



## GODREJ AGROVET LIMITED

Corporate Identity Number (CIN): L15410MH1991PLC135359

Registered Office: "Godrej One", 3<sup>rd</sup> 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](http://www.godrejagrovet.com); E-mail: [gavlinvestors@godrejagrovet.com](mailto:gavlinvestors@godrejagrovet.com)

### POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("the Act") and the Companies (Management and Administration) Rules, 2014 ("the Rules"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act, read with Circulars issued from time to time by the Ministry of Corporate Affairs ("MCA"), including the latest General Circular No. 09/2024 dated September 19, 2024 (the "MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, read with the Circulars issued from time to time by Securities and Exchange Board of India ("SEBI"), including the latest Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (the "SEBI Circulars") and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) (to the extent applicable) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), **GODREJ AGROVET LIMITED** ("the Company" / "GAVL") is seeking the approval of its Members by means of Postal Ballot for the matters more specifically provided in the appended Resolutions proposed to be passed through Postal Ballot by way of remote e-voting. The Explanatory Statement pursuant to Section 102(1) of the Act, setting out all the material facts relating to the Resolutions mentioned in this Postal Ballot Notice, is enclosed herewith for your consideration.

In compliance with the requirements of the MCA Circulars, the Company will send Postal Ballot Notice along with Explanatory Statement and Postal Ballot Form by e-mail to all its Members who have registered their e-mail addresses with the Depositories / Depository Participants / Registrar and Share Transfer Agent of the Company and the communication of assent / dissent of the Members will take place through the e-voting system. The physical Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will, not therefore, be sent to the Members for this Postal Ballot. However, in order to facilitate voting by Members who may not be able to access e-voting facilities, they are also allowed to cast their votes by physical Postal Ballot, as per the instructions contained in this Notice.

In accordance with the provisions of the MCA Circulars, those Members who have not yet registered their e-mail addresses, are requested to register the same by following the procedure set out in the Notes to this Postal Ballot Notice.

The Board of Directors of the Company, at its Meeting held on **Tuesday, February 11, 2025**, has approved the businesses, as set out in this Notice, for approval of the Members of the Company through Postal Ballot. Accordingly, the proposed Resolutions and the Explanatory Statement thereto, along with the Postal Ballot Form are annexed herewith for your consideration and you are requested to record your assent or dissent by means of Postal Ballot through e-voting facility provided by the Company.

Members may please note that, in accordance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its Members, the facility to exercise their right to vote by electronic means through e-voting services provided by National Securities Depository Limited (“NSDL”). **The e-voting facility will be available from 9.00 a.m. (IST) on Thursday, March 20, 2025 up to 5.00 p.m. (IST) on Friday, April 18, 2025.** The e-voting module shall be disabled by NSDL for voting thereafter. During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date, namely, **Friday, March 14, 2025**, may cast their votes electronically. Please carefully read and follow the instructions on e-voting listed in the Notes to this Notice. It may please be noted that failure to cast vote during the e-voting period will be strictly construed as if no vote has been received from the Member.

The Board of Directors has appointed **M/s. BNP & Associates, Practicing Company Secretaries, having Firm Registration No. P2014MH037400**, to act as the Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

The Scrutinizers will submit their report to the Chairman / any other Director / Key Managerial Personnel as may be authorized by the Chairman, after completion of the e-voting and scrutiny of Postal Ballot Forms (if received). The combined results of e-voting and Postal Ballot Forms will be declared on or before **Tuesday, April 22, 2025**. The declaration / announcement of the results as stated above shall be treated as declaration of results at a Meeting of the Members as per the provisions of the Act and applicable Rules framed thereunder. The results declared along with the Scrutinizer’s Report shall be placed on the website of the Company, viz., [www.godrejagrovet.com](http://www.godrejagrovet.com) immediately after the results are declared and will simultaneously be communicated to the Stock Exchanges, viz., BSE Limited and the National Stock Exchange of India Limited, where the Equity Shares of the Company are listed and to NSDL as also displayed at the Registered Office of the Company.

#### **PROPOSED RESOLUTIONS:**

- 1) APPROVAL FOR RE-APPOINTMENT OF AND REMUNERATION PAYABLE TO MR. BALRAM SINGH YADAV (DIN: 00294803) AS THE “MANAGING DIRECTOR” OF THE COMPANY, FOR A FURTHER PERIOD COMMENCING FROM MAY 1, 2025 UP TO AUGUST 31, 2025:**

To consider, and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s), amendment(s) or reenactment(s) thereof for the time being in force] and the provisions of the Articles of Association of the Company and subject to such other approval(s) (if required) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors at their respective Meetings held on February 11, 2025, approval of the Shareholders of the Company be and is hereby accorded for the re-appointment of **Mr. Balram Singh Yadav [Director Identification Number (DIN): 00294803]** as the **“Managing Director”** of the Company for a further period commencing from **May 1, 2025 upto August 31, 2025**, on such terms and conditions as stated hereinbelow and elaborated in the Explanatory Statement and mutually agreed between the Company and Mr. Balram Singh Yadav:

**1) Fixed Remuneration:**

Fixed Remuneration shall include Basic Salary and Company's contribution to retirement benefits such as Provident Fund, Superannuation Fund, Gratuity Fund and other benefits, facilities and amenities as may be applicable as per the rules of the Company and those of the Fund(s) / Scheme(s) in force from time to time, provided that:

- a) Basic Salary shall be in the range of ₹ 1,85,00,000/- (Rupees One Crore Eighty-Five Lakh Only) per annum to ₹ 2,15,00,000/- (Rupees Two Crore Fifteen Lakh Only) per annum, payable monthly;
- b) The revisions in annual Basic Salary and increments in remuneration as may be approved by the Nomination and Remuneration Committee and/or the Board of Directors, depending on the performance of Mr. Balram S. Yadav as Managing Director, the profitability of the Company and other relevant factors.

**2) Flexible Remuneration:**

In addition to the Fixed remuneration, Mr. Balram S. Yadav will be entitled to the following allowances, perquisites, benefits, facilities and amenities subject to the relevant provisions of the Act, as amended (collectively, the "perquisites and allowances"). These perquisites and allowances may be granted to Mr. Balram S. Yadav as per the rules of the Company or in such manner as may be approved by the Nomination and Remuneration Committee and/or the Board of Directors:

- i. Housing or House Rent Allowance as per the rules of the Company;
- ii. Supplementary Allowance as per the rules of the Company;
- iii. Education Allowance as per the rules of the Company;
- iv. Leave Travel Assistance in accordance with the rules of Company;
- v. Payment / reimbursement of food expenses / food vouchers as per the rules of the Company;
- vi. Company car, car maintenance and petrol reimbursement as per the rules of the Company.

The annual flexible remuneration shall be in the range of ₹ 3,45,00,000/- (Rupees Three Crore Forty-Five Lakh Only) per annum to ₹ 4,00,00,000/- (Rupees Four Crore Only) per annum, payable monthly.

**3) Variable Pay and Other Incentives:**

- (i) PLVR (Performance Linked Variable Remuneration) shall be paid according to the applicable scheme of the Company for the relevant period of re-appointment or as may be recommended by the Nomination and Remuneration Committee. Target PLVR will be in the range of ₹ 2,25,00,000/- (Rupees Two Crore Twenty-Five Lakh Only) per annum to ₹ 2,60,00,000/- (Rupees Two Crore Sixty Lakh Only) per annum. However, the actual PLVR payout can be higher or lower than the PLVR base target depending on the key performance indicators comprising a combination of metrics like Consolidated Profit Before Tax, working capital efficiency or any other metric as may be determined by the Board and/or the Nomination and Remuneration Committee.

- (ii) Stock Options / Stock Grants as per the prevailing scheme of the Company.

**4) Other Benefits:**

- i) Company Driver;

- ii) Payment / reimbursement of telephone / mobile phone / internet expenses as per the rules of the Company;
- iii) Entertainment Allowance as per the rules of the Company;
- iv) Group term life insurance cover, Group medical cover in accordance with the rules of the Company;
- v) Payment / reimbursement of club membership fees;
- vi) Consolidated Privilege Leave and Sick Leave as per the rules of the Company. Encashment / accumulation of leave will be permissible in accordance with the rules specified by the Company and shall not be included in the computation of ceiling on remuneration;
- vii) Housing loan and contingency loan as per rules of the Company; These loans shall be subject to Central Government approval, if any;

Any reimbursements of actual expenses connected to business pertaining to entertainment and travel and other privileges, as in force from time-to-time shall be paid.

