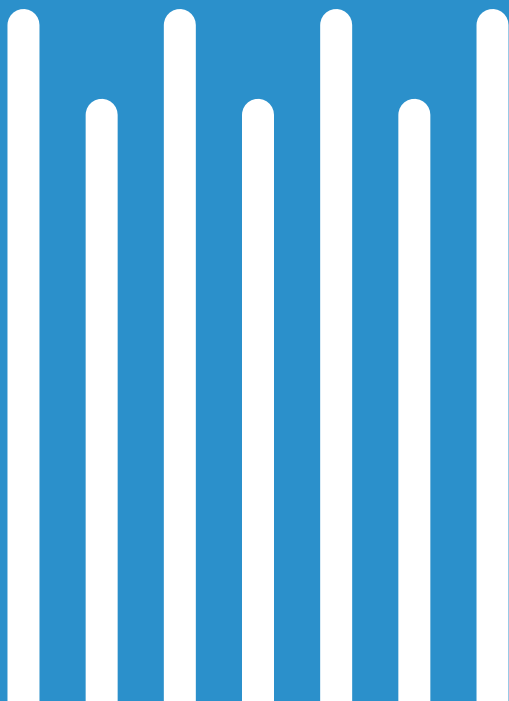


DIRECTORS' REPORT



Directors' Report

[Corporate Identity Number (CIN): L15410MH1991PLC135359]

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

TO THE MEMBERS:

Your Directors have pleasure in presenting this Thirty-Second (32nd) Directors' Report along with the Audited Financial Statements for the Financial Year ended March 31, 2023.

1. HIGHLIGHTS OF FINANCIAL PERFORMANCE:

Your Company's Standalone and Consolidated performance during the Financial Year 2022-23 as compared to that of the previous Financial Year 2021-22 is summarized below:

(₹ in Crore)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Total Income	7,014.14	6,289.34	9,481.18	8,385.74
Profit Before Taxation & Exceptional Items	388.76	460.34	377.68	558.85
Less: Exceptional Expense	-	-	-	17.28
Profit Before Taxation (PBT)	388.76	460.34	377.68	541.57
Less: Tax Expense	85.12	100.13	82.32	122.42
Profit After Taxation (PAT)	303.64	360.21	295.36	419.15

2. REVIEW OF OPERATIONS / STATE OF AFFAIRS OF THE COMPANY, ITS SUBSIDIARIES & JOINT VENTURES & OTHER ASSOCIATES:

Review of Operations / State of Affairs of the Company:

There has been no change in the nature of business of your Company during the Financial Year 2022-23.

The business-wise performance of your Company is discussed in detail as follows:

Businesses of the Company:

Animal Feed:

During the Financial Year 2022-23, the Animal Feed segment delivered continued volume growth of 6% year-on-year led by market share gains in Cattle Feed and Aqua Feed categories. Cattle Feed segment continued to record strong growth, cementing its leadership position through portfolio of new products launched over the last two years. However, feed industry faced multiple profitability headwinds during the year, including unfavourable Government interventions in input as well as output prices and limited pass-through of input cost inflation amid competitive pressure. Consequently, segment results declined by 24% year-on-year in the Financial Year 2022-23.

Crop Protection:

Standalone segment revenues recovered to ₹ 595.75 Crore in the Financial Year 2022-23 from ₹ 544.91 Crore in the Financial Year 2021-22. Your Company's sales growth was led by in-house and in-licensed product portfolio. However, margin profile was impacted by lower volumes under plant growth regulators category, product rationalisation initiatives and elevated input costs. Entire industry faced margin pressure due to high level of channel inventories, aggressive pricing strategies and limited transmission of input cost inflation as focus shifted to collections. Standalone segment results declined by 26.7% year-on-year to ₹ 74.32 Crore in the Financial Year 2022-23 from ₹ 101.37 Crore in the Financial Year 2021-22. The segment achieved substantial improvement in working capital position with strict focus on channel hygiene during the year.

Vegetable Oil:

Vegetable oil segment recorded another good year despite last year's high base. Segment revenues increased to ₹ 1,298.49 Crore in the Financial Year 2022-23 from ₹ 1,264.75 Crore in the Financial Year 2021-22, while segment results increased to ₹ 249.11 Crore from ₹ 240.83 Crore. Modest performance in the Financial Year 2022-23 was driven by consistent volume growth coupled with further improvement in Oil Extraction Ratio. Average prices for crude palm oil and palm kernel oil fell by 11% year-on-year during the year under review, which constrained profitability growth.

Review of Operations / State of Affairs of Subsidiaries, Joint Ventures & Other Associates:

Your Company has interests in several businesses including dairy products, poultry, value-added vegetarian and non-vegetarian products, cattle breeding and dairy farming, through its Subsidiaries, Joint Ventures and other Associates.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with the Rules framed thereunder, a Statement containing the salient features of the Financial Statements of your Company's Subsidiaries and Associates in Form AOC-1 is annexed to and forms a part of the Financial Statement. The Statement provides the details of performance and financial position of each of the Subsidiaries and Associates. In accordance with Section 136 of the Companies Act, 2013, the Audited Financial Statements, including the Consolidated Financial Statement, Audited Accounts of all the Subsidiaries and other documents attached thereto are available on your Company's website www.godrejagrovet.com.

Your Directors present herewith, a broad overview of the operations and financials of Subsidiaries, Joint Ventures and other Associates of your Company during the Financial Year 2022-23, as follows:

A. Review of Operations / State of Affairs of the Subsidiaries of the Company:

1. Godvet Agrochem Limited:

Godvet Agrochem Limited ("Godvet") is a wholly-owned subsidiary of your Company.

During the Financial Year 2022-23, Godvet recorded Profit Before Tax of ₹ 0.99 Crore, as compared to Profit Before Tax of ₹ 1.14 Crore in the previous Financial Year 2021-22.

2. Astec LifeSciences Limited & Its Subsidiaries:

Astec LifeSciences Limited ("Astec") manufactures agrochemical active ingredients (technical), bulk and formulations, intermediate products and sells its products in India as well as exports them to approximately 18 (eighteen) countries. During the Financial Year 2022-23, Astec recorded Consolidated Total Income of ₹ 641.23 Crore as compared to ₹ 687.03 Crore in the previous Financial Year 2021-22. Profit Before Exceptional Items and Tax also declined to ₹ 34.95 Crore in Financial Year 2022-23 from ₹ 121.13 Crore in the previous Financial Year. Decline in Total Income and profitability in the Financial Year 2022-23 was attributed to unprecedented drop in volumes as well as realizations mainly in the second half of the year.

The shareholding of your Company in Astec as on March 31, 2023 was 64.77% of the total Paid-up Equity Share Capital of Astec.

Subsidiaries of Astec LifeSciences Limited:

Astec had the following 2 (Two) Subsidiaries throughout the Financial Year 2022-23:

(i) Behram Chemicals Private Limited:

During the Financial Year 2022-23, Behram Chemicals Private Limited ("Behram") reported a Profit Before Tax of ₹ 0.11 Crore, as compared to Profit Before Tax of ₹ 0.09 Crore during the previous Financial Year 2021-22.

The shareholding of Astec in Behram as on March 31, 2023 was 65.63% of the total Paid-up Equity Share Capital of Behram.

(ii) Comercializadora Agricola Agroastrachem Cia Ltda (Bogota, Columbia):

During the Financial Year 2022-23, Comercializadora Agricola Agroastrachem Cia Ltda ("Comercializadora"), reported Nil Profit / Loss Before Tax as compared to Nil Profit / Loss during the previous Financial Year 2021-22.

Comercializadora is a wholly-owned subsidiary of Astec.

3. Creamline Dairy Products Limited:

Creamline Dairy Products Limited ("CDPL") is one of the leading private dairy companies in Southern India and its products are sold under the brand name 'Godrej Jersey'.

During the Financial Year 2022-23, CDPL recorded a Total Income of ₹ 1,506.40 Crore, representing a year-on-year growth of 27.8%. The continued growth in Financial Year 2022-23 as compared to the previous Financial Year was led primarily by market share gains in value-added products, mainly curd, milk drinks and ghee. However, margin profile was impacted by continued rise in milk procurement costs and limited transmission through price hikes. As a result, CDPL reported a Loss Before Tax excluding Exceptional Items of (₹ 56.27 Crore) in the current Financial Year 2022-23 vis-a-vis Loss of (₹ 32.35 Crore) in the previous Financial Year.

The shareholding of your Company in CDPL as on March 31, 2023 was 51.91% of the total Paid-up Equity Share Capital of CDPL.

4. Godrej Tyson Foods Limited:

Godrej Tyson Foods Limited (“GTFL”) is engaged in the manufacturing of processed poultry and vegetarian products through its brands ‘Real Good Chicken’ and ‘Yummiez’. GTFL is also engaged in the sale of live birds in the market.

During the Financial Year 2022-23, GTFL recorded a Total Income of ₹ 1,004.93 Crore, representing a year-on-year growth of 27.9%. Growth in Total Income for the third consecutive year was a result of robust volume performance in branded segments – Real Good Chicken (RGC) and Yummiez. GTFL’s Profit Before Tax also recovered sharply to ₹ 13.20 Crore in the Financial Year 2022-23 from ₹ 3.03 Crore reported in the previous Financial Year.

Your Company currently holds a 51.00% equity stake in GTFL.

5. Godrej Maxximilk Private Limited:

Godrej Maxximilk Private Limited (“GMPL”) is a wholly-owned subsidiary of your Company.

GMPL is engaged in in-vitro production of high-quality cows that aid dairy farmers produce top-quality milk, thereby increasing their yield by a significant proportion.

During the Financial Year 2022-23, GMPL has reported a Loss Before Tax of (₹ 4.70 Crore), as compared to a Loss Before Tax of (₹ 9.77 Crore) in the previous Financial Year.

B. Review of Operations / State of Affairs of Joint Ventures (JVs):**(i) ACI Godrej Agrovet Private Limited, Bangladesh:**

ACI Godrej Agrovet Private Limited (“ACIGAVPL”) recorded Revenues of ₹ 1,946.70 Crore during the Financial Year 2022-23, as compared to ₹ 1,557.87 Crore during the Financial Year 2021-22.

ACIGAVPL continues to remain amongst top players in all the feed categories it operates in Bangladesh.

The shareholding of your Company in ACIGAVPL as on March 31, 2023 was 50% of the total Paid-up Equity Share Capital of ACIGAVPL.

(ii) Omnivore India Capital Trust:

Your Company has an investment in the units of Omnivore India Capital Trust, a venture capital organization that invests in Indian start-ups developing breakthrough technologies for food and agriculture. This investment is considered as a Joint Venture, as the Company participates in the key activities jointly with the Investment Manager.

C. Review of Operations / State of Affairs of Other Associates of the Company:**(i) Al Rahba International Trading Limited Liability Company, United Arab Emirates (UAE):**

Your Company held 24% equity stake in the Al Rahba International Trading Limited Liability Company (Al Rahba), an associate (with a 33.33% share in profits) as on March 31, 2023, which has been liquidated as on the date of this Report.

3. FINANCE & CREDIT RATING:

Your Company continues to manage its treasury operations efficiently and has been able to borrow funds for its operations at competitive rates.

During the Financial Year 2022-23, your Company had dual rating for its Commercial Paper Programme of ₹ 1,000 Crore (Rupees One Thousand Crore Only) as follows:

1. Credit Rating by ICRA Limited: “ICRA A1+” (pronounced as ‘ICRA A one plus’ rating); and
2. Credit Rating by CRISIL: “CRISIL A1+” (pronounced as ‘CRISIL A one plus’ rating).

In accordance with the Credit Rating assigned to the Commercial Paper Programme of your Company as above, the Board of Directors has granted its approval for borrowing by way of issuance of Commercial Papers upto an aggregate limit of ₹ 1,000 Crore (Rupees One Thousand Crore Only).

Moreover, your Company continues to enjoy long term rating of “ICRA AA” (pronounced as ‘ICRA double A’ for its ₹ 68.25 Crore Bank limits / facilities and short-term rating of “ICRA A1+” (pronounced as ‘ICRA A one plus’ rating) for its ₹ 595 Crore Bank limits / facilities.

4. INFORMATION SYSTEMS:

In your Company, information is considered as an important business asset and Information Security recommendations are implemented to provide adequate security to critical information assets in the organization.

The industry’s best security solutions and tools are implemented to ensure zero trust security in endpoints, servers, networks and cloud infrastructure with 24x7 monitoring mechanism to ensure security and high uptime. Your Company has stringent cyber security policy and it is monitored and managed by competent professionals round the clock. For network security, your Company has a ZERO tolerance policy

and all critical applications are accessible through secure channels. The Disaster Recovery (DR) site is maintained for critical business applications and DR Drills are conducted as per audit recommendations, in order to ensure business continuity and compliance.

