



GODREJ AGROVET LIMITED

Corporate Identity Number (CIN): L15410MH1991PLC135359

Registered Office: "Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400 079, Maharashtra

Tel.: (91 22) 2519 4416, Fax: (91 22) 2519 5124, Website: www.godrejagrovet.com, Email: gavlinvestors@godrejagrovet.com

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name(s) of the Member(s)	
Registered Address:	
Email Id:	
Folio No./*DP ID – Client ID	

* Applicable for Members holding shares in electronic form

I/We, being the Member(s) of **Godrej Agrovet Limited** holding Equity Shares of the Company, hereby appoint:

1. Name: _____	Address: _____
Email ID: _____	Signature: _____

or failing him/her,

1. Name: _____	Address: _____
Email ID: _____	Signature: _____

or failing him/her,

1. Name: _____	Address: _____
Email ID: _____	Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the **28TH (TWENTY- EIGHTH) ANNUAL GENERAL MEETING** of the Company scheduled to be held on **Friday, August 2, 2019 at 3.30 p.m. (IST)** at the Auditorium, "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of the Resolution
ORDINARY BUSINESSES:	
1.	To adopt Financial Statements for the Financial Year ended March 31, 2019.
2.	To declare Final Dividend on Equity Shares 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.
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.
SPECIAL BUSINESSES:	
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.
6.	To appoint Mr. Pirojsha Godrej [Director Identification Number (DIN): 00432983], as "Director" (Non- Executive and Non-Independent) of the Company.
7.	To appoint Mr. Natarajan Srinivasan [Director Identification Number (DIN): 00123338] as an "Independent Director" of the Company.
8.	To appoint Mr. Kannan Sitaram [Director Identification Number (DIN): 01038711] as an "Independent Director" of the Company.

Signed this _____ day of _____ 2019

Signature of Member: _____ Signature of Proxy Holder(s): _____

Affix Revenue Stamp of ₹ 1/-

Notes:

1. **THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and proxy need not be a Member. A person can act as a Proxy on behalf of not more than 50 (fifty) Members and holding in aggregate, not more than 10% (Ten per cent) of the total share capital of the Company. Members holding more than 10% (Ten per cent) 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 / Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A proxy so appointed shall not have any right to speak at the Meeting.
3. The Proxy-holder is required to carry an identity proof at the time of attending the Meeting.
4. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 28th (Twenty-Eighth) Annual General Meeting.



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