Explanation - Perquisites shall be valued at actual cost, or if the cost is not ascertainable, the same shall be valued as per the applicable Income Tax Rules.

**Overall Remuneration:**

The aggregate remuneration as specified above or paid additionally in accordance with the rules of the Company, which the Board in its absolute discretion may pay to the Managing Director from time-to-time, shall be subject to the limits prescribed from time-to-time under Section 197 and other applicable provisions of the Act read with Schedule V to the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment(s) thereof as may for the time being in force.

**Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any Financial Year during the currency of the tenure of Mr. Balram Singh Yadav, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances as specified above, subject to compliance with the applicable provisions of Schedule V to the Companies Act, 2013 and the Rules framed thereunder, if and to the extent necessary, with the requisite approvals.

The Board of Directors and/or the Nomination and Remuneration Committee are severally authorized to alter and vary the terms and conditions of the said re-appointment and remuneration of Mr. Balram Singh Yadav at its discretion and as it may deem fit from time to time.

**“RESOLVED FURTHER THAT** the remuneration as stated above be paid to Mr. Balram Singh Yadav in his capacity as the “Managing Director” for the period from May 1, 2025 to August 31 2025, as minimum remuneration, notwithstanding the possibility of any loss or inadequacy of profit that may occur during the

said period, subject to necessary compliance with the provisions of the Companies Act, 2013 and the Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force].”

**“RESOLVED FURTHER THAT** the Board of Directors and/or the Nomination and Remuneration Committee be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and remuneration of Mr. Balram Singh Yadav at its discretion and as it may deem fit from time to time.”

**“RESOLVED FURTHER THAT** the Nomination and Remuneration Committee and/or the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and execute all such document(s), instrument(s) and writing(s) as may be deemed fit, necessary, expedient or desirable, to delegate all or any of its powers herein conferred to give effect to the aforesaid resolution and to settle any question, or doubt that may arise in relation thereto, without being required to seek any further consent or approval of the Members to this end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.”

**2) APPROVAL FOR APPOINTMENT OF MR. SUNIL KATARIA (DIN: 06863609) AS A “DIRECTOR” OF THE COMPANY:**

To consider, and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 160 of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, **Mr. Sunil Kataria [Director Identification Number (DIN): 06863609]**, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, being eligible, be and is hereby appointed as a **“Director”** with effect from **May 5, 2025** and that his appointment shall not be liable to determination by retirement by rotation.”

**“RESOLVED FURTHER THAT** any Director or Company Secretary or Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution.”

**3) APPROVAL FOR APPOINTMENT AND REMUNERATION OF MR. SUNIL KATARIA (DIN: 06863609) AS THE “CHIEF EXECUTIVE OFFICER & MANAGING DIRECTOR - DESIGNATE” OF THE COMPANY, FOR A FIRST TERM COMPRISING OF A PERIOD COMMENCING FROM MAY 5, 2025 UPTO AUGUST 31, 2025:**

To consider, and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s), amendment(s) or reenactment(s) thereof for the time being in force] and the provisions of the Articles of Association of the Company and subject to such other approval(s) (if required) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors at their respective Meetings held on February 11, 2025, approval of the Shareholders of the Company be and is hereby accorded for the appointment of **Mr. Sunil Kataria [Director Identification Number (DIN): 06863609]** as the **“Chief Executive Officer & Managing Director - Designate”** of the Company for a period commencing from May 5, 2025 upto August 31, 2025 (hereinafter referred to as the “first term”)

on such terms and conditions as stated hereinbelow and elaborated in the Explanatory Statement and as mutually agreed between the Company and Mr. Sunil Kataria:

**1) Fixed Remuneration:**

Fixed Remuneration shall include basic salary and Company's contribution to retirement benefits such as Provident Fund, Superannuation Fund, Gratuity Fund and other benefits, facilities and amenities as may be applicable as per the rules of the Company and those of the Fund(s) / Scheme(s) in force from time to time, provided that:

- a) Basic Salary shall be in the range of ₹. 3,30,00,000/- (Rupees Three Crore Thirty Lakh Only) per annum to ₹. 5,80,00,000/- (Rupees Five Crore Eighty Lakh Only) per annum, payable monthly;
- b) The revisions in annual Basic Salary and increments in remuneration may be as approved by the Nomination and Remuneration Committee and/or the Board of Directors, depending on the performance of Mr. Sunil Kataria as "Chief Executive Officer & Managing Director - Designate", the profitability of the Company and other relevant factors.

**2) Flexible Remuneration:**

In addition to the fixed remuneration, Mr. Sunil Kataria will be entitled to the following allowances, perquisites, benefits, facilities and amenities subject to the relevant provisions of the Act, as amended (collectively, the "perquisites and allowances"). These perquisites and allowances may be granted to Mr. Sunil Kataria as per the rules of the Company or in such manner as may be approved by the Nomination and Remuneration Committee and/or the Board of Directors:

- i. Housing or House Rent Allowance as per the rules of the Company;
- ii. Supplementary Allowance as per the rules of the Company;
- iii. Education Allowance as per the rules of the Company;
- iv. Leave Travel Assistance in accordance with the rules of Company;
- v. Payment / reimbursement of food expenses / food vouchers as per the rules of the Company;
- vi. Company car, car maintenance and petrol reimbursement as per the rules of the Company;

The annual flexible remuneration shall be in the range of ₹. 5,65,00,000/- (Rupees Five Crore Sixty-Five Lakh Only) per annum to ₹. 9,90,00,000/- (Rupees Nine Crore Ninety Lakh Only) per annum, payable monthly.

**3) Variable Pay and Other Incentives:**

- i. PLVR (Performance Linked Variable Remuneration) shall be paid according to the applicable scheme of the Company for each of the financial year as relevant to the period of appointment or as may be recommended by the Nomination & Remuneration Committee. Target PLVR will be in the range of ₹ 4,00,00,000/- (Rupees Four Crore Only) per annum to ₹ 7,00,00,000/- (Rupees Seven Crore Only) per annum and will be defined at the start of the Financial Year. However, the actual PLVR payout can be higher or lower than the PLVR base target depending on the key performance indicators comprising a combination of metrics like Consolidated Profit Before Tax, working capital efficiency or any other metric as may be determined by the Board and/or the Nomination and Remuneration Committee in context of that Financial Year.
- ii. **Stock Options / Stock Grants entitlement shall** as per the prevailing scheme of the Company upto Rs. 3,00,00,000 (Rupees Three Crore Only) on an annualized basis;
- iii. **Retention Payout** of ₹ 3,00,00,000/- (Rupees Three Crore Only) per annum starting from June

2026, subject to threshold individual performance conditions and any additional condition required by the Company. Retention payouts will be subject to clawback in case of resignation during contract period.

- iv. **Long Term Incentives (LTI)**, as may be approved by the Nomination and Remuneration Committee and/or the Board of Directors upto a fair value amount of ₹ 20,00,00,000/- (Rupees Twenty Crore Only), vesting over 5 (Five) years, subject to fulfilment of long term performance goals linked to 5 (Five) year financial, strategic and share price metrics.

**PROVIDED THAT** the LTI payable from the Financial Year 2025-26 to Financial Year 2029-30 (if any), shall be minimum remuneration, notwithstanding any loss or inadequacy of profit during the said period, subject to necessary compliance with the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force].

#### **4) Other Benefits:**

- i) Company Driver;
- ii) Payment / reimbursement of telephone / mobile phone / internet expenses as per the rules of the Company;
- iii) Entertainment Allowance as per the rules of the Company;
- iv) Group term life insurance cover, Group medical cover in accordance with the rules of the Company;
- v) Payment / reimbursement of club membership fees;
- vi) Consolidated Privilege Leave and Sick Leave as per the rules of the Company. Encashment / accumulation of leave will be permissible in accordance with the rules specified by the Company and shall not be included in the computation of ceiling on remuneration;
- vii) Housing loan and contingency loan as per rules of the Company. These loans shall be subject to Central Government approval, if any;

Any reimbursements of actual expenses connected to business pertaining to entertainment and travel and other privileges, shall be as in force from time-to-time.

Explanation - Perquisites shall be valued at actual cost, or if the cost is not ascertainable, the same shall be valued as per the applicable Income Tax Rules.

#### **Overall Remuneration:**

The aggregate remuneration as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board of Directors and/or the Nomination and Remuneration Committee, in its absolute discretion may pay to Mr. Sunil Kataria as the “**Chief Executive Officer & Managing Director - Designate**”, from time-to-time, shall be subject to the limits prescribed from time-to-time under Section 197 and other applicable provisions of the Act read with Schedule V to the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment(s) thereof as may for the time being in force.