The digital transformation initiatives are in progress across businesses, which include deployment of web-based and mobile applications and automation of business processes using Robotic Process Automation in order to bring in operational efficiency and be a future ready resilient organization. Your Company is also working on Cloud adoption to strengthen infrastructure availability and provide better manageability, thereby ensuring business continuity. Use of the latest technologies like Artificial Intelligence (AI) and Machine Learning (ML) & Predictive analytics is in place.

5. MANUFACTURING FACILITIES:

Your Company has several manufacturing facilities across the country, including but not limited to the following:

Animal Feed:

Sachin (Surat - Gujarat), Miraj (Sangli, Maharashtra), Dhule (Maharashtra), Nashik (Maharashtra), Khanna (Ludhiana, Punjab), Ikolaha (Ludhiana, Punjab), Khurda (Orissa), Chandauli (Uttar Pradesh), Kharagpur (West Bengal), Erode (Tamil Nadu), Hajipur (Bihar), Tumkur (Karnataka), Unnao (Uttar Pradesh), Medchal (Telangana) and Bundi (Rajasthan)

Aqua Feed:

Hanuman Junction (Krishna District, Andhra Pradesh), Kondapalli (Vijayawada, Andhra Pradesh) and Barabanki (Uttar Pradesh)

Crop Protection:

Samba (Jammu) and Lote Parshuram (Ratnagiri, Maharashtra)

Vegetable Oils:

Valpoi (Sattari, Goa), Ch. Pothepalli (West Godavari District, Andhra Pradesh), Chintalapudi (Andhra Pradesh), Seethanagaram (West Godavari District, Andhra Pradesh), Varanavasi (Ariyalur, Tamil Nadu) and Kolasib (Mizoram)

6. HUMAN RESOURCES:

Your Company has amicable employee relations at all locations and would like to place on record its sincere appreciation for the unstinted support it continues to receive from all its employees. Your Company also continued to focus on manpower productivity and efficiency during the Financial Year under review and hence drives various learning and development interventions in this regard, in line with the organizational objectives. Your Company is also committed to foster employee engagement and connect, while maintaining a safe and healthy workplace. Your Company has several policies formulated for the benefit of employees, which promote gender diversity, equal opportunity, prevention of sexual harassment, safety and health of employees. As on March 31, 2023, the total number of permanent employees of the Company was 2,747.

7. MATERIAL CHANGES AND COMMITMENTS SINCE THE FINANCIAL YEAR END:

There are no material changes and commitments affecting the financial position of your Company which have occurred between the end of the Financial Year 2022-23 to which the Financial Statements relate and the date of the Directors' Report (i.e., from April 1, 2023 upto May 9, 2023). The Management of your Company has considered internal and certain external sources of information, including economic forecasts and industry reports upto the date of approval of the Financial Statements, in determining the impact on various elements of its Financial Statements.

8. DIVIDEND:

A. Proposed Final Dividend for the Financial Year 2022-23:

The Board of Directors of your Company has recommended a Final Dividend for the Financial Year 2022-23 at the rate of 95% (Ninety Five per cent), i.e., ₹ 9.50 (Rupees Nine and Paise Fifty Only) per Equity Share of Face Value of ₹ 10/- (Rupees Ten Only) each, subject to approval of the Shareholders at the ensuing Thirty-Second Annual General Meeting ("32nd AGM").

The Dividend will be paid to the Shareholders whose names appear in the Register of Members of the Company as on **Friday, July 28, 2023** and in respect of shares in dematerialized form, it will be paid to Shareholders whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as the beneficial owners as on that date.

The Shareholders of your Company are requested to note that the Income Tax Act, 1961, as amended by the Finance Act, 2022, mandates that dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of the Shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of making payment of the Final Dividend. In order to enable your Company to determine and deduct the appropriate TDS as applicable, the Shareholders are requested to read the instructions given in the Notes to the Notice convening the 32nd AGM, forming a part of this Annual Report.

The Dividend payout for the Financial Year 2022-23 is in accordance with the Company's Dividend Distribution Policy.

In terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Dividend Distribution Policy of the Company is made available on the website of the Company and can be accessed on the web-link <https://www.godrejagrovet.com/sustainability/codes-and-policies>.

B. Status of Final Dividend Declared for the Financial Year 2021-22:

The Company had declared a Final Dividend at the rate of 95%, i.e., ₹ 9.50/- (Rupees Nine and Paise Fifty Only) per Equity Share of Face Value of ₹ 10/- (Rupees Ten Only) each, at its 31st (Thirty-First) Annual General Meeting held on July 29, 2022 for the Financial Year 2021-22, aggregating to ₹ 182,55,20,798/- (Rupees One Hundred Eighty Two Crore Fifty Five Lakh Twenty Thousand Seven Hundred Ninety Eight Only).

As on March 31, 2023, ₹ 182,52,80,024.50 (Rupees One Hundred Eighty Two Crore Fifty Two Lakh Eighty Thousand Twenty Four and Paise Fifty Only) was paid and ₹ 2,40,773.50 (Rupees Two Lakh Forty Thousand Seven Hundred Seventy Three and Paise Fifty Only) is lying in the Unpaid Dividend Account for the said Financial Year 2021-22.

The Final Dividend declared and paid for the Financial Year 2021-22 by the Company was in compliance with the provisions of the Companies Act, 2013 and the Rules framed thereunder and in accordance with the Company's Dividend Distribution Policy.

9. TRANSFER TO RESERVE:

Your Directors do not propose to transfer any amount to reserve during the Financial Year 2022-23.

10. SHARE CAPITAL:

Your Company's Equity Share Capital position as at the beginning of the Financial Year 2022-23 (i.e., as on April 1, 2022) and as at the end of the said Financial Year (i.e., as on March 31, 2023) was as follows:

Category of Share Capital	Authorized Share Capital			Issued, Subscribed & Paid-up Share Capital		
	No. of Shares	Face Value Per Share (₹)	Total Amount (₹)	No. of Shares	Face Value Per Share (₹)	Total Amount (₹)
As on April 1, 2022:						
Equity	22,49,94,000	10	2,24,99,40,000	19,21,12,960	10	192,11,29,600
Preference	6,000	10	60,000	-	-	-
TOTAL	22,50,00,000		2,25,00,00,000	19,21,12,960	10	192,11,29,600
As on March 31, 2023:						
Equity	22,49,94,000	10	2,24,99,40,000	19,21,60,890	10	192,16,08,900
Preference	6,000	10	60,000	-	-	-
TOTAL	22,50,00,000		2,25,00,00,000	19,21,60,890	10	192,16,08,900

During the Financial Year 2022-23, your Company has allotted 47,930 (Forty Seven Thousand Nine Hundred and Thirty) Equity Shares of Face Value of ₹ 10/- (Rupees Ten Only) each under the Godrej Agrovet Limited – Employees Stock Grant Scheme 2018 ("ESGS 2018"), pursuant to exercise of options by Eligible Employees under ESGS 2018.

The aforementioned 47,930 (Forty Seven Thousand Nine Hundred and Thirty) Equity Shares rank *pari passu* with the existing Equity Shares of the Company and have been listed for trading on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

11. EMPLOYEES STOCK GRANT SCHEME, 2018:

Your Company has implemented and through the Nomination and Remuneration Committee of the Board of Directors administers, the Godrej Agrovet Limited – Employees Stock Grant Scheme, 2018 ("ESGS 2018"), under which stock options are granted to the Eligible Employees, in compliance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [erstwhile Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014].

The details of the Stock Grants allotted under ESGS 2018 have been uploaded on the website of the Company www.godrejagrovet.com.

The Board of Directors of your Company confirms as follows:

- ESGS 2018 has been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the approval granted by the Members; and
- There have been no changes in ESGS 2018 during the Financial Year 2022-23.

Your Company has received an Annual certificate from M/s. BNP & Associates, Company Secretaries and the Secretarial Auditors of the Company that, during the Financial Year 2022-23, ESGS 2018 has been implemented in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the resolution passed by the

Shareholders. Any request for inspection of the said Certificate may please be sent to gavlinvestors@godrejagrovet.com.

The disclosure as per Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 has been made available on the website of the Company, viz., www.godrejagrovet.com.

12. DEPOSITS:

Your Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013 [(i.e., deposits within the meaning of Rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014)], during the Financial Year 2022-23.

Thus, the details of deposits required as per the provisions of the Companies (Accounts) Rules, 2013 are as follows:

(a)	Accepted during the Financial Year 2022-23	:	Nil
(b)	Remained unpaid or unclaimed during the Financial Year 2022-23	:	Nil
(c)	Whether there has been any default in repayment of deposits or payment of interest thereon during the Financial Year 2022-23 and if so, number of such cases and total amount involved –		
	(i) At the beginning of the year	:	Nil
	(ii) Maximum during the year	:	Nil
	(iii) At the end of the year	:	Nil
(d)	Details of Deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013	:	Nil

13. HOLDING COMPANY:

Your Company continues to be a Subsidiary of Godrej Industries Limited (“GIL”), as defined under Section 2(87) of the Companies Act, 2013. As on March 31, 2023, the shareholding of GIL in your Company was 12,47,14,957 (Twelve Crore Forty Seven Lakh Fourteen Thousand Nine Hundred and Fifty-Seven) Equity Shares of Face Value of ₹ 10/- (Rupees Ten Only) each, aggregating to 64.90% of the Paid-up Equity Share Capital of the Company. GIL is also a listed company (listed on BSE Limited and the National Stock Exchange of India Limited).

14. SUBSIDIARY COMPANIES:

During the Financial Year 2022-23, no company has newly become or ceased to be a Subsidiary of your Company.

Your Company had the following subsidiaries [as defined under Section 2(87) of the Companies Act, 2013] during the Financial Year 2022-23:

i. Godvet Agrochem Limited:

A Wholly-owned Subsidiary of your Company throughout the Financial Year 2022-23

ii. Astec LifeSciences Limited:

A Subsidiary of your Company throughout the Financial Year 2022-23, in which your Company holds 64.77% of the Equity Share Capital as on March 31, 2023.

iii. Behram Chemicals Private Limited:

A Subsidiary of Astec LifeSciences Limited throughout the Financial Year 2022-23, in which Astec LifeSciences Limited holds 65.63% as on March 31, 2023

iv. Comercializadora Agricola Agroastrachem Cia Ltda (Bogota Columbia):

A Wholly-owned Subsidiary of Astec LifeSciences Limited throughout the Financial Year 2022-23

v. Creamline Dairy Products Limited:

A Subsidiary of your Company throughout the Financial Year 2022-23, in which your Company holds 51.91% as on March 31, 2023 and is also an Unlisted Material Subsidiary of your Company as on March 31, 2023, as per Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

vi. Godrej Tyson Foods Limited:

Subsidiary of your Company throughout the Financial Year 2022-23, in which your Company holds 51.00% as on March 31, 2023

vii. Godrej Maximilk Private Limited:

A Wholly-owned Subsidiary of your Company throughout the Financial Year 2022-23

15. JOINT VENTURE COMPANY:

During the Financial Year 2022-23, no company has newly become or ceased to be a Joint Venture (JV) company of your Company.

i. ACI Godrej Agrovet Private Limited, Bangladesh

Your Company holds 50% of the Paid-Up Equity Share Capital in ACI Godrej Agrovet Private Limited ("ACI GAVPL") (a body corporate incorporated in and under the laws of Bangladesh), while the remaining 50% of the Paid-Up Equity Share Capital in ACI GAVPL is held by Advanced Chemical Industries (ACI) Limited, Bangladesh, pursuant to a Joint Venture arrangement.

16. ASSOCIATE COMPANY:

During the Financial Year 2022-23, no company has become or ceased to be an Associate Company of your Company.

i. Al Rahba International Trading LLC, Abu Dhabi, United Arab Emirates (UAE)

Your Company held 24% shareholding and 33.33% profit share in Al Rahba International Trading LLC, Abu Dhabi, United Arab Emirates (UAE) as on March 31, 2023, which has been liquidated as on the date of this Report.

17. SCHEME OF AMALGAMATION / ARRANGEMENT:

During the Financial Year 2022-23, your Company has not proposed or considered or approved any Scheme of Merger / Amalgamation / Takeover / Demerger or Arrangement with its Members and/or Creditors.

18. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENT:

In the opinion of the Board of Directors of your Company, adequate internal financial controls are available, operative and adequate, with reference to the preparation and finalization of the Financial Statement for the Financial Year 2022-23.

19. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016, DURING THE FINANCIAL YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

During the Financial Year 2022-23, there was no application made and proceeding initiated / pending by any Financial and/or Operational Creditors against your Company under the Insolvency and Bankruptcy Code, 2016.

As on the date of this Report, there is no application or proceeding pending against your Company under the Insolvency and Bankruptcy Code, 2016.

20. DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF VALUATION AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE AT THE TIME OF TAKING A LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

During the Financial Year 2022-23, the Company has not made any settlement with its bankers for any loan(s) / facility(ies) availed or / and still in existence.

21. ANNUAL RETURN:

Pursuant to Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2021, Annual Return in Form MGT-7 for the Financial Year 2022-23 is being placed on the website of your Company and is available at the web-link <https://www.godrejagrovet.com/investors/annual-reports>.

22. DIRECTORS:

The Board of Directors of your Company comprised of the following Directors, as on March 31, 2023:

1.	Mr. Nadir B. Godrej	Chairman, Non-Executive & Non-Independent Director
2.	Mr. Jamshyd N. Godrej	Non-Executive & Non-Independent Director
3.	Ms. Tanya A. Dubash	Non-Executive & Non-Independent Director
4.	Ms. Nisaba Godrej	Non-Executive & Non-Independent Director
5.	Mr. Pirojsha Godrej	Non-Executive & Non-Independent Director
6.	Mr. Burjis Godrej	Executive Director
7.	Mr. Balram S. Yadav	Managing Director
8.	Dr. Ritu Anand	Independent Director

9.	Ms. Aditi Kothari Desai	Independent Director
10.	Ms. Roopa Purushothaman	Independent Director
11.	Mr. Natarajan Srinivasan	Independent Director
12.	Mr. Kannan Sitaram	Independent Director
13.	Dr. Ashok Gulati	Independent Director
14.	Ms. Ritu Verma	Independent Director

The following changes have taken place in the Directors of your Company during the Financial Year 2022-23 and till the date of this Report:

Name of Director	Date & Particulars of Change
Dr. Raghunath A. Mashelkar	Dr. Raghunath A. Mashelkar ceased to be the Director (Non-Executive & Independent) of the Company with effect from July 18, 2022, on account of expiry of term of 5 (Five) years.
Ms. Natarajan Srinivasan	The first term of appointment of Mr. Natarajan Srinivasan as an "Independent Director" of the Company was liable to come to an end on July 17, 2022. Upon recommendation made by the Nomination and Remuneration Committee, the Board of Directors through a Resolution passed on May 28, 2022, had approved and recommended to the Shareholders, the re-appointment of Mr. Natarajan Srinivasan as an "Independent Director", to hold office for a second term of 5 (Five) years i.e., w.e.f. July 18, 2022 upto July 17, 2027. Accordingly, the Shareholders of the Company by passing a Special Resolution through Postal Ballot (whose results were declared on July 4, 2022), approved the said re-appointment for a second term of 5 (Five) years, i.e., w.e.f. July 18, 2022 upto July 18, 2027.
Mr. Nadir B. Godrej Ms. Nisaba Godrej	In accordance with the provisions of Section 152 of Companies Act, 2013, Mr. Nadir B. Godrej and Ms. Nisaba Godrej, Non-Executive & Non-Independent Directors, were liable for retire by rotation at the 31 st (Thirty-First) Annual General Meeting (AGM) of the Company on July 29, 2022 and being eligible and having offered themselves for re-appointment, were re-appointed at the said AGM.
Mr. Burjis Godrej	Mr. Burjis Godrej was appointed as an "Executive Director" by the Board of Directors of the Company at its Meeting held on February 4, 2022, to hold office for a term of 5 (Five) years commencing from November 1, 2022 upto October 31, 2027, subject to the approval of the Shareholders. The Shareholders' approval was obtained by a Special Resolution passed at the 31 st (Thirty-First) Annual General Meeting held on July 29, 2022.
Mr. Balram S. Yadav	Upon recommendation made by the Nomination and Remuneration Committee, the Board of Directors, at its Meeting held on May 9, 2022, had approved the re-appointment of Mr. Balram S. Yadav as the "Managing Director" of the Company, for further period commencing from September 1, 2022 upto April 30, 2025, subject to the approval of the Shareholders at the 31 st (Thirty-First) Annual General Meeting of the Company. The Shareholders' approval was obtained by a Special Resolution passed at the 31 st (Thirty-First) Annual General Meeting held on July 29, 2022.
Ms. Ritu Verma	Ms. Ritu Verma was appointed as an "Additional Director" (Non-Executive & Independent) by the Board of Directors through a Resolution passed by Circulation on January 28, 2023, to hold office for a term of 5 (Five) years commencing from January 27, 2023 upto January 26, 2028, subject to the approval of the Shareholders. The Shareholders' approval was obtained by a Special Resolution passed through Postal Ballot which concluded on March 4, 2023.
Ms. Tanya A. Dubash Mr. Jamshyd N. Godrej	Ms. Tanya A. Dubash [Director Identification Number (DIN): 00026028], Non-Executive, Non-Independent Director, is liable to retire by rotation at the ensuing 32 nd (Thirty-Second) Annual General Meeting ("32 nd AGM") of your Company and being eligible, has offered herself for re-appointment, as a "Director" of the Company. Mr. Jamshyd N. Godrej (DIN: 00076250), Non-Executive & Non-Independent Director, is liable to retire by rotation at the ensuing 32 nd (Thirty-Second) Annual General Meeting ("32 nd AGM") of your Company in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment, with the continuation of such directorship being subject to the fulfilment of requirements under applicable laws, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the provisions of Regulation 34(3) read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained a Certificate from M/s. BNP & Associates, Company Secretaries and the Secretarial Auditors of the Company, certifying that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) or by the Ministry of Corporate Affairs (MCA) or by any such statutory authority. The said Certificate is annexed to the Corporate Governance Report of the Company for the Financial Year 2022-23.

23. KEY MANAGERIAL PERSONNEL:

The following are the Key Managerial Personnel (KMP) of your Company pursuant to the provisions of Section 203 of the Companies Act, 2013, throughout the Financial Year 2022-23:

1. Mr. Balram S. Yadav - Managing Director;
2. Mr. Burjis Godrej, Executive Director;
3. Mr. S. Varadaraj - Chief Financial Officer & Head - Legal & IT;
4. Mr. Vivek Raizada - Head – Legal & Company Secretary & Compliance Officer.

24. POLICY ON APPOINTMENT & REMUNERATION OF DIRECTORS:

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee of the Board of the Directors of your Company has formulated a Nomination and Remuneration Policy.

The Nomination and Remuneration Policy of your Company has been made available on website of the Company at <https://www.godrejagrovet.com/sustainability/codes-and-policies>.

25. INDEPENDENCE & OTHER MATTERS PERTAINING TO INDEPENDENT DIRECTORS:

As on March 31, 2023, the following Directors on your Company's Board were Independent Directors:

1.	Dr. Ritu Anand	Independent Director
2.	Ms. Aditi Kothari Desai	Independent Director
3.	Ms. Roopa Purushothaman	Independent Director
4.	Mr. Natarajan Srinivasan	Independent Director
5.	Mr. Kannan Sitaram	Independent Director
6.	Dr. Ashok Gulati	Independent Director
7.	Ms. Ritu Verma	Independent Director

Pursuant to the provisions of Section 134(3)(d) of the Companies Act, 2013, disclosure is hereby given that your Company has received declaration / confirmation of independence from all its Independent Directors, pursuant to Section 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the same have been noted and taken on record by the Board, after undertaking due assessment of the veracity of the same, at its Meeting held on May 9, 2023.

The criteria for determining qualification, positive attributes and independence of Directors is provided in the Nomination and Remuneration Policy of the Company and is available on the Company's website at <https://www.godrejagrovet.com/sustainability/codes-and-policies>.

The abovementioned criteria are reproduced below:

1. Qualifications of Independent Director:

An Independent Director of your Company is required to possess appropriate skills, experience and knowledge in one or more fields of Finance, Law, Management, Sales, Marketing, Administration, Research, Corporate Governance, Technical Operations or other disciplines related to the Company's business.

2. Positive Attributes of Independent Directors:

An Independent Director shall be a person who shall:

- i. uphold ethical standards of integrity and probity;
- ii. act objectively and constructively while exercising his / her duties;
- iii. exercise his/her responsibilities in a bona fide manner in the interest of the Company;
- iv. devote sufficient time and attention to his/her professional obligations for informed and balanced decision making;
- v. not allow any extraneous considerations that will vitiate his/her exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board of Directors in its decision-making;
- vi. not abuse his / her position to the detriment of the Company or its Shareholders or for the purpose of gaining direct or indirect personal advantage or advantage to any associated person;

- vii. refrain from any action that would lead to loss of his/her independence;
- viii. where circumstances arise which make an Independent Director lose his / her independence, the Independent Director must immediately inform the Board accordingly;
- ix. assist the Company in implementing the best corporate governance practices.

3. Independence of Independent Directors:

An Independent Director should meet the criteria for independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as may be amended from time to time).

All the Independent Directors of your Company have complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013.

The details of familiarization programmes attended by the Independent Directors during the Financial Year 2022-23 are available on the website of the Company and can be accessed through the web-link <https://www.godrejagrovet.com/investors/compliance>.

In opinion of the Board of Directors of your Company, the following Independent Directors of the Company, who have been appointed / re-appointed during the Financial Year 2022-23, possess the requisite integrity, expertise, and experience:

Sr. No.	Name of the Director	Term of 5 (Five) years for Appointment / Re-appointment	
		From	To
1.	Mr. Natarajan Srinivasan	July 18, 2022	July 17, 2027
2.	Ms. Ritu Verma	January 27, 2023	January 26, 2028

All the Independent Directors of your Company are registered with the Indian Institute of Corporate Affairs, Manesar ("IICA") and have their name included in the 'Independent Directors Data Bank' maintained by the IICA.

The status of Proficiency Test of the Independent Directors conducted by IICA are as follows:

Sr. No.	Name of the Independent Director	Status of clearing the Proficiency Test
1.	Dr. Ritu Anand	Exempted
2.	Ms. Aditi Kothari Desai	Passed
3.	Ms. Roopa Purushothaman	Passed
4.	Mr. Natarajan Srinivasan	Exempted
5.	Mr. Kannan Sitaram	Exempted
6.	Dr. Ashok Gulati	Exempted
7.	Ms. Ritu Verma	Will appear

26. MEETINGS OF THE BOARD OF DIRECTORS:

The Meetings of the Board of Directors are pre-scheduled and intimated to all the Directors in advance, in order to enable them to plan their schedule. However, in case of special and urgent business needs, approval is taken either by convening Meetings at a shorter notice with consent of all the Directors or by passing a Resolution through Circulation.

There were 4 (Four) Meetings of the Board of Directors held during the Financial Year 2022-23, (i.e., May 9, 2022, July 29, 2022, November 4, 2022 and February 8, 2023). The details of Board Meetings and the attendance of the Directors thereat are provided in the Corporate Governance Report, which forms a part of the Annual Report.

The maximum gap between any two consecutive Board Meetings did not exceed 120 (One Hundred Twenty) days.

27. AUDIT COMMITTEE:

Pursuant to the provisions of Section 177(1) of the Companies Act, 2013, Rule 6 of the Companies (Meetings of Board & Its Powers) Rules, 2014 and Regulation 18 read with Part C of Schedule II to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted an Audit Committee of the Board of Directors, comprising of the following Directors as on March 31, 2023:

Sr. No.	Name of the Member	Designation in the Committee & Nature of Directorship
1.	Mr. Natarajan Srinivasan	Chairman, Non-Executive & Independent Director
2.	Dr. Ritu Anand	Member, Non-Executive & Independent Director
3.	Ms. Aditi Kothari Desai	Member, Non-Executive & Independent Director
4.	Mr. Balram S. Yadav	Member, Managing Director

There were 4 (Four) Meetings of the Audit Committee held during the Financial Year 2022-23, (i.e., May 9, 2022, July 29, 2022, November 4, 2022 and February 8, 2023).

The Statutory Auditors, Internal Auditors and Chief Financial Officer attend the Audit Committee Meetings as Invitees. The Company Secretary and Compliance Officer acts as Secretary to the Audit Committee. The Audit Committee makes observations and recommendations to the Board of Directors, which are noted and accepted by the Board.

During the Financial Year 2022-23, all recommendations made by the Audit Committee to the Board of Directors were accepted by the Board and there were no instances where the recommendations were not accepted.

Mr. Vivek Raizada, Company Secretary & Compliance Officer is the Secretary to the Audit Committee. He has attended the Meetings of the Audit Committee held during the Financial Year 2022-23.

