

<b>COMPANY NAME</b>	GODREJ AGROVET LIMITED
<b>Date of the AGM/EGM</b>	29-07-2022
<b>Total number of shareholders on record date</b>	109399
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	0
<b>Public:</b>	0
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	8
<b>Public:</b>	64

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Financial Statements for the Financial Year ended March 31, 2022									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	14,16,28,389	14,16,28,389	100.0000	14,16,28,389	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>14,16,28,389</b>	<b>100.0000</b>	<b>14,16,28,389</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	1,38,76,935	80,51,667	58.4983	80,51,667	0	100.0000	0.0000	0	66,100
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>80,51,667</b>	<b>58.4983</b>	<b>80,51,667</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>66100</b>
Public- Non Institutions	E-Voting	3,66,54,760	40,89,626	11.1571	40,88,764	862	99.9789	0.0210	0	0
	Poll		72,445	0.1976	72,415	30	99.9585	0.0414	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>41,62,071</b>	<b>11.3547</b>	<b>41,61,179</b>	<b>892</b>	<b>99.9786</b>	<b>0.0214</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>19,21,60,084</b>	<b>15,38,42,127</b>	<b>80.0594</b>	<b>15,38,41,235</b>	<b>892</b>	<b>99.9994</b>	<b>0.0006</b>	<b>0</b>	<b>66100</b>

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2022									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained

Promoter and Promoter Group	E-Voting	14,16,28,389	14,16,28,389	100.0000	14,16,28,389	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>14,16,28,389</b>	<b>100.0000</b>	<b>14,16,28,389</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	1,38,76,935	80,54,917	58.5217	80,54,917	0	100.0000	0.0000	0	66,100
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>80,54,917</b>	<b>58.5217</b>	<b>80,54,917</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>66100</b>
Public- Non Institutions	E-Voting	3,66,54,760	40,89,558	11.1570	40,89,139	419	99.9897	0.0102	0	0
	Poll		72,445	0.1976	72,445	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>41,62,003</b>	<b>11.3546</b>	<b>41,61,584</b>	<b>419</b>	<b>99.9899</b>	<b>0.0101</b>	<b>0</b>	<b>0</b>
<b>Total</b>	<b>19,21,60,084</b>	<b>15,38,45,309</b>	<b>80.0610</b>	<b>15,38,44,890</b>	<b>419</b>	<b>99.9997</b>	<b>0.0003</b>	<b>0</b>	<b>66100</b>	

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Nadir B. Godrej (DIN 00066195), as a "Director", liable to retire by rotation, who has offered himself for re-appointment									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	14,16,28,389	14,16,28,389	100.0000	14,16,28,389	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>14,16,28,389</b>	<b>100.0000</b>	<b>14,16,28,389</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	1,38,76,935	80,54,917	58.5217	80,53,387	1,530	99.9811	0.0188	0	66,100
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>80,54,917</b>	<b>58.5217</b>	<b>80,53,387</b>	<b>1,530</b>	<b>99.9810</b>	<b>0.0190</b>	<b>0</b>	<b>66100</b>
Public- Non Institutions	E-Voting	3,66,54,760	40,89,526	11.1569	40,81,600	7,926	99.8061	0.1938	0	0
	Poll		72,445	0.1976	72,415	30	99.9585	0.0414	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>41,61,971</b>	<b>11.3545</b>	<b>41,54,015</b>	<b>7,956</b>	<b>99.8088</b>	<b>0.1912</b>	<b>0</b>	<b>0</b>
<b>Total</b>	<b>19,21,60,084</b>	<b>15,38,45,277</b>	<b>80.0610</b>	<b>15,38,35,791</b>	<b>9,486</b>	<b>99.9938</b>	<b>0.0062</b>	<b>0</b>	<b>66100</b>	