### **Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any Financial Year during the currency of the tenure of Mr. Sunil Kataria as the “**Chief Executive Officer & Managing Director - Designate**”, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances as specified above, subject to compliance with the applicable provisions of Schedule V to the Companies Act, 2013 and the Rules framed thereunder, if and to the extent necessary, with the requisite approvals.

“**RESOLVED FURTHER THAT** the Board of Directors and/or the Nomination and Remuneration Committee be and is hereby authorized to alter and vary the terms and conditions of the said appointment and remuneration of Mr. Sunil Kataria at its discretion and as it may deem fit from time to time.”

“**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee and/or the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and execute all such document(s), instrument(s) and writing(s) as may be deemed fit, necessary, expedient or desirable, to delegate all or any of its powers herein conferred to give effect to the aforesaid resolution and to settle any question, or doubt that may arise in relation thereto, without being required to seek any further consent or approval of the Members to this end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.”

**4) APPROVAL FOR APPOINTMENT AND REMUNERATION OF MR. SUNIL KATARIA (DIN: 06863609) AS THE “CHIEF EXECUTIVE OFFICER & MANAGING DIRECTOR” OF THE COMPANY, SUBSEQUENT TO THE SUPERANNUATION OF MR. BALRAM SINGH YADAV, FOR A SECOND TERM COMMENCING FROM SEPTEMBER 1, 2025 UPTO AUGUST 31, 2030:**

To consider, and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s), amendment(s) or reenactment(s) thereof for the time being in force] and the provisions of the Articles of Association of the Company and subject to such other approval(s) (if required) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors at their respective Meetings held on February 11, 2025, approval of the Shareholders of the Company be and is hereby accorded for the appointment of **Mr. Sunil Kataria [Director Identification Number (DIN): 06863609]** as the “**Chief Executive Officer & Managing Director**” of the Company, after superannuation of Mr. Balram Singh Yadav, for a second term comprising of a period of **5 (Five) consecutive years commencing from September 1, 2025 upto August 31, 2030** (hereinafter referred to as “second term”), on such terms and conditions as stated hereinbelow and elaborated in the Explanatory Statement and mutually agreed between the Company and Mr. Sunil Kataria:

**1) Fixed Remuneration:**

Fixed Remuneration shall include basic salary and Company’s contribution to retirement benefits such as Provident Fund, Superannuation Fund, Gratuity Fund and other benefits, facilities and amenities as may be applicable as per the rules of the Company and those of the Fund(s) / Scheme(s) in force from time to time, provided that:



- a) Basic Salary shall be in the range of ₹. 3,30,00,000/- (Rupees Three Crore Thirty Lakh Only) per annum to ₹. 5,80,00,000/- (Rupees Five Crore Eighty Lakh Only) per annum, payable monthly;
- b) The revisions in annual Basic Salary and increments in remuneration may be as approved by the Nomination and Remuneration Committee and/or the Board of Directors, depending on the performance of Mr. Sunil Kataria as the “Chief Executive Officer & Managing Director”, the profitability of the Company and other relevant factors.

## 2) Flexible Remuneration:

In addition to the fixed remuneration, Mr. Sunil Kataria will be entitled to the following allowances, perquisites, benefits, facilities and amenities subject to the relevant provisions of the Act, as amended (collectively, the “perquisites and allowances”). These perquisites and allowances may be granted to Mr. Balram S. Yadav as per the rules of the Company or in such manner as may be approved by the Nomination and Remuneration Committee and/or the Board of Directors:

- i. Housing or House Rent Allowance as per the rules of the Company;
- ii. Supplementary Allowance as per the rules of the Company;
- iii. Education Allowance as per the rules of the Company;
- iv. Leave Travel Assistance in accordance with the rules of Company;
- v. Payment/ reimbursement of food expenses / food vouchers as per the rules of the Company;
- vi. Company car, car maintenance and petrol reimbursement as per the rules of the Company;

The annual flexible remuneration shall be in the range of ₹. 5,65,00,000/- (Rupees Five Crore Sixty-Five Lakh Only) per annum to ₹. 9,90,00,000/- (Rupees Nine Crore Ninety Lakh Only) per annum, payable monthly

## 3) Variable Pay and Other Incentives:

- i. PLVR (Performance Linked Variable Remuneration) shall be paid according to the applicable scheme of the Company for each of the Financial Years as relevant to the period of appointment or as may be recommended by the Nomination and Remuneration Committee. Target PLVR will be in the range of ₹ 4,00,00,000/- (Rupees Four Crore Only) per annum to ₹ 7,00,00,000/- (Rupees Seven Crore Only) per annum and will be defined at the start of the financial year. However, the actual PLVR payout can be higher or lower than the PLVR base target depending on the key performance indicators comprising a combination of metrics like Consolidated Profit Before Tax, working capital efficiency or any other metric as may be determined by the Board and/or the Nomination and Remuneration Committee in context of that Financial Year.
- ii. **Stock Options / Stock Grants entitlement shall** as per the prevailing schemes of the Company upto Rs. 3,00,00,000 (Rupees Three Crore Only) on an annualized basis;
- iii. **Retention Payout** of ₹ 3,00,00,000/- (Rupees Three Crore Only) per annum starting from June 2026 subject to threshold individual performance conditions and any additional condition required by the company. Retention payouts will be subject to clawback in case of resignation during contract period.
- iv. **Long Term Incentives (LTI)**, as may be approved by the Nomination and Remuneration Committee and/or the Board of Directors upto a fair value amount of ₹ 20,00,00,000/- (Rupees Twenty Crore Only), vesting over 5 years, subject to fulfilment of long term performance goals linked to 5 year financial, strategic and share price metrics.

**PROVIDED THAT** the LTI payable from the Financial Year 2025-26 upto the Financial Year 2029-30

(if any), shall be minimum remuneration, notwithstanding any loss or inadequacy of profit during the said period, subject to necessary compliance with the provisions of the Companies Act, 2013 and the Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force].

#### **4) Other Benefits:**

- i. Company Driver;
- ii. Payment / reimbursement of telephone / mobile phone / internet expenses as per the rules of the Company;
- iii. Entertainment Allowance as per the rules of the Company;
- iv. Group term life insurance cover, Group medical cover in accordance with the rules of the Company;
- v. Payment / reimbursement of club membership fees;
- vi. Consolidated Privilege Leave and Sick Leave as per the rules of the Company. Encashment / accumulation of leave will be permissible in accordance with the rules specified by the Company and shall not be included in the computation of ceiling on remuneration;
- vii. Housing loan and contingency loan as per rules of the Company. These loans shall be subject to Central Government approval, if any;

Any reimbursements of actual expenses connected to business pertaining to entertainment and travel and other privileges, shall be as in force from time-to-time.

Explanation - Perquisites shall be valued at actual cost, or if the cost is not ascertainable, the same shall be valued as per the applicable Income Tax Rules.

#### **Overall Remuneration:**

The aggregate remuneration as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board of Directors and/or the Nomination and Remuneration Committee, in its absolute discretion may pay to Mr. Sunil Kataria as the “**Chief Executive Officer & Managing Director**” from time-to-time, shall be subject to the limits prescribed from time-to-time under Section 197 and other applicable provisions of the Act read with Schedule V to the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment(s) thereof as may be for the time being in force.

#### **Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any Financial Year during the currency of the tenure of Mr. Sunil Kataria as the “**Chief Executive Officer & Managing Director**”, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances as specified above, subject to compliance with the applicable provisions of Schedule V to the Companies Act, 2013 and the Rules framed thereunder, if and to the extent necessary, with the requisite approvals.

**“RESOLVED FURTHER THAT** the Board of Directors and/or the Nomination and Remuneration Committee be

and is hereby authorized to alter and vary the terms and conditions of the said appointment and remuneration of Mr. Sunil Kataria at its discretion and as it may deem fit from time to time.”

“**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee and/or the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and execute all such document(s), instrument(s) and writing(s) as may be deemed fit, necessary, expedient or desirable, to delegate all or any of its powers herein conferred to give effect to the aforesaid resolution and to settle any question, or doubt that may arise in relation thereto, without being required to seek any further consent or approval of the Members to this end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.”