28. NOMINATION AND REMUNERATION COMMITTEE:

Pursuant to the provisions of Section 178 of the Companies Act, 2013, Rule 6 of the Companies (Meetings of Board & Its Powers) Rules, 2014 and Regulation 19 read with Part D of Schedule II to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted a Nomination and Remuneration Committee of the Board of Directors, comprising of the following Directors as on March 31, 2023:

Sr. No.	Name of the Member	Designation in the Committee & Nature of Directorship
1.	Dr. Ritu Anand	Chairperson, Non-Executive & Independent Director
2.	Ms. Roopa Purushothaman	Member, Non-Executive & Independent Director
3.	Ms. Nisaba Godrej	Member, Non-Executive & Non-Independent Director

There was 1 (One) Meeting of the Nomination and Remuneration Committee held during the Financial Year 2022-23 (i.e., on May 9, 2022).

Mr. Vivek Raizada, Company Secretary & Compliance Officer is the Secretary to the Nomination and Remuneration Committee. He has attended the Meeting of the Nomination and Remuneration Committee held during the Financial Year 2022-23.

29. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 read with Part D of Schedule II to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted a Stakeholders' Relationship Committee of the Board of Directors, comprising of the following Directors as on March 31, 2023:

Sr. No.	Name of the Member	Designation in the Committee & Nature of Directorship
1.	Mr. Nadir B. Godrej	Chairman, Non-Executive & Non-Independent Director
2.	Mr. Balram S. Yadav	Member, Managing Director
3.	Mr. Natarajan Srinivasan	Member, Non-Executive & Independent Director

There was 1 (One) Meeting of the Stakeholders' Relationship Committee held during the Financial Year 2022-23 (i.e., on November 4, 2022).

Mr. Vivek Raizada, Company Secretary & Compliance Officer is the Secretary to the Stakeholders' Relationship Committee. He has attended the Meeting of the Stakeholders' Relationship Committee held during the Financial Year 2022-23.

30. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE & CSR POLICY:

Pursuant to the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, your Company has constituted a Corporate Social Responsibility (CSR) Committee of the Board of Directors, comprising of the following Directors as on March 31, 2023:

Sr. No.	Name of the Member	Designation in the Committee & Nature of Directorship
1.	Dr. Ashok Gulati (#)	Chairman, Non-Executive & Independent Director
2.	Mr. Nadir B. Godrej	Member, Non-Executive & Non-Independent Director
3.	Mr. Balram S. Yadav	Member, Managing Director
4.	Ms. Roopa Purushothaman	Member, Non-Executive & Independent Director

(*) Dr. Raghunath A. Mashelkar ceased to be a Director (Non-Executive & Independent) of the Company with effect from July 18, 2022, due to expiry of his term of 5 (Five) Years and consequently ceased to be the Chairman of the Corporate Social Responsibility Committee.

(#) Dr. Ashok Gulati, Independent Director has been inducted as the Chairman of Corporate Social Responsibility Committee with effect from August 10, 2022.

There were 2 (Two) Meetings of the CSR Committee held during the Financial Year 2022-23 (i.e., on May 9, 2022 and November 4, 2022).

Mr. Vivek Raizada, Company Secretary & Compliance Officer is the Secretary to the CSR Committee. He has attended the Meetings of the CSR Committee held during the Financial Year 2022-23.

Areas of CSR Expenditure & CSR Policy:

Your Company is committed to the Godrej Group's 'Good & Green' vision of creating a more inclusive and greener India. Our strategic CSR Projects, undertaken as part of our overall sustainability framework, actively work towards the Godrej Group's Good & Green goals and have helped us carve out a reputation for being one of the most committed and responsible companies in the industry.

The CSR Policy of your Company is available on your Company's website and can be accessed through the web-link <https://www.godrejagrovet.com/sustainability/codes-and-policies>.

Amount of CSR Spending:

During the Financial Year 2022-23, your Company was required to spend ₹ 7.85 Crore towards CSR Activities in terms of the mandatory provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, while the actual CSR spending for the year was ₹ 8.01 Crore. Thus, the mandatory amount for the Financial Year 2022-23 has been fully spent by the Company.

An amount of ₹ 0.09 Crore which remained unspent from your Company's planned CSR budget and which is attributable to ongoing projects, has been transferred by the Company to Unspent CSR Account as on date.

Annual Report on CSR Activities:

The Annual Report on CSR Activities of your Company for the Financial Year 2022-23 is annexed herewith as "**Annexure – A**".

31. RISK MANAGEMENT COMMITTEE:

Pursuant to Regulation 21 read with Part D of Schedule II to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted a Risk Management Committee of the Board of Directors, comprising of the following Directors as on March 31, 2023:

Sr. No.	Name of the Member	Designation in the Committee & Nature of Directorship
1.	Mr. Nadir B. Godrej	Chairman, Non-Executive & Non-Independent Director
2.	Mr. Balram S. Yadav	Member, Managing Director
3.	Mr. Natarajan Srinivasan	Member, Non-Executive & Independent Director

There were 2 (Two) Meetings of the Risk Management Committee held during the Financial Year 2022-23 (i.e., on July 29, 2022 & January 24, 2023).

The details of the Risk Management Committee and its terms of reference are set out in the Corporate Governance Report forming a part of the Annual Report.

Your Company endeavors to become aware of different kinds of business risks and bring together elements of best practices for risk management in relation to existing and emerging risks. Rather than eliminating or avoiding these risks, the decision-making process at your Company considers it appropriate to take fair and reasonable risk which also enables your Company to effectively leverage market opportunities.

The Board determines the fair and reasonable extent of principal risks that your Company is willing to take to achieve its strategic objectives. With the support of the Audit Committee, it carries out a review of the effectiveness of your Company's risk management process covering all material risks.

Your Company has substantial operations spread almost all over the country and its competitive position is influenced by the economic, regulatory and political situations and actions of the competitors.

The Company has developed and implemented a Risk Management Policy and in the opinion of the Board of Directors, no risks have been identified which may threaten the existence of your Company.

Your Company continuously monitors business and operational risks. All key functions and divisions are independently responsible to monitor risks associated within their respective areas of operations such as production, insurance, legal and other issues like health, safety and environment.

32. Managing Committee:

Your Company has constituted the Managing Committee of the Board of Directors, pursuant to Article 144 of the Articles of Association of the Company, comprising of the following Directors as on March 31, 2023:

Sr. No.	Name of the Member	Designation in the Committee & Nature of Directorship
1.	Mr. Nadir B. Godrej	Chairman, Non-Executive & Non-Independent Director
2.	Ms. Nisaba Godrej	Member, Non-Executive & Non-Independent Director
3.	Mr. Pirojsha Godrej	Member, Non-Executive & Non-Independent Director
4.	Mr. Balram S. Yadav	Member, Managing Director

The Managing Committee met 10 (Ten) times during the Financial Year 2022-23, (i.e., on April 18, 2022, May 9, 2022, June 3, 2022, July 11, 2022, July 29, 2022, September 2, 2022, November 4, 2022, December 21, 2022, February 8, 2023 and March 20, 2023).

The terms of reference of the Managing Committee include handling of various administrative and other matters of the Company, which have been delegated to the Managing Committee by the Board of Directors from time to time.

33. Meeting of Independent Directors:

The Independent Directors met once during the Financial Year 2022-23, i.e., on May 9, 2022, pursuant to the provisions of Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV to the Companies Act, 2013.

The Meeting of the Independent Directors was conducted without the presence of the Chairman, Managing Director, Non-Executive Directors, Chief Financial Officer and the Company Secretary & Compliance Officer of the Company.

34. Vigil Mechanism:

Your Company has adopted a Whistle Blower Policy ("Policy") as a part of its vigil mechanism. The purpose of the Policy is to enable employees to raise concerns regarding unacceptable improper practices and/or any unethical practices in the organization without the knowledge of the Management. All employees will be protected from any adverse action for reporting any unacceptable or improper practice and/or any unethical practice, fraud, or violation of any law, rule or regulation.

This Policy is also applicable to your Company's Directors and employees and it is available on the internal employee portal as well as the website of your Company at the web-link <https://www.godrejagrovet.com/sustainability/codes-and-policies>.

Mr. V. Swaminathan, Head – Corporate Audit & Assurance, has been appointed as the 'Whistle Blowing Officer' and his contact details have been mentioned in the Policy. Furthermore, employees are also free to communicate their complaints directly to the Chairman of the Audit Committee, as stated in the Policy. To support its people to overcome their ethical dilemmas and raise an ethical concern freely "Speak-up" was launched in Godrej. It is a platform for Godrej employees, business associates, agents, vendors, distributors and consultants to easily raise their ethical concerns in any of the following ways:

- Log on to the web portal
- Dial the hotline number
- Write to the Ethics E-mail id
- Reach out to the Whistle Blowing Officer

While raising a concern, the person can choose to remain anonymous. "Speak-up" ensures to maintain confidentiality for genuine concerns.

The Audit Committee reviews reports made under this Policy and implements corrective actions, wherever necessary.

35. PERFORMANCE EVALUATION:

The Board of Directors of your Company has carried out an Annual Performance Evaluation of its own, the Directors individually as well as the evaluation of the working of its Committees. The performance evaluation of the Board as a whole, the Chairman of the Board and Non-Independent Directors was carried out by the Independent Directors.

A structured questionnaire was prepared after taking into consideration various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance. The confidential online questionnaire was responded to by the Directors and vital feedback was received from them on how the Board currently operates and ways and means to enhance its effectiveness.

The Board of Directors has expressed its satisfaction with the entire evaluation process.

36. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE & INTERNAL COMPLAINTS COMMITTEE:

Your Company is committed to create and maintain an atmosphere in which employees can work together without fear of sexual harassment, exploitation or intimidation.

The Board of Directors of your Company has constituted Internal Complaints Committees ("ICC") at Head Office as well as regional levels, pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder.

The Company has complied with the provisions relating to the constitution of ICCs under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The ICC at the Head Office level comprised of the following Members as on March 31, 2023:

1.	Ms. Neeyati Shah	Chairperson
2.	Mr. S. Varadaraj	Member
3.	Mr. Rahul Gama	Member
4.	Ms. Varsha Patankar	Member
5.	Mr. Deep Banerjee	Member
6.	Ms. Sharmila Kher	External Member

The Company has formulated and circulated to all the employees, a gender-neutral Policy on Prevention of Sexual Harassment at Workplace ("POSH Policy") under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, which provides for a proper mechanism for redressal of complaints of sexual harassment.

The Company has received and resolved 1 (One) complaint under the POSH Policy during the Financial Year 2022-23 which has been resolved as on March 31, 2023.

37. SIGNIFICANT REGULATORY OR COURT ORDERS:

During the Financial Year 2022-23 and thereafter till the date of this Report, there were no significant and material orders passed by the regulators or Courts or Tribunals which can adversely impact the going concern status of your Company and its operations in future.

38. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

As required to be reported pursuant to the provisions of Section 186 and Section 134(3)(g) of the Companies Act, 2013, the particulars of loans, guarantees and investments by your Company under the aforesaid provisions during the Financial Year 2021-22, have been provided in the Notes to the Financial Statement.

39. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013:

During the Financial Year 2022-23:

- There were no material significant Related Party Transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company.
- None of the Directors had any pecuniary relationships or transactions *vis-à-vis* the Company.
- Requisite prior approvals of the Audit Committee of the Board of Directors were obtained for Related Party Transactions.

Therefore, disclosure of Related Party Transactions in Form AOC-2 as per the provisions of Sections 134(3)(h) and 188 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is not applicable.

Attention of the Shareholders is also drawn to the disclosure of Related Party Transactions set out in Note No. 57 of the Standalone Financial Statements, forming part of the Annual Report.

Except as disclosed below, all Related Party Transactions entered into by your Company during the Financial Year 2022-23, were on arm's length basis and in the ordinary course of business.

During the Financial Year 2022-23, the Company has obtained approvals for entering into the following Related Party Transactions which were not in ordinary course of business of the Company, but were at an arm's length price:

- (i) Approval for entering into a transaction of purchase / direct transfer to a third party, a land admeasuring 71 Cents, situated at Ambattur, Tamil Nadu of Godrej and Boyce Manufacturing Company Limited ("G&B");
- (ii) Approval for payment of remuneration to Mr. Burjis Godrej, proposed Executive Director, a Related Party in terms of the provisions of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the Financial Year 2022-23;
- (iii) Approval for the transaction of sale of residential flat owned by the Company to Mr. Anurag Roy, Chief Executive Officer & Whole Time Director of Astec LifeSciences Limited, Subsidiary Company.

