) per annum, exclusive of applicable tax(es) and reimbursement of out-of-pocket expenses, 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.

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

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

Item No. 6: To appoint Mr. Pirojsha Godrej [Director Identification Number (DIN): 00432983], as a Director (Non - Executive and Non-Independent) of the Company.

The Board of Directors of the Company, based on recommendation of the Nomination and Remuneration Committee, has appointed Mr. Pirojsha Godrej [Director Identification Number (DIN): 00432983] as an "Additional Director" (Non-Executive, Non-Independent) of the Company at its Meeting held on November 5, 2018, in terms of provisions of Section 161 of the Companies Act, 2013, who holds office till the date of the 28th (Twenty-Eighth) Annual General Meeting (AGM) of the Company to be held on August 2, 2019.

In terms of the provisions of Section 160 of the Companies Act, 2013, a person other than a retiring Director shall be eligible for appointment to the office of the Director at a General Meeting.

The brief profile of Mr. Pirojsha Godrej in terms of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015, is annexed hereto.

None of the Directors / Key Managerial Personnel of the Company / their relatives except, Ms. Tanya Dubash, Director, Ms. Nisaba Godrej, Director and Mr. Pirojsha Godrej himself, in any way, are concerned or interested, financially or otherwise, in the proposed Resolution set out in Item No. 6.

The Board recommends the **Ordinary Resolution** set forth in Item No. 6 for approval of the Shareholders.

Item No. 7: To appoint Mr. Natarajan Srinivasan [Director Identification Number (DIN): 00123338] as an "Independent Director" of the Company.

In accordance with the provisions of Section 149 of the Companies Act, 2013 and pursuant to Regulation 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to have at least half of the total number of Directors on the Board as Independent Directors who shall not be liable to retire by rotation.

The Board of Directors, at its Meeting held on February 4, 2019, approved the appointment of Mr. Natarajan Srinivasan, as an "Additional Director" (Non-Executive & Independent Director), on the Board of the Company with effect from February 4, 2019 upto July 17, 2022, subject to approval of Shareholders.

The Company has received consent from Mr. Natarajan Srinivasan as required under the provisions of Section 149(6) Companies Act, 2013 and the Rules framed thereunder as well as Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and that no order of Securities and Exchange Board of India or any other such authority has been passed against Mr. Natarajan Srinivasan debaring from accessing the capital markets and restraining from holding the position of Director in any listed Company.

In the opinion of the Board of Directors, Mr. Natarajan Srinivasan, fulfils the criteria of Independence as specified under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time.

The brief profile of Mr. Natarajan Srinivasan in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is annexed hereto.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturdays, Sundays and Public Holidays) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Other than Mr. Natarajan Srinivasan and his relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in Item No. 7.

The Board recommends the **Ordinary Resolution** set forth in Item No. 7 for approval of the Shareholders.

Item No. 8: To appoint Mr. Kannan Sitaram [Director Identification Number (DIN): 01038711] as an “Independent Director” of the Company.

In accordance with the provisions of Section 149 of the Companies Act, 2013 and pursuant to Regulation 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to have at least half of the total number of Directors on the Board as Independent Directors who shall not be liable to retire by rotation.

The Board of Directors, at its Meeting held on June 17, 2019, approved the appointment of Mr. Kannan Sitaram, as an “Additional Director” (Non-Executive & Independent Director), on the Board of the Company with effect from June 17, 2019 upto July 17, 2022, subject to approval of Shareholders.

The Company has received consent from Mr. Kannan Sitaram as required under the provisions of Section 149(6) Companies Act, 2013 and the Rules framed thereunder as well as Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and that no order of Securities and Exchange Board of India or any other such authority has been passed against Mr. Kannan Sitaram debaring from accessing the capital markets and restraining from holding the position of Director in any listed Company.

In the opinion of the Board of Directors, Mr. Kannan Sitaram, fulfils the criteria of Independence as specified under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time.

The brief profile of Mr. Kannan Sitaram in terms of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is annexed hereto.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturdays, Sundays and Public Holidays) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Other than Mr. Kannan Sitaram and his relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in Item No. 8.