**By the Order of the Board of Directors**

**For Godrej Agrovet Limited**

Sd/ -

**Vivek Raizada**

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

**Tuesday, February 11, 2025**

**Registered Office:**

“Godrej One”, 3<sup>rd</sup> Floor, Pirojshanagar,  
Eastern Express Highway, Vikhroli (East),  
Mumbai – 400 079, Maharashtra

**Tel. No.:** 022 - 2519 4416

**Fax No.:** 022 – 2519 5124

**Website:** [www.godrejagrovet.com](http://www.godrejagrovet.com)

**E-mail:** [gavlinvestors@godrejagrovet.com](mailto:gavlinvestors@godrejagrovet.com)

**CIN:** L15410MH1991PLC135359

**NOTES:**

- 1) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“**the Act**”) setting out all material facts and reasons for the proposal set out relating to the Resolutions as mentioned in this Postal Ballot Notice is annexed herewith.
- 2) This Notice is being electronically sent to all the Members whose names appear in the Register of Members / List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on **Friday, March 14, 2025** and who have registered their e-mail addresses with the Depositories / Depository Participants / Registrar and Share Transfer Agent. It is, however, clarified that all the persons who are Members of the Company as on **Friday, March 14, 2025**, including those Members who may not have received this Notice due to non-registration of their e-mail address with the Depositories / Depository Participants / Registrar and Share Transfer Agent, shall be entitled to vote in relation to the Resolution specified in this Notice.
- 3) Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Member / Beneficial Owner as on **Friday, March 14, 2025**. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the Cut-off date, i.e., **Friday, March 14, 2025**. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.

- 4) In compliance with the provisions of Sections 108 and 110 of the Act and the Rules framed thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and the relevant Circulars issued by the Ministry of Corporate Affairs ("**the MCA Circulars**"), the Company is pleased to provide its Members the facility to exercise their right to vote electronically on the Postal Ballot through the Electronic Voting (e-voting) Services provided by National Securities Depository Limited ("**NSDL**"). The instructions for electronic voting are annexed to this Notice.
- 5) Members have option to vote either through e-voting or through physical Postal Ballot Form. If a Member has opted for e-voting, then he/she/they should not vote by physical Postal Ballot also and vice-versa. However, in case Members cast their vote both via physical Postal Ballot and e-voting, then voting done through electronic means shall prevail and voting done by physical Postal Ballot shall be treated as INVALID.
- 6) E-voting will be available from **9.00 a.m. (IST) on Thursday, March 20, 2025 up to 5.00 p.m. (IST) on Friday, April 18, 2025**. The e-voting module shall be disabled by NSDL for voting after the abovementioned time. Members are requested to refer to instructions for e-voting, appended to this Notice.
- 7) During the e-voting period, Members can login to NSDL's e-voting platform any number of times till they have voted on the Resolutions. Once the vote on a Resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- 8) Resolutions passed by the Members through Postal Ballot shall be deemed to have been passed effectively at a General Meeting of the Members. The Special Resolutions will be declared as passed if the number of votes cast in favour of the Special Resolutions is not less than three times the number of votes cast against the Special Resolutions.
- 9) In case any Member opts to vote physically, such Member is requested to carefully read the instructions given in the Postal Ballot Form. The Member can take printout of the Postal Ballot Form attached to this Notice or may download and print it from the Company's website, viz., [www.godrejagrovet.com](http://www.godrejagrovet.com) and return the same in original, duly completed and signed, so as to physically reach the Scrutinizer at **M/s. BNP & Associates, Practicing Company Secretaries, at 101, 1<sup>st</sup> Floor, Bholenath Chogle Residency, Babhai Naka, Near Ram Mandir, Borivali (West), Mumbai – 400092, Maharashtra, India, on or before 5.00 p.m. (IST) latest by Friday, April 18, 2025**, failing which, it will be strictly treated as if no reply has been received from the Member. The Company, in no way, would be responsible for late / non-delivery of Postal Ballot Form on account of restrictions due to any reason whatsoever. Therefore, the Members are requested to send the duly completed Postal Ballot Form well before the last date. Postage / courier expenses for sending such physical Postal Ballot Form to the Scrutinizer will be borne by the Members.
- 10) Please note that the Postal Ballot Form shall be considered invalid if: (i) the form other than the one annexed to this Postal Ballot Notice has been used; and/or (ii) it has not been signed by or on behalf of the Member; and/or (iii) signature on the Postal Ballot Form does not match with the specimen signatures registered with the Company or the Registrar and Share Transfer Agent; and/or (iv) it is not possible to determine without any doubt, the assent or dissent of the Member; and/or (v) neither assent nor dissent is mentioned; and/or (vi) any competent authority has given directions in writing to the Company to freeze the voting rights of the Member; and/or (vii) the Postal Ballot Form is received after the last date prescribed; and/or (viii) the Postal Ballot form is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/or (ix) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; and/or (x) the Member has made any amendment to the Resolution set out herein or imposed any condition while exercising his vote; and/or (xi) the Member has also voted through e-voting. The Scrutinizer's decision on the validity of a Postal Ballot Form shall be final and binding.

## DISPATCH OF POSTAL BALLOT NOTICE THROUGH E-MAIL AND REGISTRATION OF E-MAIL IDS:

- 11) In accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Postal Ballot Notice will not be circulated, and the Company will also not be under any obligation to provide physical copies upon specific request of any Member(s).

The Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depository(ies) / Depository Participant(s), as on **Friday, March 14, 2025**, and who have registered their e-mail addresses with the Company or with the Depositories / Depository Participants.

Therefore, Members are requested and encouraged to register / update their email addresses, with their Depository Participant (in case of Shares held in dematerialized form) or with Kfin Technologies Limited ("Kfintech"), our Registrar and Share Transfer Agent ("RTA") (in case of Shares held in physical form).

- 12) Members holding shares in physical mode and who have not registered / updated their email addresses are requested to update their email addresses with the Registrar and Transfer Agents of the Company, viz., Kfintech on its website (at [www.ris@kfintech.com](mailto:www.ris@kfintech.com)) along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self-attested copy of the PAN Card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Aadhar Card, Passport) in support of the address of the Member. In case of any queries / difficulties in registering the e-mail address, such Members may write to [gavlinvestors@godrejagrovvet.com](mailto:gavlinvestors@godrejagrovvet.com). Members holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant(s). The Company and RTA will co-ordinate with NSDL and provide the login credentials to the above-mentioned Members, subject to receipt of the required documents and information from the Members. The Postal Ballot Notice is also being uploaded on the website of the Company, viz., [www.godrejagrovvet.com](http://www.godrejagrovvet.com) and on the websites of the Stock Exchanges, viz., BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).
- 13) The results of voting on the Resolutions will be declared on or before **Tuesday, April 22, 2025** at the Registered Office of the Company and will also be displayed on the website of the Company ([www.godrejagrovvet.com](http://www.godrejagrovvet.com)) besides being communicated to the Stock Exchanges and NSDL will also be displayed in the Notice Board at the Registered office of the Company.
- 14) **INSTRUCTIONS FOR VOTING:**

The voting period begins on **Thursday, March 20, 2025 at 9.00 a.m. (IST) and will end on Friday, April 18, 2025 at 5.00 p.m. (IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date, i.e., **Friday, March 14, 2025**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and the provisions contained in under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to their shareholders, in respect of all shareholders' resolutions to increase participation by the public non-institutional shareholders / retail shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would

be able to cast their vote without having to register again with the E-voting Service Providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of two steps which are mentioned below:

#### **STEP 1: ACCESS TO NSDL E-VOTING SYSTEM:**





##### **A) Login method for e-Voting for Individual Shareholders holding securities in Demat mode:**

In terms of Circular dated December 9, 2020 issued by the SEBI on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their Demat accounts in order to access e-Voting facility.

Login method for **Individual Shareholders** holding securities in demat mode is given below:

Type of Shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"><li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open, wherein you will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period for the Postal Ballot.</li><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>. Select “<b>Register Online for IDeAS Portal</b>”.</li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen</li></ol>



	<p>will open. You will have to enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period for the Postal Ballot.</p> <p>4. Shareholders / Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The users can login to Easi / Easiest on CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and New System Myeasi tab. Then the user can use his/her existing Myeasi Username and Password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period for the Postal Ballot. Additionally, there is also link provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly.</li> <li>If the user is not registered for Easi / Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from an e-voting link available on the homepage of CDSL's website <a href="http://www.cdslindia.com">www.cdslindia.com</a>. The system will authenticate the user by sending OTP on registered mobile and e-mail as recorded in the Demat Account.</li> </ol> <p>After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>



Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against the company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period during the Postal Ballot.
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**Important Note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository, i.e., NSDL and CDSL:**

Login type	Helpdesk Details
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 – 4886 7000 and 022 – 2499 7000.
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33.