40. FRAUD REPORTING:

During the Financial Year 2022-23, there have been no instances of frauds reported by the Auditors under Section 143(12) of the Companies Act, 2013 and the Rules framed thereunder, either to the Company or to the Central Government.

41. INTERNAL FINANCIAL CONTROLS:

Your Company is committed to constantly improve the effectiveness of internal financial controls and processes for efficient conduct of its business operations and ensuring security to its assets and timely preparation of reliable financial information. In the opinion of the Board, the internal financial control system of your Company commensurate with the size, scale and complexity of business operations of your Company.

The Company has a proper system of internal controls to ensure that all the assets are safeguarded and protected against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported correctly.

Your Company's Corporate Audit & Assurance Department, issues well-documented operating procedures and authorities, with adequate in-built controls at the beginning of any activity and during the continuation of the process, if there is a major change.

The internal control is supplemented by an extensive programme of internal, external audits and periodic review by the Management. This system is designed to adequately ensure that financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

The Statutory Auditors and the Internal Auditors are, *inter alia*, invited to attend the Audit Committee Meetings and present their observations on adequacy of Internal Financial Controls and the steps required to bridge gaps, if any. Accordingly, the Audit Committee makes observations and recommendations to the Board of Directors of your Company.

42. DISCLOSURES OF TRANSACTIONS OF THE COMPANY WITH ANY PERSON OR ENTITY BELONGING TO THE PROMOTER / PROMOTER GROUP:

The transactions with persons or entities belonging to the promoter / promoter group which hold(s) 10% or more shareholding in the Company, as stated under Schedule V, Part A (2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, have been disclosed in the Notes to the accompanying Financial Statements. All such transactions during the Financial Year under review were on arm's length basis, entered into with an intent to further the Company's interests.

43. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions contained in sub-sections (3)(c) and (5) of Section 134 of the Companies Act, 2013, the Directors of your Company, to the best of their knowledge and ability, confirm that:

- a) in the preparation of the Annual Accounts for the Financial Year ended March 31, 2023, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year (i.e., as on March 31, 2023) and of the profit and loss of the Company for that period (i.e., the Financial Year 2022-23);
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the Annual Accounts on a going concern basis;
- e) they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

44. CORPORATE GOVERNANCE:

In accordance with Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a detailed report on Corporate Governance forms a part of the Annual Report.

M/s. BNP & Associates, Company Secretaries, who are also the "Secretarial Auditors" of your Company, have certified your Company's compliance with the requirements of Corporate Governance in terms of Regulation 34 of the Listing Regulations and their Compliance Certificate is annexed to the Report on Corporate Governance.

45. STATUTORY AUDITORS:

Upon recommendation by the Audit Committee, the Board of Directors of the Company, at its Meeting held on May 9, 2022 had recommended to the Shareholders the re-appointment of BSR & Co. LLP, Chartered Accountants, as the "Statutory Auditors" of the Company, for a second term of 5 (Five) years, to hold office from the conclusion of the 31st (Thirty First) Annual General Meeting ("AGM") till the conclusion of the 36th (Thirty Sixth) AGM.

The Shareholders of the company at its 31st (Thirty-First) AGM held on July 29, 2022 had approved the re-appointment of BSR & Co. LLP, Chartered Accountants (Firm Registration Number: 101248W/W-100022) as the "Statutory Auditors" of the Company, pursuant to Sections 139 to 144 of the Companies Act, 2013 and Rules 3 to 6 of the Companies (Audit and Auditors) Rules, 2014, to hold office for a second term of 5 (Five) years, i.e., from the conclusion of the 31st (Thirty First) AGM, till the conclusion of the 36th (Thirty Sixth) AGM.

46. COST RECORDS AND COST AUDITORS:

M/s. P. M. Nanabhoy & Co., Cost Accountants, Mumbai (Firm Registration No.: 00012) were appointed by the Board of Directors at its Meeting held on May 9, 2022, as the "Cost Auditors" of the Company for the Financial Year 2022-23, for all the applicable products, pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014. The Shareholders of the Company at their 31st Annual General Meeting ("AGM") held on July 29, 2022, had ratified the remuneration payable to the Cost Auditors in terms of Rule 14 of the Companies (Audit & Auditors) Rules, 2014.

The Company has prepared and maintained cost accounts and records for the Financial Year 2022-23, as per sub-section (1) of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014.

M/s. P. M. Nanabhoy & Co., Cost Accountants, Mumbai have been re-appointed by the Board of Directors, at its Meeting held on May 9, 2023, as the "Cost Auditors" of the Company for the Financial Year 2023-24, for all the applicable products, pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014. The Shareholders are requested to ratify the remuneration payable to the Cost Auditors at their ensuing 32nd Annual General Meeting, in terms of Rule 14 of the Companies (Audit & Auditors) Rules, 2014.

47. SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT:

The Board of Directors of your Company, at its Meeting held on May 9, 2022, had appointed M/s. BNP & Associates, Company Secretaries (Firm Registration No.: P2014MH037400), as the "Secretarial Auditors" of the Company, to conduct the Secretarial Audit for the Financial Year 2022-23, pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report submitted by M/s. BNP & Associates, the Secretarial Auditors, for the Financial Year 2022-23 is annexed as "**Annexure – B**" to this Board's Report.

The Board of Directors of your Company at its Meeting held on May 9, 2023, has re-appointed M/s. BNP & Associates, Company Secretaries (Firm Registration No.: P2014MH037400), who have provided their consent and confirmed their eligibility to act as the "Secretarial Auditors" of the Company, to conduct the Secretarial Audit for the Financial Year 2023-24, pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

48. SECRETARIAL AUDIT REPORT OF UNLISTED MATERIAL SUBSIDIARY:

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Audit Report for the Financial Year 2022-23 of Creamline Dairy Products Limited ("CDPL"), an Unlisted Material Subsidiary of your Company, is annexed as "**Annexure – C**" to this Board's Report.

49. RESPONSES TO QUALIFICATIONS, RESERVATIONS, ADVERSE REMARKS & DISCLAIMERS MADE BY THE STATUTORY AUDITORS, THE SECRETARIAL AUDITORS AND COST AUDITORS:

There are no qualifications, reservations, adverse remarks and disclaimers of the **Statutory Auditors** in their Auditors' Reports (Standalone and Consolidated) on the Financial Statements for the Financial Year 2022-23.

Except as stated below, there are no qualifications, reservations, adverse remarks and disclaimers of the **Secretarial Auditors** in their Secretarial Audit Report for the Financial Year 2022-23:

The Stock Exchanges had sought a clarification from the Company in February 2023 in relation to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), regarding the composition of the Board, stating that half of the Board was not independent on November 1, 2022. In this connection, the Company has clarified that subsequent to Mr. Burjis Godrej joining the Board as an “Executive Director” with effect from November 1, 2022, the Company has appointed Ms. Ritu Verma as an “Independent Director” with effect from January 27, 2023 [for a term of 5 (Five) years, i.e., upto January 26, 2028], thus reinstating the required optimal 50%-50% balance between Independent Directors and Non-Independent Directors, within a period of 3 (three) months as provided under Regulation 25(6) of the Listing Regulations. While the Company has duly deposited the penalty levied by the Stock Exchanges, the Company has also made an application for waiver of penalty amount, which is in process as on the date of this Report.

There are no qualifications, reservations, adverse remarks and disclaimers of the **Cost Auditors** in their Cost Audit Report for the Financial Year 2021-22, which was received and noted during the Financial Year 2022-23. The Cost Audit Report for the Financial Year 2022-23 will be received in due course.

50. LISTING FEES:

Your Company has paid requisite Annual Listing Fees to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), the Stock Exchange where its securities are listed.

51. DEPOSITORY SYSTEM:

Your Company's Equity Shares are available for dematerialization through National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The ISIN Number of your Company for both NSDL and CDSL is INE850D01014.

52. RESEARCH AND DEVELOPMENT:

Your Company works with the purpose of constant innovation to improve farmer productivity and thereby to help in feeding the nation. It continues to focus and invest significantly on cutting edge Research & Development (R&D) initiatives and strongly believes that productive R&D is a key ingredient for the Company's success and growth.

53. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information in respect of matters pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 and Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in the “**Annexure – D**” to this Directors' Report.

54. POLICIES OF THE COMPANY:

The Companies Act, 2013 read with the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) have mandated the formulation of certain policies for listed and/or unlisted companies. All the Policies and Codes adopted by your Company, from time to time, are available on the Company's website viz., <https://www.godrejagrovet.com/sustainability/codes-and-policies>, pursuant to Regulation 46 of the Listing Regulations. The Policies are reviewed periodically by the Board of Directors and its Committees and are updated based on the need and new compliance requirements.

The key policies that have been adopted by your Company are as follows:

1.	Risk Management Policy	<p>The Company has in place, a Risk Management Policy which has been framed by the Board of Directors of the Company, based on the recommendation made by the Risk Management Committee. This Policy deals with identifying and assessing risks such as operational, strategic, financial, security, cyber security, property, regulatory, reputational and other risks and the Company has in place an adequate risk management infrastructure capable of addressing these risks.</p> <p>In the opinion of the Board of Directors, no risks have been identified which may threaten the existence of your Company.</p>
2.	Corporate Social Responsibility Policy	<p>The Corporate Social Responsibility Committee has formulated and recommended to the Board of Directors, a Corporate Social Responsibility Policy, indicating the activities to be undertaken by the Company as corporate social responsibility, which has been approved by the Board. This Policy outlines the Company's strategy to bring about a positive impact on society through activities and programmes relating to livelihood, healthcare, education, sanitation, environment, etc.</p>

3.	Policy for Determining Material Subsidiaries	This Policy is used to determine the material subsidiaries of the Company in order to comply with the requirements of Regulation 16(1)(c) and Regulation 24 of the Listing Regulations. As on March 31, 2023, Creamline Dairy Products Limited is a material unlisted Subsidiary of your Company.
4.	Nomination and Remuneration Policy	This Policy approved by the Board formulates the criteria for determining qualifications, competencies, positive attributes and independence of a Director and also the criteria for determining the remuneration of the Directors, Key Managerial Personnel and other Senior Management employees.
5.	Whistle Blower Policy / Vigil Mechanism	The Company has a Vigil Mechanism / Whistle Blower Policy. The purpose of this Policy is to enable employees to raise concerns regarding unacceptable improper practices and/ or any unethical practices in the organization without the knowledge of the Management. The Policy provides adequate safeguards against victimization of persons who use such mechanism and makes provision for access to the Whistle Blowing Officer or direct access to the Chairperson of the Audit Committee, in appropriate or exceptional cases.
6.	Policy on Prevention of Sexual Harassment at Workplace	The Company has in place, a Policy on Prevention of Sexual Harassment at Workplace, which provides for a proper mechanism for redressal of complaints of sexual harassment and thereby encourages employees to work together without fear of sexual harassment, exploitation or intimidation.
7.	Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions	This Policy regulates all transactions between the Company and its Related Parties.
8.	Code of Conduct for Prevention of Insider Trading	This Policy sets up an appropriate mechanism to curb Insider Trading, in accordance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
9.	Policy on Criteria for determining Materiality of Events	This Policy applies to disclosure of material events affecting the Company. This Policy warrants disclosure to investors and has been framed in compliance with the requirements of the Listing Regulations.
10.	Policy for Maintenance and Preservation of Documents	The purpose of this Policy is to specify the type of documents and time period for preservation thereof based on the classification mentioned under Regulation 9 of the Listing Regulations. This Policy covers all business records of the Company, including written, printed and recorded matter and electronic forms of records.
11.	Archival Policy	This Policy is framed pursuant to the provisions of the Listing Regulations. As per this Policy, all such events or information which have been disclosed to the Stock Exchanges are required to be hosted on the website of the Company for a minimum period of 5 (Five) years and thereafter in terms of the Policy.
12.	Dividend Distribution Policy	This Policy is framed by the Board of Directors in terms of the Listing Regulations. The focus of the Company is to have a Policy on distribution of dividend so that the investor may form their own judgment as to when and how much dividend they may expect.

13. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPS)	This Policy / Code is framed by the Board of Directors in terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018. It aims to strengthen the Internal Control System and curb / prevent leak of Unpublished Price Sensitive Information (“UPS”) without a legitimate purpose. The Policy / Code intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the Company’s securities. In general, this Policy aims to maintain the uniformity, transparency and fairness in dealings with all stakeholders and to ensure adherence to applicable laws and regulations.
14. Code of Conduct for the Board of Directors and Senior Management Personnel	The Company has in place, a Policy / Code of Conduct for the Board of Directors and Senior Management Personnel which reflects the legal and ethical values to which the Company is strongly committed. The Directors and Senior Management Personnel of your Company have complied with the Code during the Financial Year 2022-23.
15. Policy to promote Board Diversity	This Policy endeavours to promote diversity at Board level, with a view to enhance its effectiveness.
16. Policy on Familiarization Programmes for Independent Directors	Your Company has a Policy on Familiarization Programmes for Independent Directors, which lays down the practices followed by the Company in this regard, on a continuous basis.
17. Human Rights Policy	Your Company has in place, a Human Rights Policy which demonstrates your Company’s commitment to respect human rights and treat people with dignity and respect in the course of conduct of its business.