Resolution No.	4									
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Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Ms. Nisaba Godrej (DIN 00591503) as a "Director", liable to retire by rotation, who has offered herself for re-appointment									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	14,16,28,389	14,16,28,389	100.0000	14,16,28,389	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>14,16,28,389</b>	<b>100.0000</b>	<b>14,16,28,389</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	1,38,76,935	80,54,917	58.5217	77,82,871	2,72,046	96.6500	3.3499	0	66,100
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>80,54,917</b>	<b>58.5217</b>	<b>77,82,871</b>	<b>2,72,046</b>	<b>96.6226</b>	<b>3.3774</b>	<b>0</b>	<b>66100</b>
Public- Non Institutions	E-Voting	3,66,54,760	40,89,526	11.1569	40,81,833	7,693	99.8118	0.1881	0	0
	Poll		72,445	0.1976	72,395	50	99.9309	0.0690	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>41,61,971</b>	<b>11.3545</b>	<b>41,54,228</b>	<b>7,743</b>	<b>99.8140</b>	<b>0.1860</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>19,21,60,084</b>	<b>15,38,45,277</b>	<b>80.0610</b>	<b>15,35,65,488</b>	<b>2,79,789</b>	<b>99.8181</b>	<b>0.1819</b>	<b>0</b>	<b>66100</b>

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of B S R Co. LLP, Chartered Accountants as the "Statutory Auditors" of the Company for a second term of 5 (Five) years.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	14,16,28,389	14,16,28,389	100.0000	14,16,28,389	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>14,16,28,389</b>	<b>100.0000</b>	<b>14,16,28,389</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	1,38,76,935	80,54,917	58.5217	35,11,247	45,43,670	44.0504	55.9495	0	66,100
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>80,54,917</b>	<b>58.5217</b>	<b>35,11,247</b>	<b>45,43,670</b>	<b>44.0504</b>	<b>55.9495</b>	<b>0</b>	<b>66,100</b>

	<b>Total</b>		<b>80,54,917</b>	<b>58.5217</b>	<b>35,11,247</b>	<b>45,43,670</b>	<b>43.5913</b>	<b>56.4087</b>	<b>0</b>	<b>66100</b>
Public- Non Institutions	E-Voting	3,66,54,760	40,89,516	11.1568	40,82,442	7,074	99.8270	0.1729	0	0
	Poll		72,445	0.1976	72,415	30	99.9585	0.0414	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>41,61,961</b>	<b>11.3544</b>	<b>41,54,857</b>	<b>7,104</b>	<b>99.8293</b>	<b>0.1707</b>	<b>0</b>	<b>0</b>
	<b>Total</b>	<b>19,21,60,084</b>	<b>15,38,45,267</b>	<b>80.0610</b>	<b>14,92,94,493</b>	<b>45,50,774</b>	<b>97.0420</b>	<b>2.9580</b>	<b>0</b>	<b>66100</b>

Resolution No.	6									
Resolution required: (Ordinary/ Special)	ORDINARY - 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, 2023									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	14,16,28,389	14,16,28,389	100.0000	14,16,28,389	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>14,16,28,389</b>	<b>100.0000</b>	<b>14,16,28,389</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	1,38,76,935	80,54,917	58.5217	80,54,917	0	100.0000	0.0000	0	66,100
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>80,54,917</b>	<b>58.5217</b>	<b>80,54,917</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>66100</b>
Public- Non Institutions	E-Voting	3,66,54,760	40,89,526	11.1569	40,79,435	10,091	99.7532	0.2467	0	0
	Poll		72,445	0.1976	72,415	30	99.9585	0.0414	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>41,61,971</b>	<b>11.3545</b>	<b>41,51,850</b>	<b>10,121</b>	<b>99.7568</b>	<b>0.2432</b>	<b>0</b>	<b>0</b>
	<b>Total</b>	<b>19,21,60,084</b>	<b>15,38,45,277</b>	<b>80.0610</b>	<b>15,38,35,156</b>	<b>10,121</b>	<b>99.9934</b>	<b>0.0066</b>	<b>0</b>	<b>66100</b>

Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Burjis Godrej (DIN 08183082) as an "Executive Director" of the Company for a term of 5 (Five) years to be effective from November 1, 2022 upto October 31, 2027.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	14,16,28,389	14,16,28,389	100.0000	14,16,28,389	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>14,16,28,389</b>	<b>100.0000</b>	<b>14,16,28,389</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	1,38,76,935	80,54,917	58.5217	29,31,390	51,23,527	36.9102	63.0897	0	66,100
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>80,54,917</b>	<b>58.5217</b>	<b>29,31,390</b>	<b>51,23,527</b>	<b>36.9102</b>	<b>63.0897</b>	<b>0</b>	<b>66,100</b>
Public- Non Institutions	E-Voting	3,66,54,760	40,89,526	11.1569	40,82,210	7,316	99.8211	0.1788	0	0
	Poll		72,445	0.1976	72,395	50	99.9309	0.0690	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>41,61,971</b>	<b>11.3545</b>	<b>41,54,605</b>	<b>7,366</b>	<b>99.8230</b>	<b>0.1770</b>	<b>0</b>	<b>0</b>
<b>Total</b>	<b>19,21,60,084</b>	<b>15,38,45,277</b>	<b>80.0610</b>	<b>14,87,14,384</b>	<b>51,30,893</b>	<b>96.6649</b>	<b>3.3351</b>	<b>0</b>	<b>66100</b>	