**B) Login Method for E-voting for Shareholders other than Individual Shareholders holding securities in Demat Mode and Shareholders holding securities in Physical Mode:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices, i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2, i.e., Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
For Shareholders who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID  For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Shareholders who hold shares in demat account with CDSL	16 Digit Beneficiary ID  For example, if your Beneficiary ID is 12***** then your user ID is 12*****
For Shareholders holding shares in Physical Form	EVEN Number (133094) followed by Folio Number registered with the Company  For example, if folio number is 001*** and EVEN is 133094 then User ID is 133094001***

5. Password details for Shareholders other than Individual Shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those Shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (if you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (if you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
  - d) Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  - 8. Now, you will have to click on “Login” button.
  - 9. After you click on the “Login” button, Home page of e-Voting will open.

## **STEP 2: CAST YOUR VOTE ELECTRONICALLY:**

### **How to cast your vote electronically on NSDL e-Voting system?**

- 1. after successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2. Select “EVEN” of the Company, which is **133094**, for which you wish to cast your vote during the remote e-voting period or cast your vote during the Postal Ballot.
- 3. Now you are ready for e-Voting as the Voting page opens.
- 4. Cast your vote by selecting appropriate options, i.e., Assent or Dissent, verify / modify the number of Equity Shares for which you wish to cast your vote and click on “**Submit**” and also “**Confirm**” when prompted.
- 5. Upon confirmation, the message “**Vote cast successfully**” will be displayed.
- 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **GENERAL GUIDELINES FOR SHAREHOLDERS:**

- 1. Institutional / Corporate Shareholders (i.e., other than individuals, Hindu Undivided Family (HUF), NRIs etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer (M/s. BNP & Associates, Practicing Company Secretaries) by e-mail to [ab@bnpassociates.in](mailto:ab@bnpassociates.in), [venkatk1960@gmail.com](mailto:venkatk1960@gmail.com) and [venkatk60@yahoo.co.in](mailto:venkatk60@yahoo.co.in), with a copy marked to [gavlinvestors@godrejagrovvet.com](mailto:gavlinvestors@godrejagrovvet.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Such Shareholders can also upload their Board Resolution / Power of Authority / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “e-voting” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details / Password?**” or “**Physical User Reset Password?**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 4886 7000 and 022 – 2499 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING ON THE RESOLUTIONS SET OUT IN THE NOTICE OF POSTAL BALLOT:**

1. In case shares are held in physical mode, please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), Permanent account Number (PAN) Card (self-attested scanned copy of PAN Card), Aadhar Card (self-attested scanned copy of Aadhar Card) to Kfintech on its website [www.kfintech.com](http://www.kfintech.com).
  2. In case shares are held in demat mode, please provide DPID-CLID [16 digit DPID + CLID (For NSDL Demat Account) or 16 digit beneficiary ID (For CDSL Demat Account), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN Card), Aadhar Card (self-attested scanned copy of Aadhar Card) to Kfintech on its website [www.kfintech.com](http://www.kfintech.com). If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)**, i.e., **Login method for e-Voting for Individual Shareholders holding securities in demat mode.**
  3. Alternatively, Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring User ID and password for e-voting by providing above mentioned documents.
  4. In terms of the Circular dated December 9, 2020 issued by the Securities and Exchange Board of India (SEBI) on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their Mobile number and E-mail ID correctly in their demat account in order to access e-Voting facility.
- 15) The last date for the receipt of duly completed Postal Ballot Forms and e-voting (i.e., **Friday, April 18, 2025 on or before 5.00 p.m. (IST)**) shall be the date on which the Resolutions would be deemed to have been passed, if approved by the requisite majority.
  - 16) The relevant documents referred to in this Postal Ballot Notice are available for inspection by the Members. The signed copy of the request letter for inspection may please be sent on [gavlinvestors@godrejagrovot.com](mailto:gavlinvestors@godrejagrovot.com) along with the Folio No. / DP ID and Client ID.
  - 17) A Shareholder need not to cast all his/her votes for a Resolution nor does he require to cast all the votes in the same manner (i.e., either “For” or “Against”).
  - 18) The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all material facts relating to the Resolutions mentioned in this Postal Ballot Notice are given below:

### **ITEM NO. 1:**

The Board of Directors, at its Meeting held on May 9, 2022, had approved the re-appointment of Mr. Balram Singh Yadav as the “Managing Director” of the Company, for a period from September 1, 2022 upto April 30, 2025, upon recommendation of the Nomination and Remuneration Committee at its Meeting held on the same day and the said re-appointment, along with its terms and conditions, was approved by the Shareholders at their Annual General Meeting held on July 29, 2022.

The current tenure of Mr. Balram Singh Yadav as the “Managing Director” of the Company will expire on April 30, 2025 on account of his superannuation. Considering the rich experience of Mr. Balram Singh Yadav, it has been decided to extend his tenure for a further period of 4 (Four) months, in order to ensure smooth transition.

Accordingly, based on the recommendation made by the Nomination and Remuneration Committee, the Board of Directors, at its Meeting held on February 11, 2025, has approved re-appointment of Mr. Balram Singh Yadav as the “Managing Director” of the Company for a further period commencing from May 1, 2025 to August 31, 2025, subject to approval of the Shareholders of the Company.

The requisite documents, viz., Consent to act as the “Managing Director” (Form DIR-2), Disclosure of interest in other companies (Form MBP-1), Declaration of non-disqualification for appointment as Director (Form DIR-8) and other disclosures and declarations have been furnished by Mr. Balram Singh Yadav to the Company.

The terms and conditions of re-appointment, including the proposed remuneration, have been set out in the Resolution placed for approval of the Shareholders.

None of the Directors and Key Managerial Personnel of the Company or their relatives (except Mr. Balram Singh Yadav) are concerned or interested financially or otherwise, in the Resolution set out at Item No. 1.

The Board of Directors recommends the Special Resolution at Item No. 1 for approval of the Members by way of **Special Resolution**.

The brief profile of Mr. Balram Singh Yadav in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is provided herewith.

### **ITEM NOS. 2, 3 & 4:**

The current tenure of Mr. Balram Singh Yadav as the “Managing Director” of the Company will expire on April 30, 2025. Considering that Mr. Sunil Kataria is a seasoned business leader with over 30 (thirty) years of rich experience in the consumer packaged goods (CPG), telecom, and retail sectors and has a proven track record of leading large-scale business transformations and building future-ready organizations and his expertise in sales, marketing, business strategy, and organizational leadership, it has been decided to appoint Mr. Sunil Kataria as the “Chief Executive Officer & Managing Director - Designate” for a period commencing from May 5, 2025 up to August 31, 2025 and subsequently as the “Chief Executive Officer & Managing Director” of the Company, upon the superannuation of Mr.

Balram Singh Yadav, for a term commencing from September 1, 2025 to August 31, 2030, subject to approval of the Shareholders.

Based on the recommendation made by the Nomination and Remuneration Committee, the Board of Directors, at its Meeting held on February 11, 2025, has approved the appointment of Mr. Sunil Kataria as follows, subject to approval of the Shareholders:

- As a “Director”;
- As the “Chief Executive Officer & Managing Director - Designate” for a period commencing from May 5, 2025 upto August 31, 2025; and
- Subsequently as the “Chief Executive Officer & Managing Director” of the Company, after superannuation of Mr. Balram Singh Yadav, for a term commencing from September 1, 2025 to August 31, 2030.

The appointment as proposed for the initial term commencing from May 5, 2025 to August 31, 2025 shall be construed as the first term of appointment of the incumbent. Subsequent to August 31, 2025, the period of appointment of Mr. Sunil Kataria for a period of 5 (five) consecutive years commencing from September 1, 2025 and ending on August 31, 2030 shall be construed as the second term of his appointment.

The requisite documents, viz., Consent to act as the “Chief Executive Officer & Managing Director” (Form DIR-2), Disclosure of interest in other companies (Form MBP-1), Declaration of non-disqualification for appointment as Director (Form DIR-8) and other disclosures and declarations have been furnished by Mr. Sunil Kataria to the Company.

The terms and conditions of appointment, including remuneration, have been set out in the Resolutions placed for approval of the Shareholders.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the Resolutions set out at Item Nos. 2, 3 & 4.

The Board of Directors recommends **Ordinary Resolution at Item No. 2** and **Special Resolutions at Item Nos. 3 & 4**, for approval of the Members.