55. SECRETARIAL STANDARDS:

Your Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS-1), Secretarial Standards on General Meetings (SS-2), as issued by the Institute of Company Secretaries of India (ICSI).

56. BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT:

The Company has prepared its Business Responsibility & Sustainability Report (BRSR) for the Financial Year 2022-23, in accordance with the Regulation 34 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No. SEBI/HO/CFD/CMD-2/P/CIR/2021/562 dated May 10, 2021 issued by the Securities and Exchange Board of India (SEBI), to describe the initiatives taken by the Company from an environmental, social and governance perspective.

The BRSR seeks disclosures from listed entities on their performance against the nine principles of the ‘National Guidelines on Responsible Business Conduct (NGBRCs) and reporting under each principle is divided into essential and leadership indicators. The essential indicators are required to be reported on a mandatory basis while the reporting of leadership indicators is on a voluntary basis.

57. MANAGERIAL REMUNERATION:

The remuneration paid to the Directors and Key Managerial Personnel of the Company during the Financial Year 2022-23 was in accordance with the Nomination and Remuneration Policy of the Company.

Disclosures with respect to the remuneration of Directors and employees as required under Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have been given as “Annexure – E” to this Report.

58. PARTICULARS OF EMPLOYEES:

The disclosure as per Section 197(12) of the Companies Act, 2013 read with Rule 5 (2) and Rule 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of your Company, is available for inspection by the Shareholders at the Registered Office of the Company, during business hours, i.e., between 10.00 a.m. (IST) to 5.00 p.m. (IST), on all working days (i.e., excluding Saturdays, Sundays and Public Holidays), upto the date of the ensuing 32nd (Thirty-Second) Annual General Meeting of the Company, subject to such restrictions as may be imposed by the Government(s) and / or local authority(ies) from time to time. If any Shareholder is interested in inspecting the records thereof, such Shareholder may write to the Company Secretary & Compliance Officer at gavlinvestors@godrejagrovet.com.

59. ADDITIONAL INFORMATION:

The additional information required to be given under the Companies Act, 2013 and the Rules made thereunder, has been laid out in the Notes attached to and forming part of the Financial Statements. The Notes to the Financial Statements referred to the Auditors' Report are self-explanatory and therefore do not call for any further explanation.

The Consolidated Financial Statement of your Company forms part of this Annual Report. Accordingly, this Annual Report of your Company does not contain the Financial Statements of its Subsidiaries.

The Audited Annual Financial Statements and related information of the Company's Subsidiaries will be made available upon request. These documents will also be available for inspection. If any Shareholder is interested in inspecting the records thereof, such Shareholder may write to the Company Secretary at gavlinvestors@godrejagrovet.com.

The Subsidiary Companies' Financial Statements are also available on the Company's website <https://www.godrejagrovet.com/investors/annual-reports>, pursuant to the provisions of Section 136 of the Companies Act, 2013.

60. INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Pursuant to Section 125 and other applicable provisions of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all the unpaid or unclaimed dividends are required to be transferred to the Investor Education and Protection Fund established by the Central Government ("IEPF Authority"), upon completion of 7 (Seven) years. Further, according to the IEPF Rules, the shares in respect of which dividend has not been paid or claimed by the Shareholders for 7 (Seven) consecutive years or more are also required to be transferred to the demat account created by the IEPF Authority.

Your Company does not have any unpaid or unclaimed dividend or shares relating thereto which is required to be transferred to the IEPF Authority till the date of this Report.

61. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report for the Financial Year 2022-23, as prescribed under Regulation 34(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms a part of the Annual Report.

62. CAUTIONARY STATEMENT:

Statements in the Directors' Report and the Management Discussion and Analysis Report describing the Company's objectives, projections, expectations, estimates or forecasts may be forward-looking within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied therein due to risks and uncertainties. Important factors that could influence the Company's operations, *inter alia*, include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic, political developments within the country and other factors such as litigations and industrial relations.

63. APPRECIATION:

Your Directors wish to place on record sincere appreciation for the support and co-operation received from various Central and State Government Departments, organizations and agencies. Your Directors also gratefully acknowledge all stakeholders of your Company, viz., Shareholders, customers, dealers, vendors, banks and other business partners for excellent support received from them during the Financial Year under review. Your Directors also express their genuine appreciation to all the employees of the Company for their unstinted commitment and continued contribution to the growth of your Company.

For and on behalf of the Board of Directors of
Godrej Agrovet Limited

Sd/-
Nadir B. Godrej
Chairman
(DIN: 00066195)

Date: May 9, 2023

Place: Mumbai

Annexure 'A' to the Directors' Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

FOR THE FINANCIAL YEAR 2022-23

1. Brief Outline on CSR Policy of the Company:

At Godrej Agrovet Limited ("GAVL"), we are committed to the Godrej Group's 'Good & Green' vision of creating a more inclusive and greener India. Our strategic Corporate Social Responsibility (CSR) projects, undertaken as part of our overall sustainability framework, actively work towards the Godrej Group's 'Good & Green' goals and have helped us carve out a reputation for being one of the most committed and responsible companies in the industry.

We endeavour to address critical social, environmental and economic needs of marginalised and underprivileged sections of our communities, by adopting a shared value approach, i.e., to help solve problems, while strengthening our competitive advantage.

The key purpose of our CSR Policy is to:

- Define what CSR means to us and the approach adopted to achieve our 'Good & Green' goals;
- Identify broad areas of intervention in which we will undertake CSR projects;
- Define the kind of projects that will come within the ambit of CSR;
- Serve as a guiding document to help execute and monitor CSR projects;
- Elucidate criteria for selection of implementation agencies;
- Explain the manner in which the surpluses from CSR projects will be treated.

2. Composition of CSR Committee:

The composition of the CSR Committee during the Financial Year 2022-23 was as follows:

Sr. No.	Name of the Director	Designation / Nature of Directorship	Number of Meetings of CSR Committee held during the Financial Year 2022-23	Number of Meetings of CSR Committee attended during the Financial Year 2022-23
1.	Dr. Raghunath A. Mashelkar (^)	Chairman – Independent Director	2	1
	Dr. Ashok Gulati (*)			1
2.	Mr. Nadir B. Godrej	Member – Non-Executive Director	2	2
3.	Mr. Balram S. Yadav	Member – Managing Director	2	2
4.	Ms. Roopa Purushothaman	Member – Independent Director	2	2

(^) Dr. Raghunath A. Mashelkar, Independent Director has ceased to be the Chairman of the CSR Committee w.e.f. July 18, 2022 due to his resignation.

(*) Dr. Ashok Gulati, Independent Director has been appointed as the Chairman of the CSR Committee w.e.f. August 10, 2022.

3. Web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the Website of the company:

For Composition of the CSR Committee:

<https://www.godrejagrovet.com/investors/shareholder-information>

For CSR Policy:

<https://www.godrejagrovet.com/sustainability/codes-and-policies>

For CSR Projects approved by the Board:

<https://www.godrejagrovet.com/sustainability/csr>

4. **Executive Summary along with the Web-links of Impact Assessment of CSR Projects carried out in pursuance of Rule 8(3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:**

Not Applicable

5. (a) Average Net Profit of the Company as per Section 135(5) of the Companies Act, 2013:
₹ 392.38 Crore
- (b) Two percent of Average Net Profit of the Company as per Section 135(5) of the Companies Act, 2013:
₹ 7.85 Crore
- (c) Surplus arising out of the CSR Projects or Programmes or Activities of the previous Financial Years:
Not Applicable
- (d) Amount required to be Set off for the Financial Year, if any: Not Applicable
- (e) Total CSR Obligation for the Financial Year (5b+5c-5d): ₹ 7.85 Crore
6. (a) Amount Spent on CSR Projects (both Ongoing Projects and Other than Ongoing Projects): ₹ 7.72 Crore
- (b) Amount Spent in Administrative Overheads: ₹ 0.29 Crore
- (c) Amount Spent on Impact Assessment, if applicable: Not Applicable
- (d) Total Amount Spent for the Financial Year (6a + 6b + 6c): ₹ 8.01 Crore
- (e) CSR Amount Spent or Unspent for the Financial Year:

Total Amount Spent for the Financial Year	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per Section 135(6) of the Companies Act, 2013		Amount transferred to any Fund specified under Schedule VII as per second proviso to Section 135(5) of the Companies Act, 2013		
	Amount	Date of Transfer (DD.MM.YYYY)	Name of the Fund	Amount	Date of Transfer
	62,345	21.04.2023			
	83,869	25.04.2023			
8,00,61,327	43,391	27.04.2023			
Total	7,01,488	28.04.2023		Not Applicable	
	7,100	28.04.2023			
	(*) 8,98,193				

(*) Out of the Total Amount of ₹ 8,98,193 which has been transferred to Unspent CSR Account:

NOTE:

During the Financial Year 2022-23, your Company was required to spend ₹ 7.85 Crore towards CSR Activities in terms of the mandatory provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, while the actual CSR spending for the year was ₹ 8.01 Crore. Thus, the mandatory amount for the Financial Year 2022-23 has been fully spent by the Company.

Details of CSR Amount spent against Ongoing Projects for the Financial Year:

(1) Sr. No.	(2) Name of the Project	(3) Item from the List of Activities in Schedule VII to the Companies Act, 2013	(4) Local Area (Yes / No)	(5) Location of the Project State		(6) Project Duration (in Months)	(7) Amount allocated for the Project	(8) Amount spent in the current Financial Year	(9) Amount transferred to Unspent CSR Account for the Project as per Section 135(6) of the Companies Act, 2013	(10) Mode of Implementation - Direct (Yes / No)	(11) If Mode of Implementation is through Implementing Agency	
				State	District						Name	CSR Registration Number
1	Grameen Vikas	Clause (i), (iii), (x)	Yes	Uttar Pradesh, Andhra Pradesh	Mirzapur, Seethanagram	36	1,22,21,423	1,21,37,554	83,869	No	Society for Development Alternative	CSR00000829
2	Grameen Vikas	Clause (i), (iii), (x)	Yes	Karnataka	Hoskote	24	47,53,860	47,10,469	43,391	No	VRUTTI	CSR00000538
3	Grameen Vikas	Clause (i), (iii), (x)	Yes	Karnataka	Gulbarga	24	23,72,359	23,72,359	-	No	VRUTTI	CSR00000538
4	Grameen Vikas	Clause (i), (iii), (x)	Yes	Karnataka	Gulbarga	24	13,27,500	13,27,500	-	Yes	NA	NA
5	Grameen Vikas	Clause (i), (iii), (x)	Yes	Rajasthan, Chhattisgadh	Bundi, Tilda	24	94,22,446	94,22,446	-	No	Ambuja Cement Foundation	CSR00006913
6	Grameen Vikas	Clause (i), (iii), (x)	Yes	Maharashtra	Ratnagiri	36	22,73,795	22,11,450	62,345	No	Parivartan	CSR00010862
7	Grameen Vikas	Clause (i), (iii), (x)	Yes	Maharashtra	Nashik	36	30,14,118	30,14,118	-	No	Sampada	CSR00002888
8	Grameen Vikas	Clause (i), (iii), (x)	Yes	Maharashtra	Solapur	36	14,17,928	14,17,928	-	No	Sampada	CSR00002888
9	Pragati	Clause (ii), (iii)	Yes	Uttar Pradesh & Maharashtra	Chandauli & Miraj	36	14,20,972	14,20,972	-	Yes	NA	NA
10	Water shed Management	Clause (i), (iii), (iv), (x)	No	Madhya Pradesh	Barwani	60	84,32,661	77,31,173	7,01,488	No	Aga Khan Rural Support Programme	CSR00004229
11	Sustainable Agriculture Land Management	Clause (i), (iii), (iv), (x)	No	Madhya Pradesh	Barwani	60	14,03,375	13,96,275	7,100	No	Aga Khan Rural Support Programme	CSR00004229
12	Watershed Management	Clause (i), (iii), (iv), (x)	No	Madhya Pradesh	Barwani	60	4,28,602	4,28,602	-	Yes	NA	NA
13	Community Development	Clause (v)	Yes	Maharashtra	Mumbai	25	45,00,000	45,00,000	-	No	The National Center for the Performing Arts (NCPA)	CSR00007882
TOTAL							5,29,89,039	5,20,90,846	8,98,193			