Resolution No.	8									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Balram S. Yadav (DIN 00294803) as the "Managing Director" of the Company for a further period commencing from September 1, 2022 upto April 30, 2025.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	14,16,28,389	14,16,28,389	100.0000	14,16,28,389	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>14,16,28,389</b>	<b>100.0000</b>	<b>14,16,28,389</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	1,38,76,935	80,54,917	58.5217	56,11,953	24,42,964	69.9180	30.0819	0	66,100
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>80,54,917</b>	<b>58.5217</b>	<b>56,11,953</b>	<b>24,42,964</b>	<b>69.9180</b>	<b>30.0819</b>	<b>0</b>	<b>66,100</b>
	E-Voting	3,66,54,760	40,89,526	11.1569	40,81,930	7,596	99.8142	0.1857	0	0
	Poll		72,445	0.1976	72,415	30	99.9585	0.0414	0	0

Public- Non Institutions	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0	
	<b>Total</b>	<b>41,61,971</b>	<b>11.3545</b>	<b>41,54,345</b>	<b>7,626</b>	<b>99.8168</b>	<b>0.1832</b>	<b>0</b>	<b>0</b>	
	<b>Total</b>	<b>19,21,60,084</b>	<b>15,38,45,277</b>	<b>80.0610</b>	<b>15,13,94,687</b>	<b>24,50,590</b>	<b>98.4071</b>	<b>1.5929</b>	<b>0</b>	<b>66100</b>

**Combined Scrutinizer's Report on Remote E-voting & E-Voting conducted during  
 31<sup>st</sup> Annual General Meeting of Godrej Agrovet Limited held on  
 Friday, July 29, 2022 at 4.00 p.m.**

To,  
**Mr. Nadir B. Godrej (Chairman)**  
**Mr. Balram Singh Yadav (Managing Director)**  
**Godrej Agrovet Limited**  
 "Godrej One", 3<sup>rd</sup> Floor,  
 Phirojshanagar, Eastern Express Highway,  
 Vikhroli (East), Mumbai – 400 079

**31<sup>st</sup> Annual General Meeting (AGM) of the Equity Shareholders of Godrej Agrovet Limited held on  
 Friday, July 29, 2022 by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM)  
 commenced at 4.00 p.m. (IST)**

**Sub:** Passing of Resolution(s) through electronic voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the General Circular(s) No. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021, No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021 and No. 2/2022 dated May 5, 2022 (collectively referred to as "MCA Circulars") read with circulars dated April 8, 2020, and April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) and in accordance with the 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 issued by SEBI issued by the Securities and Exchange Board of India (SEBI) commonly referred to as "**Applicable Circulars**".

We, BNP & Associates, Practicing Company Secretaries, have been appointed by the Board of Directors of Godrej Agrovet Limited (*hereinafter referred to as the "Company"*) at its Meeting held on May 9, 2022, as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting (E-Voting) conducted during the 31<sup>st</sup> AGM pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), as amended by the Applicable Circulars issued in this connection both by MCA and SEBI, providing relaxation for the manner in which the AGM shall be held and conducted through VC or OAVM.

The Applicable Circulars provide for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID -19 (CORONAVIRUS) pandemic. We say, we are familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the Applicable Circulars.





As mentioned in the Notice, the proceedings of the 31stAGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