The brief profile of Mr. Sunil Kataria in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is provided herewith.

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

Sd/ -  
**Vivek Raizada**  
**Head – Legal & Company Secretary & Compliance Officer**  
**(ACS 11787)**

**February 11, 2025, Mumbai**

**Registered Office:**

"Godrej One", 3<sup>rd</sup> Floor,  
Pirojshanagar, Eastern Express Highway,  
Vikhroli (East), Mumbai – 400 079,  
Maharashtra

**Tel. No.:** 022 - 2519 4416

**Fax No.:** 022 – 2519 5124

**Website:** [www.godrejagrovet.com](http://www.godrejagrovet.com)

**E-mail:** [gavlinvestors@godrejagrovet.com](mailto:gavlinvestors@godrejagrovet.com)

**CIN:** L15410MH1991PLC135359



**BRIEF RESUME OF DIRECTOR(S) / PERSON(S) SEEKING APPOINTMENT / RE-APPOINTMENT**

**[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India  
(Listing Obligations & Disclosure Requirements) Regulations, 2015]**

<b>Name of Director / Proposed Director</b>	<b>Mr. Balram Singh Director (Managing Director)</b>	<b>Mr. Sunil Kataria (Proposed “Chief Executive Officer &amp; Managing Director – Designate” &amp; thereafter “Chief Executive Officer &amp; Managing Director”)</b>
Director Identification Number (DIN)	00294803	06863609
Date of Birth (DD/MM/YYYY)	15/07/1964	07/05/1968
Age (In Years)	60	56
Nationality	Indian	Indian
Date of First Appointment (DD/MM/YYYY)	01/09/2007	Not Applicable
Tenure on the Board	17 Years & 4 Months	Not Applicable
Qualification	<ul style="list-style-type: none"><li>• B.Sc. (Hons.) in Agricultural Science from Haryana Agricultural University</li><li>• MBA from IIM – Ahmedabad</li></ul>	<ul style="list-style-type: none"><li>• Graduate in Economics from Delhi University</li><li>• MBA in Marketing from IMT Ghaziabad</li></ul>
Nature of Expertise in Specific Functional Areas	<ul style="list-style-type: none"><li>• Strategy &amp; Business</li><li>• Industry &amp; Market Expertise</li><li>• Governance, Finance &amp; Risk</li></ul>	<ul style="list-style-type: none"><li>• Strategy &amp; Business</li><li>• Industry &amp; Market Expertise</li><li>• People &amp; Talent Understanding</li><li>• Governance, Finance &amp; Risk</li><li>• Diversity of Perspective</li></ul>
Number of Equity Shares held in the Company	33,40,760 (1.738%)	5,000 (0.003%)
Number of Board Meetings attended during the Financial Year 2024-25	5 (out of 6)	Not Applicable
Directorships in other Listed Companies*	<ol style="list-style-type: none"><li>1. Astec LifeSciences Limited</li><li>2. DAM Capital Advisors Limited</li></ol>	<ol style="list-style-type: none"><li>1. Raymond Lifestyle Limited</li></ol>
Directorships in other Companies (Excluding Listed Entities, Foreign Companies and Section 8 Companies)	<ol style="list-style-type: none"><li>1. Godrej Foods Limited</li><li>2. Creamline Dairy Products Limited</li><li>3. Behram Chemicals Private Limited</li><li>4. SEALAC Agro Ventures Limited</li></ol>	Nil

Chairmanships / Membership of Committees in other Companies**	<p><b>1. Godrej Agrovvet Limited</b></p> <p><b><u>Membership:</u></b></p> <ol style="list-style-type: none"> <li>1) Audit Committee</li> <li>2) Stakeholders' Relationship Committee</li> <li>3) Risk Management Committee</li> <li>4) Corporate Social Responsibility Committee</li> <li>5) Managing Committee</li> </ol> <p><b>2. Godrej Foods Limited</b></p> <p><b><u>Membership:</u></b></p> <ol style="list-style-type: none"> <li>1) Audit Committee</li> <li>2) Corporate Social Responsibility Committee</li> <li>3) Managing Committee</li> </ol> <p><b><u>Chairmanship:</u></b></p> <ol style="list-style-type: none"> <li>1) Corporate Social Responsibility Committee</li> <li>2) Managing Committee</li> </ol> <p><b>3. DAM Capital Advisors Limited</b></p> <p><b><u>Membership:</u></b></p> <ol style="list-style-type: none"> <li>1) Audit Committee</li> <li>2) Stakeholders' Relationship Committee</li> </ol> <p><b><u>Chairmanship:</u></b></p> <ol style="list-style-type: none"> <li>1) Stakeholders' Relationship Committee</li> </ol>	Nil
Names of listed entities from which the Director has resigned in the past 3 (Three) years	Nil	Nil
Relationships between Directors of the Company <i>inter-se</i>	<p>None</p> <p>[No relationship in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]</p>	<p>None</p> <p>[No relationship in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]</p>
Brief Profile / Resume of the Director	Mr. Balram Singh Yadav is the Managing Director of Godrej Agrovvet Limited (GAVL) and also serves as Managing Director of Godrej Foods Limited. He has been the Chairman of CLFMA of India (twice), an	Mr. Sunil Kataria is a seasoned business leader with over thirty years of rich experience in the CPG, telecom, and retail sectors. He has a proven track record of leading large-scale business transformations

	<p>Association of Livestock Industry. In addition, he is a Director of numerous entities, including, ACI Godrej Agrovat Pvt. Ltd. (Bangladesh), Creamline Dairy Products Limited (Hyderabad), Astec LifeSciences Limited and Godrej Cattle Genetics Private Limited (Mumbai).</p> <p>Mr. Balram Singh Yadav began his career with Godrej in 1990 and over the years he has handled roles of increasing responsibility across businesses and regions in the Company. He became the Business Head in 1999 when he was asked to establish and lead the Poultry Business. He established the “Real Good Chicken” and “Yummiez” as the leading processed poultry brands in India.</p> <p>In 2007, he took over reins of Godrej Agrovat Limited, initially as “Executive Director &amp; President” and then as “Managing Director” in May 2009 and since, has put GAVL on the path of rapid growth. In 2017, Mr. Yadav was instrumental in taking GAVL public. The public offer received record response and was subscribed to over 96 times. He is a regular contributor to National &amp; International fora in areas of Food &amp; Agriculture.</p> <p>Mr. Balram Singh Yadav completed his B.Sc. (Hons.) in Agricultural Science at Haryana Agricultural University, where he ranked 2<sup>nd</sup> in his class. He earned his MBA from IIM-Ahmedabad.</p>	<p>and building future-ready organizations. He is also an expert in sales, marketing, business strategy, and organizational leadership.</p> <p>Mr. Sunil Kataria is currently the Managing Director of Raymond Lifestyle Limited. He previously worked with Godrej Consumer Products Limited (GCPL), where he was CEO – India &amp; SAARC since 2015 and was part of their Senior Management.</p> <p>Mr. Sunil began his career at Marico, where he spent over a decade honing his skills in marketing and sales. He is a graduate in Economics from Delhi University, with an MBA in Marketing from IMT Ghaziabad.</p>
Terms and Conditions of Appointment / Re-appointment along with Details of Remuneration sought to be paid and Remuneration last drawn by such person	As provided in the Resolution No. 1.	As provided in the Resolution Nos. 3 & 4.
Last Drawn Remuneration	Remuneration paid for the F.Y. 2023-24 was Rs.5,68,62,813/-.	Not Applicable

(\*) Includes names of other Public Companies in which the person holds Directorship.

(\*\*) Includes names of other Public Companies in which the person holds Chairmanship and Membership of Committees of the Board of Directors.

**ANNEXURE TO THE NOTICE OF POSTAL BALLOT**

**STATEMENT AS PER ITEM (IV) OF THIRD PROVISOR OF SECTION II OF PART II OF  
SCHEDULE V TO THE COMPANIES ACT, 2013**

**GENERAL INFORMATION:**

**(1) Business Object of the Company / Nature of Industry:**

The Company's Main Object as per the Memorandum of Association of the Company is to carry on the business of processing, converting, producing, manufacturing, formulation, using, buying, acquiring, storing, packing, selling, transporting, distributing, importing, exporting, trading and disposing off all types of animal, poultry feeds, articles of food for consumption of animals, birds, insects, fish, plants of any other living organism, Agro chemicals including long chain alcohols, its precursors and derivatives, sterols, futures, chemical pesticides, plant growth promoters, plant growth suppressors, including succericide, bio-fertilizers, organic and inorganic fertilizers, manures, herbal pesticides including neem based pesticides, slow nitrogen release urea, and other chemicals based agricultural inputs, agricultural implements, including tractors, harvesters, pumps, drip irrigation, sprinklers, bore-well, plant protection appliance, sprayers, dusting equipment, veterinary medicines, diagnostics, vaccines, syringes, tissue culture, aqua culture, vegetable and oil seeds pulses, cereals and multiplication thereof.

