

**COMBINED SCRUTINIZER'S REPORT ON POSTAL BALLOT
CONDUCTED THROUGH PHYSICAL AND REMOTE E-VOTING
DURING THE PERIOD FROM FEBRUARY 3, 2023 TO MARCH 4, 2023**

[Pursuant to Section 110 of the Companies Act, 2013 and
Rule 22 of the Companies (Management and Administration) Rules, 2014]

Date: March 5, 2023

To,
Mr. Nadir B. Godrej (The Chairman)
Mr. Balram S. Yadav (Managing Director)
Godrej Agrovet Limited
"Godrej One", 3rd Floor, Pirojshanagar,
Eastern Express Highway, Vikhroli (East),
Mumbai - 400 079, Maharashtra

Sub.: Godrej Agrovet Limited – Scrutinizer's Report on Postal Ballot Results

I, B. Narasimhan, Proprietor of BN & Associates, Company Secretaries, (having ICSI Membership No. FCS-1303 and COP No. 10440), have been appointed by the Board of Directors of Godrej Agrovet Limited (*hereinafter referred to as the "Company"*) vide resolution passed by circulation on January 28, 2023, as the Scrutinizer in terms of Section 110 and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing voting through Physical Ballot and Electronic process for the Postal Ballot conducted during the period from **Friday, February 3, 2023 to Saturday, March 4, 2023**, in a fair and transparent manner and in respect of the Resolution as circulated / stated in the Postal Ballot Notice dated January 28, 2023 ('Notice').

In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with 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 General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No.20/2021 dated December 8, 2021, General Circular No.3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (the "MCA Circulars") and the Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/Pod-2/P/CIR/2023/4 dated January 5, 2023 (the "SEBI Circular") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force). The Explanatory Statement pursuant to Section 102(1) of the Act, setting out all the material facts relating to the Resolution mentioned in the Postal Ballot Notice dated January 28, 2023. The Company had provided facility for voting through electronic means (E-voting) to all the Members of the Company to enable them to cast their votes electronically and by physical Postal Ballot, to the Members who were unable to access e-voting facilities, as per the instructions contained in this Notice.



Report on Scrutiny:

- The Company has engaged the services of National Securities Depositories Ltd (“NSDL”), as the Electronic Voting Service Provider who had made necessary arrangements to facilitate E-voting by the Shareholders of the Company on their website <https://evoting.nsd.com>.
- NSDL had provided a system for recording the votes of the Shareholders electronically through E-voting conducted during the period from Friday, February 3, 2023 to Saturday, March 4, 2023, on the item of the business sought to be transacted as per the Postal Ballot notice dated January 28, 2023.
- NSDL had set up electronic voting facility on their website, <https://www.evoting.nsd.com>. The Company had uploaded all the items of the business to be transacted through Postal Ballot on its website (www.godrejagrov.com) and on NSDL website (www.evoting.nsd.com) and also on the websites of BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com), Stock Exchanges where the Equity Shares of the Company are listed, to facilitate its Shareholders to cast their vote through E-Voting.
- KFin Technologies Limited (formerly known as “Kfin Technologies Private Limited”) is the Company’s Registrar and Share Transfer Agent (RTA).
- Pursuant to the MCA Circulars and SEBI Circular, a facility was extended for the Shareholders to cast their vote only through E-voting in accordance with the provisions of the MCA Circulars. However, Members who did not have access to e-voting facilities, were permitted to cast their votes by physical Postal Ballot as per instructions contained in the Notice.
- Accordingly, the Company had sent the Postal Ballot Notice including all the requisite information required to cast the vote, in electronic form only, to all its Shareholders who have registered their e-mail addresses with the Company / Registrar & Transfer Agents / Depository Participants. The communication of the assent or dissent of the Members was sought through the E-voting system or through the physical Postal Ballot Form. Persons who were Members as on **Friday, January 27, 2023** and (i) who received the Notice of Postal Ballot by e-mail; or (ii) who have not received the Notice of Postal Ballot due to the non-registration of their e-mail ID with the Company or the Depositories / Depository Participants and wished to vote through E-voting or through physical ballot paper could participate in the voting on Postal Ballot. The physical Ballot Form was required to be sent to the Scrutinizer’s address so as to reach him on or before 5.00 p.m. (IST) on Saturday, March 4, 2023 to cast his/her/its vote.
- In order to facilitate those Members who had not yet registered their e-mail addresses, a proper procedure was laid down for the Shareholders to get their e-mail addresses registered with the RTA so that those Members could also participate in the Postal Ballot.
- The Company and NSDL, had uploaded the Notice together with the explanatory statement, on their respective websites viz. www.godrejagrov.com and <https://www.evoting.nsd.com/> respectively. Electronic Voting Event Number “123356” (“EVEN”) was generated for casting the votes through E-voting mode. The Company and NSDL have complied with, all the necessary formalities specified under the Act, the Rules and the Circulars issued in this regard.
- The aforesaid Postal Ballot Notice was sent through e-mail by January 30, 2023, to all the Shareholders of the Company who had registered their e-mail addresses as on January 27, 2023 (cut-off date).



- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder and Listing Regulations relating to the items being placed for approval of the Shareholders through Postal Ballot by e- voting.
- My responsibility as the Scrutinizer of the Postal Ballot, was restricted to scrutinize the E-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report on the votes cast in favour and against the resolution stated in the Notice, based on the reports generated from the E-voting system provided by NSDL.
- I report that, the Notice was sent through e-mail to **1,06,169** Shareholders whose Email IDs were registered with the Depositories and as made available with the RTA. The total Number of Shareholders as on the Cut-off date was **1,13,375**. The E-voting period commenced from **Friday, February 3, 2023 from 9.00 a.m. (IST) and ended on Saturday, March 4, 2023 at 5.00 p.m. (IST)**.
- A Public Notice with regard to the Postal Ballot Notice was published on **Tuesday, January 31, 2023** in "Business Standard", English Newspaper (All India edition), and in "Mumbai Lakhadeep", Marathi Newspaper (Mumbai edition) providing requisite information and contact details of the NSDL for registering email ID and queries on E-voting.