## Report on Scrutiny:

- The Company had appointed National Securities Depository Limited ('NSDL') as the Service Provider, for the purpose of providing the facility of Remote E-Voting to the Members of the Company and for E-voting during the 31<sup>st</sup> AGM.
- KFin Technologies Private Limited ('Kfitech'), (formerly Karvy Fintech Private Limited) are the Registrar and Share Transfer Agents ('RTA') of the Company.
- NSDL had provided a system for recording the votes of the Members electronically through Remote E-voting as well as E-voting conducted during the AGM on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 31<sup>st</sup>AGM of the Company, which was held on Friday, July 29, 2022.
- NSDL had set up electronic voting facility on their website, <https://www.evoting.nsd.com>. The Company had uploaded all the items of the business to be transacted at the 31<sup>st</sup> AGM on its website and also on the websites of BSE Limited and National Stock Exchange of India Limited (Stock Exchanges where the Equity Shares of the Company are listed), to facilitate their Members to cast their vote through Remote E-Voting.
- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations.
- Our responsibility as the Scrutinizer of the voting process (through E-voting), was restricted to scrutinize the E-voting process (Remote E-voting and E-voting during the 31<sup>st</sup> AGM), in a fair and transparent manner and to prepare a Combined Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by NSDL.
- The internal cut-off date for the dispatch of the Notice of the AGM was July 01,, 2022 and as on that date, there were 1,09,783 Members of the Company. As mentioned in the Applicable Circulars, NSDL had sent the Notices of the AGM along with Annual Report for the Financial Year 2021-22 and E-voting details by email to 1,02,964 Members constituting 93.79 % of the total members, whose email IDs were made available by the Depositories. For those Members whose email IDs were not available, or holding in physical form, who had not registered their email IDs with the RTA the Notices could not be sent. The Company had advertised in the newspapers, asking those Members who have not provided their email IDs to do so and to the extent, details were provided by the Members were considered for sending the Notice of the 31<sup>st</sup> AGM. The Notices sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the Applicable Circulars.



- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Friday , July, 22, 2022.**
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for 3 (three ) days from **Tuesday 26, July 2022 at 9.00 A.M. to Thursday 28, July 2022 at 5.00 P.M.**
- The Company completed the dispatch of the notices by email to the Members on July 06, 2022.
- As prescribed in **Clause IV of the Circular dated May 5, 2020 issued by MCA**, which is forming part of the Applicable Circulars, the Company had released an advertisement prior to sending Notices to the Shareholders which was published in English in 'Business Standard' on June 29, 2022, newspaper having wide circulation in the district where the Registered Office of the Company is situated and in Marathi in 'Mumbai Lakshadeep' on June 29, 2022. The Notice contained the required information as provided under clause IV (a) to (g) of the said circular.
- As prescribed in **clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014**, the Company also released an advertisement, which was published more than 21 days before the date of the 31st AGM in English language in 'Business Standard' newspaper having country-wide circulation on July 7, 2022 and in Marathi language in 'Mumbai Lakshadeep' newspaper on July 7, 2022.
- The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the Remote E-voting period on **Thursday July 28, 2022 at 5.00 P.M.**, the voting portal of the NSDL, service provider was blocked forthwith.
- At the **31<sup>st</sup> AGM of the Company held through VC, on Friday, July 29, 2022**, after considering all the items of businesses, the facility to vote electronically (E-voting) was provided to facilitate those members who are attending the 31stAGM through VC but could not participate in the Remote E-voting to record their votes.
- On Friday July 29, 2022, **after tabulating the votes cast electronically by the system provided by NSDL**, the votes cast through Remote E-Voting facility and E-voting during the 31<sup>st</sup> AGM were duly unblocked by us as a Scrutinizer in the presence of Ms. Amita Jadav and Mr Deepak Shukla who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. After the voting by electronic means the votes cast through Remote E-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.

Thereafter, We , as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the E-voting held during the AGM, the details of which are as follows:



The results of the Remote E-voting together with the e-voting conducted during the 31<sup>st</sup> AGM are as under:

Details	Remote E-voting	E-Voting at AGM	Total voting
Number of members who cast their votes	416	8	424
Total number of Shares held by them	153838964	72445	153911409
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Less voted / Abstained Votes	As mentioned under each of the Resolution.		

**Note:** Percentage of votes cast in favour or against the resolutions is calculated based on the **Valid Votes** cast through Remote E-Voting and through E-voting during the 31<sup>st</sup> AGM.

**ORDINARY BUSINESS:**

**I) Item No. 1 of the Notice (As an Ordinary Resolution):**

**Adoption of Financial Statements for the Financial Year ended March 31, 2022:-**

To consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2022 and the Reports of the Board of Directors of the Company and the Statutory Auditors thereon, including Annexures thereto.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	15,38,41,235	99.999	892	0.001	66100

Item 1 of Notice stands **PASSED** with the requisite majority.