Details of CSR Amount spent against Other than Ongoing Projects for the Financial Year:

(1) Sr. No.	(2) Name of the Project	(3) Item from the List of Activities in Schedule VII to the Companies Act, 2013	(4) Local area (Yes/ No)	(5) Location of the Project		(6) Amount spent for the Project	(7) Mode of Implementation - Direct (Yes / No)	(8) If Mode of Implementation is through Implementing Agency	
				State	District			Name	CSR Registration Number
1	Grameen Vikas	Clause (i), (iii), (x)	Yes	Andhra Pradesh	Seethanagram	7,31,764	No	Jansahas	CSR00001303
2	Grameen Vikas	Clause (i), (iii), (x)	Yes	Maharashtra/ Karnataka	Nashik, Hoskote	22,06,600	Yes	NA	NA
3	Community Development	Clause (x)	Yes	Maharashtra	Jalgaon	1,00,50,000	No	Gandhi Research Foundation	CSR00004570
4	Community Development	Clause (x)	Yes	Maharashtra	Mumbai	7,00,000	No	Muktangan	CSR00000732
5	Community Development	Clause (x)	Yes	Maharashtra	Mumbai	7,76,000	No	Seva Sahyog Foundation	CSR00000756
6	Community Development	Clause (x)	Yes	Maharashtra	Mumbai	10,00,000	No	Mehli Mehta	
7	Community Development	Clause (x)	Yes	Rajasthan	Bundi	10,00,000	No	The Solvent Extractors' Association of India	CSR00008668
8	Community Development	Clause (x)	Yes	Maharashtra	Mumbai	9,10,000	No	Bright Future	CSR00010134
9	Community Development	Clause (x)	Yes	Maharashtra	Pune	12,00,000	No	Punya Bhushan	CSR00004022
10	Community Development	Clause (x)	NA	Pan India	NA	25,91,461	Yes	NA	NA
11	Ongoing Audit	NA	NA	Pan India	NA	31,94,865	Yes	NA	NA
12	Monitoring & Evaluation	NA	Yes	Pan India	NA	7,50,045	Yes	NA	NA
Total						2,51,10,735			

(f) Excess Amount for Set-off, if any: Not Applicable

Sr. No.	Particulars	Amount (₹ in Crore)
(i)	Two percent of Average Net Profit as per Section 135(5) of the Companies Act, 2013	7.85
(ii)	Total Amount Spent for the Financial Year	8.01
(iii)	Excess Amount Spent for the Financial Year [(ii)-(i)]	0.16
(iv)	Surplus arising out of CSR Projects / Programmes / Activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	0.16

7. Details of Unspent CSR Amount for the Preceding 3 (Three) Financial Years:

1 Sr. No.	2 Preceding Financial Year	3 Amount transferred to Unspent CSR Account under Section 135(6) of the Companies Act, 2013 (₹ in Crore)	4 Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 of the Companies Act, 2013	5 Amount spent in the Reporting Financial Year (₹ in Crore)	6 Amount transferred to any Fund specified under Schedule VII as per Section 135(6) of the Companies Act, 2013, if any		7 Amount remaining to be spent in succeeding Financial Years (₹ in Crore)	8 Deficiency, if any
					Amount (₹ in Crore)	Date of Transfer		
1	2021-22	1.44	1.44	1.44		NA	0.00	NA
2	2020-21	0.44	0.00	0.00		NA	0.00	NA
3	2019-20	0.00	0.00	0.00		NA	0.00	NA
	TOTAL	1.88	1.44	1.44		NA	0.00	NA

10. Whether any Capital Assets have been created or acquired through CSR amount spent in the Financial Year and if yes, number of such Capital Assets and Details thereof:

Not Applicable

11. Specify the Reason(s), if the Company has failed to spend 2% (Two per cent) of the Average Net Profit as per Section 135(5) of the Companies Act, 2013:

The mandatory amount ₹ 7.85 Crore for the Financial Year 2022-23 has been fully spent by the Company.

For and on behalf of the Board of Directors of
Godrej Agrovet Limited

Sd/-

Dr. Ashok Gulati
Chairman of the CSR Committee & Independent Director
(DIN: 07062601)

For and on behalf of the Board of Directors of
Godrej Agrovet Limited

Sd/

Balram S. Yadav
Member of the CSR Committee & Managing Director
(DIN: 00294803)

Place: Mumbai
Date: May 9, 2023

Annexure 'B' to the Directors' Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

Of GODREJ AGROVET LIMITED
for the Financial Year ended March 31, 2023

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Godrej Agrovet Limited,
Godrej One, 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai- 400 079

We have conducted a Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Godrej Agrovet Limited – CIN: L15410MH1991PLC135359** (hereinafter called the 'Company') during the Financial Year ended March 31, 2023, ('the year' / 'audit period' / 'period under review').

We conducted the Secretarial Audit in a manner that provided us a reasonable basis for evaluating the Company's corporate conducts/statutory compliances and expressing our opinion thereon.

We are issuing this Report based on:

- (i) our **verification** of the books, papers, minute books, soft copy as provided by the Company and other records maintained and furnished to us, forms/ returns filed and compliance related action taken by the Company during the Financial Year ended March 31, 2023 as well as before the issue of this Report,
- (ii) **Compliance Certificates** confirming Compliance with all laws applicable to the Company given by Key Managerial Personnel / Senior Managerial Personnel of the Company and taken on record by Audit Committee / Board of Directors, and
- (iii) **Representations** made, documents shown, and information provided by the Company, its Officers, Agents, and Authorized Representatives during our conduct of Secretarial Audit.

We hereby report that in our opinion, during the audit period covering the Financial Year ended on March 31, 2023 the Company has:

- (i) complied with the statutory provisions listed hereunder, and
- (ii) Board-processes and compliance mechanism in place

to the extent, in the manner and subject to the reporting made hereinafter.

The Members are requested to read this Report, along with our letter of even date annexed to this report as **Annexure- A**.

1. Compliance with specific statutory provisions

We further report that:

- 1.1 We have examined the books, papers, minute books and other records maintained by the Company and the forms, returns, reports, disclosures and information filed or disseminated during the Financial Year under review, according to the applicable provisions/ clauses of:
 - (i) The Companies Act, 2013 and the Rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 and the Rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings;
 - (v) The following Regulations Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Regulations'):
 - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

- (vi) Secretarial Standards issued by The Institute of Company Secretaries of India (Secretarial standards) relating to meetings of the Board and its Committees (SS1) and General Meetings of the Members (SS2) which have mandatory application.

The Company has also maintained a Structured Digital Database (“SDD”) pursuant to the requirements of Regulation 3 (5) and 3 (6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

- 1.2 During the period under review, and also considering the compliance related action taken by the Company after March 31, 2023 but before the date of issue of this Report, the Company has, to the best of our knowledge and belief and based on the records, information, explanations and representations furnished to us:
- (i) **Complied with** the applicable provisions/clauses of the Act, Rules, SEBI Regulations and Agreements mentioned under sub-paragraphs (ii), (iii) and (iv) of paragraph 1.1 above.
- (ii) **Complied with** the applicable provisions/ clauses of:
- (a) The Act and rules mentioned under paragraph 1.1 (i); and
- (b) The Secretarial standards on meetings of the Board of Directors (SS-1) and Secretarial standards on General Meetings (SS-2) mentioned under paragraph 1.1 (vi) above to the extent applicable to Board meetings and Committee meetings held during the review period, the 31st Annual General Meeting held on 29th July 2022 (31st AGM) and resolutions passed by circulation. The Compliance of the provisions of the Rules made under the Act [paragraph 1.1 (i)] and SS-1 [paragraph 1.1(vi)] with regard to the Board meetings and Committee meetings held through video conferencing during the review period were verified based on the minutes of the meeting provided by the Company.
- 1.3 We are informed that, during the Financial Year 2022-23, the Company was not required to initiate any compliance related action in respect of the following laws/rules/regulations/standards, and was consequently not required to maintain any books, papers, minute books or other records or file any form/ returns thereunder:
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (ii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008,
- (iii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (iv) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- 1.4 Based on the nature of business activities of the Company, the following specific Acts /Laws /Rules / Regulations are applicable to the Company, which has been duly complied with:
- a) The Insecticides Act, 1968 and the Rules framed thereunder and
- b) The Andhra Pradesh Oil Palm (Regulation of Production and Processing) Act, 1993.

2. Board processes:

We further report that:

- 2.1 The Board of Directors of Company as on March 31, 2023 comprised of:
- (i) 2 (Two) Executive Directors i.e., Mr. Balam S. Yadav (DIN:00294803), Managing Director and Mr. Burjis Godrej (DIN: 08183082), Executive Director;
- (ii) 5 (Five) Non- Executive & Non-Independent Directors, and
- (iii) 7 (Seven) Non-Executive & Independent Directors, including four women Independent Directors namely Dr. Ritu Anand (DIN: 00363699), Ms. Aditi Kothari Desai (DIN: 00426799), Ms. Roopa Purushothaman (DIN: 02846868) and Ms. Ritu Verma (DIN: 05262828)
- 2.2 The processes relating to the following changes in the composition of the Board of Directors during the Financial Year 2022-23 were carried out in compliance with the provisions of the Act and LODR:
- (i) Cessation of Directorship of Dr. Raghunath A. Mashelkar (DIN: 00074119), Independent Director of the Company, with effect from July 18, 2022, upon expiry of his first term of 5 (five) years.
- (ii) Appointment of Mr. Burjis Godrej (DIN: 08183082) as an “Executive Director” of the Company for a term of 5 (Five) years i.e., from November 1, 2022 up to October 31, 2027.
- (iii) Re-appointment of Mr. Nadir B. Godrej (DIN: 00066195) and Ms. Nisaba Godrej (DIN: 00591503) Directors liable to retire by rotation, at the 31st AGM held on July 29, 2022;
- (iv) Re-appointment of Mr. Balam S. Yadav (DIN: 00294803) as the “Managing Director” of the Company for a further period commencing from September 1, 2022 up to April 30, 2025 at the 31st AGM held on July 29, 2022;

- (v) Re-appointment of Mr. Natarajan Srinivasan as an “Independent Director”, for a second term of 5 (Five) years commencing from July 18, 2022 up to July 17, 2027
- 2.3 Adequate notice was given to all the Directors to enable them to plan their schedule for the Board Meetings and Committee Meetings held during the Financial Year.
- 2.4 Notice of Board and Committee meetings held during review period were sent to all the Directors at least seven days in advance.
- 2.5 Agenda and detailed notes on agenda were sent to the Directors at least seven days before the Board Meetings, other than those which included price sensitive information.
- 2.6 Agenda and detailed notes on agenda for the following items were either circulated separately less than seven days before or at the Board meetings and consent of the Board for so circulating them was duly obtained as required under SS-1:
 - (i) Supplementary agenda notes and annexures in respect of unpublished price sensitive information such as audited financial statement / results, unaudited financial results and connected papers, and
 - (ii) Additional subjects/ information/ presentations and supplementary notes.
- 2.7 A system exists for directors to seek and obtain further information and clarifications on the agenda items before the meetings and for their meaningful participation at the meetings.
- 2.8 We note from the minutes verified that, at the Board meetings held during the year:
 - (i) Decisions were carried through majority; and
 - (ii) No dissenting views were expressed by any Board member on any of the subject matters discussed, that were required to be captured and recorded as part of the minutes.

3. Compliance mechanism

There are reasonably adequate systems and processes in the Company, commensurate with the Company’s size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. There is scope for further improvement in the compliance systems and processes, commensurate with the increasing statutory requirements and growth in operations.