The Board recommends the **Ordinary Resolution** set forth in Item No. 8 for approval of the Shareholders.

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

Vivek Raizada
**Head – Legal & Company Secretary &
Compliance Officer**

Mumbai, June 17, 2019

Registered Office:

“Godrej One”, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
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CIN: L15410MH1991PLC135359

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BRIEF RESUME OF DIRECTOR(S) APPOINTMENT / RE-APPOINTMENT AT THE 28TH ANNUAL GENERAL MEETING OF THE COMPANY
[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. J. N. Godrej	Ms. Nisaba Godrej	Mr. Pirojsha Godrej	Mr. Natarajan Srinivasan	Mr. Kannan Sitaram
Director Identification Number (DIN)	00076250	00591503	00432983	00123338	01038711
Date of Birth	January 24, 1949	February 12, 1978	October 27, 1980	October 6, 1957	May 21, 1957
Age (in Years)	70 years	41 years	38 years	61 years	62 years
Nationality	Indian	Indian	Indian	Indian	Indian
Date of Appointment (DD/MM/YYYY)	August 24, 1992	July 24, 2006	November 5, 2018	February 4, 2019	June 17, 2019
Qualification	Bachelor's Degree in Mechanical Engineering from Illinois Institute of Technology, USA	<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"> Bachelors' Degree in Economics, Wharton School, University of Pennsylvania Master's Degree in International Affairs, Columbia University's School of International & Public Affairs MBA, Columbia Business School, USA 	<ul style="list-style-type: none"> Bachelors' Degree in Commerce Chartered Accountant Company Secretary 	<ul style="list-style-type: none"> B. Tech from IIT, Madras MBA- IIM Ahmedabad
Nature of expertise in specific functional areas	Engineering and Management	Management	Management	Corporate, Finance, Legal, Projects and General Management.	Engineering and Management
Number of Equity Shares held in the Company	Nil	34 Equity Shares	34 Equity Shares	Nil	Nil
By Self:	Nil	34 Equity Shares	34 Equity Shares	Nil	Nil
As a Beneficial Owner of:	3 Equity Shares (as Trustee of Raika Godrej Family Trust)	<ul style="list-style-type: none"> 13,82,018 Equity Shares (as Trustee of NG Family Trust) 13,82,018 Equity Shares (as Trustee of PG Family Trust) 	<ul style="list-style-type: none"> 13,82,018 Equity Shares (as Trustee of PG Family Trust) 13,82,018 Equity Shares (as Trustee of NG Family Trust) 13,82,018 Equity Shares (as Trustee of TAD Family Trust) 	Nil	Nil
Number of Board Meetings attended during the Financial Year 2018-19	4 (four)	5 (five)	1 (one)	1 (one)	Not Applicable (appointed as an Additional Director at the Board Meeting held on June 17, 2019)