The item for which approval of the Shareholders of the Company was sought as stated in the Notice is mentioned hereunder: -

Sr. No.	Type of Resolution	Description of the Resolution
1.	Special Resolution	Appointment of Ms. Ritu Verma (DIN: 05262828) as an "Independent Director" of the Company for a term of 5 (five) years commencing from January 27, 2023 upto January 26, 2028

SUMMARY OF VOTES CAST

The E-voting process concluded at 5.00 p.m. on Saturday, March 4, 2023. After the closure of E-voting process the votes cast through E-voting facility were duly unblocked by me as a Scrutinizer in the presence of K. Venkataraman and Rena Oswal witnesses, not in employment of the Company, as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014. Since E-voting facility was provided by NSDL, the details of the E-voting exercised by the Shareholders were duly compiled by NSDL. The details of the E-voting, the compilation of the Register containing the statement of Member's name, DP ID & Client ID and/or folio number, number of shares held, number of votes exercised, votes in favour, votes against were generated by NSDL i.e. <https://www.evoting.nsdl.com/> were duly scrutinized.

On scrutiny, I report that out of **1,13,375** Shareholders holding shares as on the cut-off date, i.e. Friday, January 27, 2023, 781 Shareholders, holding 15,37,71,534 shares have exercised their votes through remote E-voting and "**Nil**" Shareholder had exercised their votes through ballot papers sent to me by email / post. The details of Postal Ballot result for the item placed for consideration and approval of the Members is given below:



Item No 1: As a Special Resolution:

Appointment of Ms. Ritu Verma (DIN: 05262828) as an "Independent Director" of the Company for a term of 5 (five) years commencing from January 27, 2023 up to January 26, 2028:

Total no. of Members	1,13,375		
Total no. of Equity Shares	19,21,60,890		
E-voting as per the Postal Ballot Notice	From 9.00 a.m. on Friday, February 3, 2023 till 5.00 p.m. on Saturday, March 4, 2023		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	781	15,37,71,534
Total Votes cast through postal ballots sent by email	B	Nil	Nil
Less: Invalid E-voting <i>abstained / less voted</i> * refer note below	C	Nil	Nil
Net E-voting (A-B) considered valid	D	781	15,37,71,534

NOTE:

Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date reckoned for the purpose of Postal Ballot.

A Vote Cast In favour or against is calculated based on the Valid Votes cast through Remote E-voting.

Summary of E-voting through Postal Ballot

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng Shares (3) = [(2)/ (1)] *100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6) = [(4)/ (2)] *100	% of votes against on votes polled (7) = [(5)/ (2)] *100
Promoter and Promoter Group	14,23,24,750	14,23,24,750	100.00	14,23,24,750	0	100.00	0.00
Public-Institutional holders	1,36,79,018	72,33,005	52.877	72,33,005	0	100.00	0.00
Public-others	3,61,57,122	42,13,779	11.654	42,06,595	7,184	99.830	0.170
Total	19,21,60,890	15,37,71,534	80.022	15,37,64,350	7,184	99.995	0.005

Percentage of votes cast in Favour: 99.995

Percentage of votes cast Against: 0.005

RESULT: -

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No.1 as set forth in the Postal Ballot Notice dated January 28, 2023 has been passed by the Members with requisite majority pursuant to Regulation 25 (2A) of the Listing Regulations. The Resolution is deemed as passed on the last date of voting that is **Saturday, March 4, 2023.**

I further report that as per the Postal Ballot Notice dated January 28, 2023 and the Board Resolution dated January 28, 2023, the Chairman or a person authorised by him in writing may declare and confirm the above result of voting by Postal Ballot in respect of the Resolution referred in Postal Ballot Notice, on or before March 7, 2023. The result of the Postal Ballot will be displayed on the website of the Company at www.podreia.rovet.com and on the website of NSDL at <https://www.evoting.nsdl.com/>. The results will also be submitted to / filed with BSE Limited and National Stock Exchange of India Limited, the exchanges where the Equity Shares of the Company are listed and, the Company will display the results of the Postal Ballot at its Registered Office.



I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with and the records maintained by me including the data as obtained from NSDL, the Service Provider for the E-voting facility extended by them as also the Registrar and Share Transfer Agent recording the consent or otherwise received from the Members, by E-voting which includes all the particulars of the Members such as the name, folio number/DP ID and Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, and other related data / papers are in my safe custody which will be handed over to the Company Secretary of the Company.

I thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot process of your Company.

Thanking you,
Yours faithfully,
For BN & Associates
Company Secretaries

NARASIMHAN
N
BALASUBRAMANIAM
M
Date: 2023.03.05
13:42:00 +05'30'



CS B. Narasimhan
(Proprietor)
(FCS No.1303 COP No. 10440)

Place: Mumbai
Date: March 5, 2023
UDIN: F001303D003222774

The following were the witnesses to the unblocking of the votes on March 4, 2023


1. K. Venkataraman


2. Rena Oswal

Received the Report

For Godrej Agrovet Limited

BALRAM
SINGH YADAV
Date: 2023.03.05 20:39:31
+05'30'

Balram. S. Yadav
Managing Director