**II) Item No. 2 of the Notice (As an Ordinary Resolution):****Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2022:-**

To declare Final Dividend on Equity Shares at the rate of 95% (Ninety five per cent) [i.e. Rs. 9.50/- (Rupees Nine and paise fifty Only) per Equity Share of Face Value of Rs. 10/- (Rupees Ten Only)] for the Financial Year ended March 31, 2022.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	15,38,44,890	100.00 0	419	0.000	66100

Item 2 of Notice stands **PASSED** with the requisite majority.

**III) Item No. 3 of the Notice (As an Ordinary Resolution):****Re-appointment of Mr. Nadir B. Godrej (DIN: 00066195), as a "Director", liable to retire by rotation, who has offered himself for re-appointment**

To appoint a Director in place of Mr. Nadir B. Godrej (DIN:00066195), Non-Executive, Non-Independent Director & Chairman, who retires by rotation and, being eligible, offers himself for re-appointment, as a "Director" of the Company

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	15,38,35,791	99.994	9,486	0.006	66100

Item 3 of Notice stands **PASSED** with the requisite majority.

**IV) Item No. 4 of the Notice (As an Ordinary Resolution):****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 (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.





Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	15,35,65,488	99.818	2,79,789	0.182	66100

Item 4 of Notice stands **PASSED** with the requisite majority

**V) Item No.5 of the Notice (As an Ordinary Resolution):**

**Re-appointment of B S R & Co. LLP, Chartered Accountants as the “Statutory Auditors” of the Company for a second term of 5 (Five) years**

To consider and approve re-appointment of B S R & Co. LLP, Chartered Accountants as the “Statutory Auditors” of the Company for a second term of 5 (Five) years

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	14,92,94,493	97.043	45,50,774	2.957	66100

Item 5 of Notice stands **PASSED** with the requisite majority

**SPECIAL BUSINESS:**

**VI) Item No.6 of the Notice (As an Ordinary Resolution):**

**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, 2023:-**

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, 2023.



Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	15,38,35,156	99.993	10,121	0.007	66100

Item 6 of Notice stands **PASSED** with the requisite majority

**VII ) Item No. 7 of the Notice (As a Special Resolution):**

**Appointment of Mr. Burjis Godrej (DIN: 08183082) as an “Executive Director” of the Company for a term of 5 (Five) years to be effective from November 1, 2022 upto October 31, 2027.**

To consider and approve the appointment of Mr. Burjis Godrej (DIN: 08183082) as an “Executive Director” of the Company for a term of 5 (Five) years to be effective from November 1, 2022 upto October 31, 2027.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	14,87,14,384	96.666	51,30,893	3.334	66100

Item 7 of Notice stands **PASSED** with the requisite majority.

**VIII) Item No. 8 of the Notice (As a Special Resolution):**

**Re-appointment of Mr. Balram S. Yadav (DIN: 00294803) as the “Managing Director” of the Company for a further period commencing from September 1, 2022 upto April 30, 2025.**

To consider and approve the re-appointment of Mr. Balram S. Yadav (DIN: 00294803) as the “Managing Director” for a further period commencing from September 1, 2022 upto April 30, 2025.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	15,13,94,687	98.408	24,50,590	1.592	66100

Item 8 of Notice stands **PASSED** with the requisite majority.

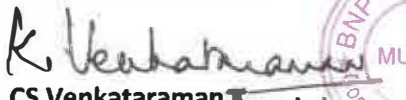
All the 8 (Eight) Resolutions mentioned in the Notice of 31st AGM dated July 6, 2022 as per the details mentioned above stand **PASSED** under Remote E-voting and E-voting conducted during the 31st AGM with the requisite majority and hence deemed to be passed as on the date of the AGM.

We hereby confirm that we are maintaining the soft copy of the Registers received from the NSDL, the Service Provider in respect of the votes cast through Remote E-Voting and E-voting conducted during the 31stAGM by the Members of the Company. All other relevant records relating to Remote E-voting and E-voting is under our safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,

Yours faithfully,

**For BNP & Associates  
Company Secretaries**

  
CS Venkataraman K  
Partner  
(ACS No: 8897 / COP No.: 12459)  
UDIN: A008897D000702117



Place: Mumbai

Date: July 29, 2022

The following were the witnesses to the unblocking the votes cast through Remote E-voting and E-voting at the AGM.

  
1. Ms Amita Jadav

  
2. Mr Deepak Shukla

I have received the report:

**For Godrej Agrovet Limited**

Signature: 

Name: Balram S. Yadav  
Designation: Managing Director

Place: Mumbai

Date: July 29, 2022