Name of the Director	Mr. J. N. Godrej	Ms. Nisaba Godrej	Mr. Pirojsha Godrej	Mr. Natarajan Srinivasan	Mr. Kannan Sitaram
<p>Directorships held in other Companies (excluding Foreign Companies and Section 8 Companies)</p>	<p>Listed Companies:</p> <ul style="list-style-type: none"> Godrej Industries Limited Godrej Consumer Products Limited Godrej Properties Limited <p>Unlisted Public Companies:</p> <ul style="list-style-type: none"> Godrej & Boyce Manufacturing Company Limited <p>Private Companies:</p> <ul style="list-style-type: none"> Illinois Institute of Technology (India) Private Limited Godrej UEP Private Limited 	<p>Listed Companies:</p> <ul style="list-style-type: none"> Godrej Consumer Products Limited VIP Industries Limited <p>Unlisted Public Companies:</p> <ul style="list-style-type: none"> Godrej Seeds & Genetics Limited <p>Private Companies:</p> <ul style="list-style-type: none"> Innovia Multiventures Private Limited 	<p>Listed Companies:</p> <ul style="list-style-type: none"> Godrej Consumer Products Limited Godrej Properties Limited <p>Unlisted Public Companies:</p> <ul style="list-style-type: none"> Godrej Housing Finance Limited <p>Private Companies:</p> <ul style="list-style-type: none"> Godrej Investment Advisers Private Limited Godrej One Premises Management Private Limited Praviz Developers Private Limited Karukahal Developers Private Limited Eranthus Developers Private Limited Swaddle Projects Private Limited 	<p>Listed Companies:</p> <ul style="list-style-type: none"> Infrastructure Leasing and Financial Services Limited <p>Unlisted Public Companies:</p> <ul style="list-style-type: none"> IL & FS Financial Services Limited India First Life Insurance Company Limited Tamil Nadu Water Investment Company Limited IL&FS Tamil Nadu Power Company Limited New Tirupur Area Development Corporation Limited. <p>Private Companies:</p> <ul style="list-style-type: none"> Ankasummar Private Limited Sproutlife Foods Private Limited Adret Retail Private Limited Visage Lines Personal Care Private Limited Funfinity Learning Solutions Private Limited Honasa Consumer Private Limited 	<p>Listed Companies:</p> <ul style="list-style-type: none"> - <p>Unlisted Public Companies:</p> <ul style="list-style-type: none"> - <p>Private Companies:</p> <ul style="list-style-type: none"> -
<p>Chairmanships of Committees in other companies</p>	<p>None</p>	<p>None</p>	<p>Godrej Properties Limited:</p> <ul style="list-style-type: none"> Chairman of Corporate Social Responsibility Committee Chairman of Allotment Committee 	<p>IL & FS Financial Services Limited:</p> <ul style="list-style-type: none"> Chairman of Audit Committee 	<p>None</p>
<p>Memberships of Committees in other companies</p>	<p>Godrej & Boyce Manufacturing Company Limited:</p> <ul style="list-style-type: none"> Member of Corporate Social Responsibility Committee <p>Godrej Consumer Products Limited:</p> <ul style="list-style-type: none"> Member of Stakeholders' Relationship Committee 	<p>Godrej Consumer Products Limited:</p> <ul style="list-style-type: none"> Member of Corporate Social Responsibility Committee Member of Risk Management Committee <p>Godrej Seeds & Genetics Limited:</p> <ul style="list-style-type: none"> Member of Corporate Social Responsibility Committee 	<p>Godrej Properties Limited:</p> <ul style="list-style-type: none"> Member of Stakeholders' Relationship Committee Member of Management Committee Member of Risk Management Committee 	<p>Infrastructure Leasing and Financial Services Limited:</p> <ul style="list-style-type: none"> Member of Audit Committee 	<p>None</p>

Name of the Director	Mr. J. N. Godrej	Ms. Nisaba Godrej	Mr. Pirojsha Godrej	Mr. Natarajan Srinivasan	Mr. Kannan Sitaram
Relationships between directors inter-se	None	Sister of Ms. Tanya A. Dubash and Mr. Pirojsha Godrej	Brother of Ms. Tanya A. Dubash and Ms. Nisaba Godrej	None	None
Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person.	<ul style="list-style-type: none"> 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 Entitled to Commission on Profits as a Non-Executive Director 	<ul style="list-style-type: none"> 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 Entitled to Commission on Profits as a Non-Executive Director 	<ul style="list-style-type: none"> Terms and conditions of appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website, i.e., www.godrejagrovet.com Entitled to Commission on Profits as a Non-Executive Director 	<ul style="list-style-type: none"> Terms and conditions of appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website, i.e., www.godrejagrovet.com Entitled to Commission on Profits as a Non-Executive Director No Sitting Fees & Commission is paid during the Financial Year 2018-19 	<ul style="list-style-type: none"> Terms and conditions of appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website, i.e., www.godrejagrovet.com Entitled to Commission on Profits as a Non-Executive Director Details of Sitting Fees paid during the Financial Year 2018-19 is provided in the Corporate Governance Report.