**(2) Date or expected date of commencement of commercial production:** The Company is in business since November 25, 1991.

**(3) In case of new companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus:** Not Applicable as the Company is an existing company

**(4) Financial Performance based on given Indicators:**

(Rs. in Crore)

Particulars	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Revenue from Operations	7,087.79	6,884.44	6,182.60
Other Income	76.59	129.70	106.74
<b>Total Income</b>	<b>7,164.38</b>	<b>7,014.14</b>	<b>6,289.34</b>
<b>Total Expenses</b>	<b>6,694.88</b>	<b>6,625.38</b>	<b>5,829.00</b>
<b>Profit Before Tax</b>	<b>469.50</b>	<b>338.76</b>	<b>460.34</b>
Tax Expense	112.38	85.12	100.13
<b>Profit for the Year</b>	<b>357.12</b>	<b>303.64</b>	<b>360.21</b>
<b>Total Comprehensive Income</b>	<b>356.80</b>	<b>298.48</b>	<b>358.36</b>
<b>Earnings per Equity Share (Nominal value of Rs.10/- each, fully paid-up)</b>			
Basic (in Rs.)	18.58	15.80	18.75
Diluted (In Rs.)	18.57	15.80	18.74

**I. Foreign Investments and collaborations, if any:**

The Company has made 50% equity investment in ACI Godrej Agrovvet Private Limited, a Joint Venture of the Company in Bangladesh.

## II. INFORMATION ABOUT THE APPOINTEES:

Particulars	Mr. Balram Singh Yadav (Managing Director)	Mr. Sunil Kataria (Proposed “Chief Executive Officer & Managing Director – Designate” & thereafter “Chief Executive Officer & Managing Director”)
<b>Background Details</b>	<p>Mr. Balram Singh Yadav is the Managing Director of Godrej Agrovet Limited (GAVL) and also serves as Managing Director of Godrej Foods Limited. He has been the Chairman of CLFMA of India (twice), an Association of Livestock Industry. In addition, he is a Director of numerous entities, including, ACI Godrej Agrovet Pvt. Ltd. (Bangladesh), Creamline Dairy Products Limited (Hyderabad), Astec LifeSciences Limited and Godrej Cattle Genetics Private Limited (Mumbai).</p> <p>Mr. Balram Singh Yadav began his career with Godrej in 1990 and over the years he has handled roles of increasing responsibility across businesses and regions in the Company. He became the Business Head in 1999 when he was asked to establish and lead the Poultry Business. He established the “Real Good Chicken” and “Yummiez” as the leading processed poultry brands in India.</p> <p>In 2007, Mr. Balram Singh Yadav took over reins of Godrej Agrovet Limited, initially as “Executive Director &amp; President” and then as “Managing Director” in May 2009 and since, has put GAVL on the path of rapid growth. In 2017, He was instrumental in taking GAVL public. The public offer received record response and was subscribed to over 96 times. He is a regular contributor to National &amp; International fora in areas of Food &amp; Agriculture.</p> <p>Mr. Balram Singh Yadav completed his B.Sc. (Hons.) in Agricultural Science at Haryana Agricultural University, where he ranked 2nd in his class. He earned his MBA from IIM-Ahmedabad.</p> <p>Thus, Mr. Balram Singh Yadav possesses adequate qualification with expert and specialized knowledge in the field of his profession.</p>	<p>Mr. Sunil Kataria is a seasoned business leader with over thirty years of rich experience in the CPG, telecom, and retail sectors. He has a proven track record of leading large-scale business transformations and building future-ready organizations. He is also an expert in sales, marketing, business strategy, and organizational leadership.</p> <p>Mr. Sunil Kataria is currently the Managing Director of Raymond Lifestyle Limited. He previously worked with Godrej Consumer Products Limited (GCPL), where he was CEO – India &amp; SAARC since 2015 and was part of their Senior Management.</p> <p>Mr. Sunil began his career at Marico, where he spent over a decade honing his skills in marketing and sales. He is a graduate in Economics from Delhi University, with an MBA in Marketing from IMT Ghaziabad.</p> <p>Thus, Mr. Sunil Kataria possesses adequate qualification with expert and specialized knowledge in the field of his profession.</p>
<b>Past Remuneration</b>	The remuneration received by Mr. Balram S. Yadav as the “Managing Director” during the last 3 (Three) years was as follows:	Not Applicable

	<table> <tr> <th colspan="2">Period of Payment</th><th rowspan="2">Remuneration (Amount in ₹)</th></tr> <tr> <th>From (DD/MM/YYYY)</th><th>To (DD/MM/YYYY)</th></tr> <tr> <td>01/04/2021</td><td>31/03/2022</td><td>7,45,62,170</td></tr> <tr> <td>01/04/2022</td><td>31/03/2023</td><td>10,21,08,381</td></tr> <tr> <td>01/04/2023</td><td>31/03/2024</td><td>5,68,62,813</td></tr> </table> <p>*Includes perquisite value of Shares granted under Employees Stock Grant Scheme, 2018 (ESGS).</p>	Period of Payment		Remuneration (Amount in ₹)	From (DD/MM/YYYY)	To (DD/MM/YYYY)	01/04/2021	31/03/2022	7,45,62,170	01/04/2022	31/03/2023	10,21,08,381	01/04/2023	31/03/2024	5,68,62,813	
Period of Payment		Remuneration (Amount in ₹)														
From (DD/MM/YYYY)	To (DD/MM/YYYY)															
01/04/2021	31/03/2022	7,45,62,170														
01/04/2022	31/03/2023	10,21,08,381														
01/04/2023	31/03/2024	5,68,62,813														
<b>Recognition / Awards / Accolades</b>	B.Sc. (Agronomy) – 2 <sup>nd</sup> Rank holder & PGDM	<ul style="list-style-type: none"> <li>One of India's Top Business Leaders 2020 by Business World</li> <li>Served as Chairman of the Indian Society of Advertisers, and on the Boards of the Broadcasting Audience Research Committee (BARC) and Advertising Standards Council of India (ASCI).</li> </ul>														
<b>Job profile and his Suitability</b>	<p>Mr. B. S. Yadav, Managing Director looks after the overall management of the Company, subject to the superintendence, control and direction of the Board of Directors of the Company.</p> <p>Considering the qualification and experience of Mr. Balram Singh Yadav and his excellent performance as the "Executive Director &amp; President" of the Company (from September 1, 2007 to May 19, 2009) and as the "Managing Director" (since May 20, 2009), the Nomination and Remuneration Committee and thereafter the Board of Directors, have recommended the payment of managerial remuneration to him as per Schedule V to the Companies Act, 2013, in case of loss or inadequacy of profits.</p>	<p>Mr. Sunil Kataria, proposed "Chief Executive Officer &amp; Managing Director – Designate" and thereafter "Chief Executive Officer &amp; Managing Director", will look after the management of day-to-day affairs of the Company, subject to the superintendence, control and direction of the Board of Directors of the Company.</p> <p>Considering the qualification and experience of Mr. Sunil Kataria and his excellent performance at the various positions in his career, the Nomination and Remuneration Committee and thereafter the Board of Directors have recommended the payment of managerial remuneration to him as per Schedule V to the Companies Act, 2013, in case of loss or inadequacy of profits.</p>														
<b>Proposed Remuneration</b>	The remuneration of Mr. Balram Singh Yadav shall be as per the details provided in Resolution No. 1.	The remuneration of Mr. Sunil Kataria shall be as per the details provided in Resolution Nos. 3 & 4.														
<b>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person</b>	<p>The remuneration of Mr. Balram Singh Yadav will be in tune with the remuneration in similar sized industries in same segment of business.</p> <p>The proposed remuneration compares favorably with that being offered to similarly qualified and experienced persons from the industry and the professionals with an entrepreneurial background.</p>	<p>The remuneration of Mr. Sunil Kataria will be in tune with the remuneration in similar sized industries in same segment of business.</p> <p>The proposed remuneration compares favorably with that being offered to similarly qualified and experienced persons from the industry and the professionals with an entrepreneurial background.</p>														

<b>Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel &amp; other directors, if any</b>	Other than the remuneration stated in Resolution No. 1, Mr. Balram Singh Yadav has no other pecuniary relationship, directly or indirectly, with the Company, except that he is holding 1.73% of the paid-up Equity Share Capital of the Company.	Other than the remuneration stated in Resolution Nos. 3 & 4, Mr. Sunil Kataria has no other pecuniary relationship, directly or indirectly, with the Company, except that he is holding 0.003% of the paid-up Equity Share Capital of the Company.
<b>Other Information</b>		
<b>Reasons for loss or inadequate profits</b>	Your Company is a diversified, research and development focused agri-business Company with operations across 5 (Five) business verticals – animal feed, crop protection, oil palm, dairy and poultry and processed foods. The Company focuses on improving the productivity of farmers by innovating products and services that sustainably increase crop and livestock yields.	
<b>Steps taken or proposed to be taken for improvement</b>		
<b>Expected increase in productivity and profits in measurable terms</b>		
	<p>The Company has not incurred loss in the preceding Financial Year 2023-24. However, due to the ever-changing domestic and international market conditions, the possibility of loss or inadequacy of profit cannot be ruled out. Hence, approvals of the Shareholders by Special Resolutions are being sought to pay remuneration as minimum remuneration to Mr. Balram Singh Yadav, Managing Director and Mr. Sunil Kataria, proposed “Chief Executive Officer and Managing Director – Designate” and “Chief Executive Officer and Managing Director”, during their respective tenure of re-appointment / appointment.</p> <p>With the expansion of manufacturing capacity of certain existing products and introduction of certain new products as planned by the Company, it is likely to increase productivity and consequent increase in profits.</p>	





## **GODREJ AGROVET LIMITED**

**Corporate Identity Number (CIN):** L15410MH1991PLC135359

**Registered Office:** “Godrej One”, 3<sup>rd</sup> Floor, Pirojshanagar, Eastern Express Highway,  
Vikhroli (East), Mumbai – 400 079, Maharashtra, India

**Tel. No.:** (022) 2519 4416; **Fax No.:** (022) 2519 5124

**Website:** [www.godrejagrovat.com](http://www.godrejagrovat.com); **E-mail:** [gavlinvestors@godrejagrovat.com](mailto:gavlinvestors@godrejagrovat.com)

### **POSTAL BALLOT FORM**

1.	Name of the First Named Member (in BLOCK LETTERS)	
2.	Registered Address of the Sole / First Named Member / Beneficial Owner	
3.	Regd. Folio No./ DP ID No.* / Client ID No.* (*applicable only to Members holding equity shares in dematerialized form)	
4.	Number of Equity Share(s) held	

I / We hereby exercise my / our vote(s) in respect of the Ordinary / Special Resolutions to be passed by means of Postal Ballot for the business stated in the Postal Ballot Notice dated **February 11, 2025**, by conveying my / our assent or dissent to the said Resolutions by placing a tick mark (✓) in the appropriate box below:

Item No.	Description	Number of Equity Shares for which votes cast	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1.	<b>Special Resolution:</b>  Approval for re-appointment of and remuneration payable to Mr. Balram Singh Yadav (DIN: 00294803) as the “Managing Director” of the Company, for a further period commencing from May 1, 2025 upto August 31, 2025.			
2.	<b>Ordinary Resolution:</b>  Approval for appointment of Mr. Sunil Kataria (DIN: 06863609) as a “Director” of the Company.			
3.	<b>Special Resolution:</b>  Approval for appointment and remuneration of Mr. Sunil Kataria (DIN: 06863609) as the “Chief Executive Officer & Managing Director - Designate” of the Company, for a first term comprising of a period commencing from May 5, 2025 upto August 31, 2025.			

4.	<b>Special Resolution:</b>  Approval for appointment and remuneration of Mr. Sunil Kataria (DIN: 06863609) as the “Chief Executive Officer & Managing Director” of the Company, subsequent to the superannuation of Mr. Balram Singh Yadav, for a second term commencing from September 1, 2025 upto August 31, 2030.			
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**Place:**

**Date:**

\_\_\_\_\_  
**Signature of Member / Authorized Signatory**

**E-VOTING PARTICULARS**

<b>EVEN</b>	<b>USER ID</b>	<b>PASSWORD</b>
<b>133094</b>		

<b>Cut-off date for reckoning Voting Rights for Postal Ballot and E-Voting</b>	<b>Commencement of voting by Postal Ballot and E-Voting (Start Date)</b>	<b>Last date of receipt of Postal Ballot and close of E-Voting (End Date)</b>
<b>Friday, March 14, 2025</b>	<b>9.00 a.m. (IST) on Thursday, March 20, 2025</b>	<b>5.00 p.m. (IST) on Friday, April 18, 2025</b>

*(Please see the instructions overleaf for filling in the Postal Ballot Form.)*

#### **IMPORTANT INSTRUCTIONS FOR VOTING:**

- 1) Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Member / Beneficial Owner as on **Friday, March 14, 2025 (Cut-off date)**. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members as on the cut-off date.
- 2) For E-voting, please refer to the instructions under “E-voting Instructions” in the Notice attached herewith.
- 3) A Member may vote through electronic mode. E-voting will be available **from 9.00 a.m. (IST) on Thursday, March 20, 2025 upto 5.00 p.m. (IST) on Friday, April 18, 2025**. Members are requested to refer to instructions for e-voting, appended to this Notice.
- 4) Alternatively, Members may print the Postal Ballot Form and return the same duly completed and signed, so as to reach the Scrutinizer at **M/s. BNP & Associates, Practicing Company Secretaries, at 101, 1st Floor, Bholenath Chogle Residency, Babhai Naka, Near Ram Mandir, Borivali (West), Mumbai – 400092, Maharashtra, India, on or before 5.00 p.m. (IST) on Friday, April 18, 2025**, failing which, it will be strictly treated as if no reply has been received from the Member. The Company, in no way, would be responsible for late / non delivery of Postal Ballot Form on account of any reason whatsoever. Therefore, the Members are requested to send the duly completed Postal Ballot Form well before the last date. Postage / Courier expenses for sending such physical Postal Ballot Form to the Scrutinizer will be borne by the Members. The Members are also requested NOT to send any other paper along with the Postal Ballot Form. Any extraneous paper found with the Postal Ballot Form would be destroyed by the Scrutinizer and the Company would not act on the same.
- 5) The Members can opt for only one mode of voting, i.e., either by physical Postal Ballot Form or E-voting. In case Members cast their vote by Physical Postal Ballot Form and E-voting, the voting done through E-voting shall prevail and voting done by physical Postal Ballot Form will be treated as invalid.
- 6) The Postal Ballot Form should be completed in all respects and signed by the Member (as per the specimen signature registered with the Company). Voting Rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint shareholding, this Form should be completed and signed (as per the specimen signature registered with the Company) by a First Named Member and in his / her absence, by the next named Member. Holders of the Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
- 7) In case of Equity Shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
- 8) The consent must be accorded by recording the assent in the column “FOR” and dissent in the column “AGAINST” by placing a tick mark (✓) in the appropriate box. The assent or dissent received in any other form shall not be considered valid. A Member need not use all his / her / their votes nor does he / she / they need to cast his / her / their votes in the same way.
- 9) The vote(s) of a Member will be considered invalid, *inter alia*, on any of the following grounds:
  - i. If a form other than the Postal Ballot Form issued by the Company is used;
  - ii. If the Postal Ballot Form has not been signed by the Member or if the Member’s signature does not tally with the specimen signature of the Company;
  - iii. If the Member has put a tick mark (✓) in both the columns, that is, for ‘Assent’ and also for ‘Dissent’ to the resolution in such manner that the aggregate shares voted for ‘Assent’ and ‘Dissent’ exceed the total number of shares held;
  - iv. If the Postal Ballot Form is incomplete or incorrectly filled;
  - v. If the Member has made any amendment to the resolution or imposed any condition while exercising his / her / their vote;
  - vi. If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes;
  - vii. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Members.
- 10) The Scrutinizer’s decision on the validity of the Postal Ballot Form shall be final.
- 11) Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to [gavinvestors@godrejagrovnet.com](mailto:gavinvestors@godrejagrovnet.com).
- 12) The Result of voting on the Resolutions will be declared on or before **Tuesday, April 22, 2025** and will be displayed on the website of the Company ([www.godrejagrovnet.com](http://www.godrejagrovnet.com)) besides being communicated to the Stock Exchanges.

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