4. Specific events / actions

- 4.1 During the year, the following specific events / actions having a major bearing on the Company’s affairs took place, in pursuance of the above referred laws, rules, Regulations and standards:
 - (i) The Company has allotted 47,930 Equity Shares of face value of ₹.10/- (Rupees Ten Only) each as ESOPs under various schemes during the financial year.
 - (ii) The Board of Directors has approved the enhancement in the overall limit for issuing Commercial Papers by the Company from ₹1,000 Crore (Rupees One Thousand Crore) to ₹1,300 Crore (Rupees One Thousand Three Hundred Crore), subject to receipt of necessary approval(s) / credit rating(s).
 - (iii) The Board of Directors has approved the proposal to raise funds through issue of Non-Convertible Debentures (“NCD”) for expansion and development of business operations of the Company and for meeting the short term and long term requirements for an amount up to ₹50 Crore (Rupees Fifty Crore Only) for financial requirements of the Company, in one or more tranches.
 - (iv) The Company has made additional investment aggregating to ₹20 Crore in the Equity Share Capital of Godrej Maxximilk Private Limited (“GMPL”), Wholly Owned Subsidiary Company, by way of subscription to Rights Issue and accordingly, has been allotted 5,88,236 Equity Shares of Face Value of ₹10/- each of GMPL on October 11, 2022
 - (v) The Company had received an email from National Stock Exchange of India Limited dated February 14, 2023 seeking clarification regarding the composition of the Board of Directors of Godrej Agrovet Limited (“the Company”) as per Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), stating that half of the Board of Directors were not Independent directors on November 1, 2022, as prescribed in the aforesaid Regulation and that the Company had yet affirmed compliance as a part of the Affirmations, in the Corporate Governance Report filed by the Company for the Quarter ended December 31, 2022.

In connection with the above, the Company had responded by stating that as Mr. Burjis Godrej had joined the Board as an “Executive Director” with effect from November 1, 2022, in consequence of which the total number of Non-Independent Directors had increased from 6 (Six) to 7 (Seven), while the number of Independent Directors remained at 6 (Six). Further, as per window provided under Regulation 25(6) of the Listing Regulations, for making the appointment of an “Independent Director”, Ms. Ritu Verma was appointed as an “Independent Director” with effect from January 27, 2023, for a term of 5 (Five) years, i.e., up to January 26, 2028, subject to approval of the Shareholders of the Company. Thus, the Company has duly appointed one more Independent Director on the Board within the statutorily prescribed period, i.e., before January 31, 2023, thereby reinstating the optimal balance of Independent and Non-Independent Directors as required under Regulation 17 of the Listing Regulations/. As the above explanation was not found acceptable to the Stock Exchanges by Notice dated February 21, 2023, National Stock Exchange of India Limited and BSE Limited have levied a penalty of ₹ 3,05,000/- plus GST to each Stock Exchange. The Company has paid the penalty to both the Stock Exchanges and has requested for the waiver of / reduction of penalty via letter dated February 27, 2023 to both the Stock Exchanges. The abovementioned application for waiver is still under process.

- (vi) The Company has received a letter from the National Stock Exchange of India regarding the non-compliance of Regulation 57 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") as regards the intimation of payment of interest / principal on Commercial Paper issued by the Company. Due to a technical error in uploading the intimation to the Stock Exchange, the Company's intimation under regulation 57 (1) for Intimation of redemption of Commercial Paper (ISIN: INE850D14LL1) having Maturity Date as June 13, 2022 was not taken on record by the Exchange in time. However, the Company filed the intimation again immediately on July 18, 2022.

In view of the above, the Exchange has imposed a penalty of ₹ 33,000/- (Rupees Thirty-Three Thousand Only) plus GST. Further, the Company has also applied for the wavier of entire penalty and has agreed to be extra-cautious while filing any intimations or disclosures with the Exchange.

Date: April 26, 2023

Place: Mumbai

For BNP & Associates

Company Secretaries

Firm Registration. No. P2014MH037400

PR. No: 637/2019

sd/-

Aviansh Bagul

Partner

FCS No: F5578 / C P No: 19862

UDIN: F005578E000196835

Note: This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report

Annexure A to Secretarial Audit Report Of Godrej Agrovet Limited

To,
The Members,
Godrej Agrovet Limited,
Godrej One, 3rd Floor,
Pirojshanagar Eastern Express Highway,
Vikhroli (East), Mumbai- 400 079

Secretarial Audit Report of even date is to be read along with this letter.

1. The Company's management is responsible for maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards. Our responsibility is to express an opinion on the secretarial records produced for our audit.
2. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
3. While forming an opinion on compliance and issuing this report, we have also considered compliance related action taken by the Company after March 31, 2023 but before the issue of this Report.
4. We have considered compliance related actions taken by the Company based on independent legal /professional opinion obtained as being in compliance with law.
5. We have verified the secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We also examined the compliance procedures followed by the Company on a test basis. We believe that the processes and practices we followed, provides a reasonable basis for our opinion.
6. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
7. We have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
8. Our Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: April 26, 2023
Place: Mumbai

For BNP & Associates
Company Secretaries
Firm Registration. No. P2014MH037400
PR. No: 637/2019

sd/-
Aviansh Bagul
Partner
FCS No: F5578 / C P No: 19862
UDIN: F005578E000196835

Annexure 'C' to the Directors' Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

Of CREAMLINE DAIRY PRODUCTS LIMITED

for the Financial Year ended March 31, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of
The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
CREAMLINE DAIRY PRODUCTS LIMITED
H.No.6-3-1238/B/21 Asif Avenue, Rajbhavan Road,
Hyderabad - 500082

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CREAMLINE DAIRY PRODUCTS LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **CREAMLINE DAIRY PRODUCTS LIMITED** ("the Company") for the financial year ended on 31st March, 2023, as made available to us, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under - **Not Applicable**;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings - **(Not applicable to the Company during the audit Period)**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Not applicable to the Company during the audit period**;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 - **Not applicable to the Company during the audit period**;
 - (c) The Securities and Exchange Board of India (Issue of Capital and disclosure requirements), Regulations, 2018 - **Not applicable to the Company during the audit period**;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not applicable to the Company during the audit period**;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities), Regulations, 2008 - **Not applicable to the Company during the audit period**;
 - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not applicable to the Company during the audit period**;
 - (g) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - **Not applicable to the Company during the audit period**;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable to the Company during the audit period**;
 - (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding with the Companies Act and dealing with Client.
 - (j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with Operational Circular for Issue and Listing of Non-Convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated August 10, 2021;

vi. Other specifically applicable laws to the Company:

- Food Safety and Standards Act, 2006 and Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011 and Food Safety and Standards (Packaging and Labelling) Regulations, 2011;
- Legal Metrology Act, 2009 and Legal Metrology (Packaged Commodities) Rules, 2011;
- Boilers Act, 1923 and Indian Boiler Regulations, 1950;
- The Water (Prevention and Control of Pollution) Act, 1974;
- The Air (Prevention and Control of Pollution) Act, 1981.

We have also examined the compliance with the applicable clauses of the following:

- i. Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India;
- ii. The Company, being an unlisted Public Limited Company, has not entered into any Listing Agreement and hence the same is not commented upon, (except to the extent of documents and agreements in connection with issue of Commercial Papers listed on NSE)

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- *Consequent upon the merger of Nagavalli Milkline Private Limited (a wholly-owned subsidiary of the Company) with the Company, it has initiated the process of registration of immovable property, held in the name of the said transferor Company, in its own name, which is still in progress as on date.*

We further report that examination / audit of financial laws such as direct and indirect tax laws has not been carried out by us as part of this Secretarial Audit.

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all the directors to schedule the Board Meetings. We have been informed that agenda and detailed notes on agenda were sent sufficiently in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All the decisions at the Board Meetings and Committee Meetings have been carried out with requisite majority as recorded in the Minutes of the meetings of the Board or Committees of the Board, as the case may be.

We further report that:

As per the information provided by the management, and based on the review of compliance reports by the respective department / functional heads, there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

During the Audit period, there were no specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs except that:

The Scheme of amalgamation contemplating the merger of Nagavalli Milkline Private Limited, the wholly owned subsidiary of the Company, with itself, effective 01.04.2019, subsequent upon receipt of various other requisite approvals, was approved by the Hon'ble National Company Law Tribunal, Hyderabad Bench during the FY 2019-20. Requisite post merger compliances have been completed / are underway.

During the year under review, the Company has issued / reissued Commercial papers on private placement basis, for an amount not exceeding ₹150 Crores, in different tranches and got the same listed on NSE.

For P S Rao & Associates
Company Secretaries

Sd/-

Vikas Sirohiya

M. No.15116

CP No.5246

UDIN: A015116E000180644

PR: 710/2020

Place: Hyderabad

Date: 24.04.2023

[This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.]

Annexure A to the Secretarial Audit Report of Creamline Dairy Products Limited

To,
The Members,
CREAMLINE DAIRY PRODUCTS LIMITED
H.No.6-3-1238/B/21 Asif Avenue, Rajbhavan Road,
Hyderabad - 500082

Secretarial Audit Report of even date is to be read along with this letter.

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. We have followed the audit practises and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on random basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practises we followed provide a reasonable basis for our opinion.
3. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. We believe that audit evidence and information provided by the Company's management is adequate and appropriate for us to provide a basis for our opinion.
6. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
7. We have not verified the correctness and appropriateness of financial records and Books and Accounts of the Company.

Disclaimer

8. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
9. The plants / operations of the Company are located at different places across the country. In view of the said, we could not conduct plant verification physically and for the purpose of verification of documents lying at respective plants, we have relied on the management representations and assurances, wherever required, for forming our opinion and eventual reporting.

For P S Rao & Associates
Company Secretaries

Sd/-

Vikas Sirohiya

M. No.15116

CP No.5246

UDIN: A015116E000180644

PR: 710/2020

Place: Hyderabad

Date: 24.04.2023

Annexure 'D' to the Directors' Report

PARTICULARS IN RESPECT OF

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO OF GODREJ AGROVET LIMITED

As at the Financial Year ended March 31, 2023

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 and Rule 8 of the Companies (Accounts) Rules, 2014]

A. CONSERVATION OF ENERGY:

Your Company relentlessly focuses on making environmental sustainability key to its manufacturing and supply chain processes and continues to adopt and implement various energy conservation measures at all its manufacturing locations.

Some of the measures adopted by your Company for conservation of energy and the benefits derived therefrom are as follows:

- As per the Science based target initiatives (SBTi), your Company is committed to reduce its scope-1 & 2 specific Green House Gas emission by 37% by 2035. In line with this target, your Company continues to reduce its emission by investing energy efficient technology, increasing renewable energy mix in overall energy, shifting towards clean fuel, etc.
- Your Company has made significant investment in renewable energy projects such as solar roof top / ground mounted for its 20+ manufacturing plants, procurement of green power, wind power project. These initiatives helped your Company to achieve around 73% of its energy requirement through renewable source of energy.
- Your Company is also continuously focusing on installation of various energy efficient technologies like vapour absorption machine, extensive use of variable frequency drives, efficient pump, motors & lighting system, screw air compressor in place of reciprocating, heat pipe, fuel optimization through automation, improved condensate recovery, thermal insulation for steam pipelines, etc.

The capital investment on energy conservation equipment made during the Financial Year 2022-23 is approximately ₹ 23.12 Crore.

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

Your Company continues with its constant endeavors to introduce and implement several technological upgradations, with an objective to obtain improved quality of output at a reduced cost.

In line with your Company's commitment to environmental sustainability, it focuses on adopting various energy efficient technologies such as vapour absorption machine, extensive use of variable frequency drives, efficient pump, motors & lighting system, screw air compressor in place of reciprocating, heat pipe, fuel optimization through automation, improved condensate recovery, thermal insulation for steam pipelines and so on.

The benefits derived as a result of such measures / methods include reduction in the cost of production, optimum utilization of plant and equipment capacity and overall enhancement in the level of Environmental Sustainability, Health and Safety.

C. RESEARCH & DEVELOPMENT (R&D) ACTIVITIES:

During the Financial Year 2022-23, your Company's In-house Research & Development (R&D) Centre at Vikhroli, Mumbai (Maharashtra) conducted research related to agriculture and development of environmentally benign agrochemical products and technologies that increase agricultural productivity and farm efficiency in a sustainable manner. Your Company also has an R&D Centre for Animal Feed at Nashik (Maharashtra) which conducts research related to cattle feed and poultry feed to enhance the productivity of livestock, reduce cost of production and increase the profitability of farmers.

In case of imported technology [imported during the last 3 (three) years, i.e., during Financial Year 2020-21, 2021-22 & 2022- 23], the required details are as follows:

Details of Technology Imported	Vertical Sterilisation plus Splitter installed in an Oil Palm Plant
Year of Import	2020-21
Whether the Technology has been fully absorbed	Yes
If not fully absorbed, areas where absorption has not taken place, reasons therefor and future plan of action	Not Applicable

Your Company's Expenditure on R&D is given below:

Particulars	Current Year (2022-23) ₹ in Crore	Previous Year (2021-22) ₹ in Crore
A. Capital Expenditure	4.22	0.96
B. Recurring Expenditure	20.62	14.60
TOTAL	24.84	15.56
Total R&D Expenditure as a Percentage of Total Turnover	0.36	0.25

D. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of Foreign Exchange Earnings and Outgo of your Company during the Financial Year under review are as follows:

Particulars	Current Year (2022-23) ₹ in Crore	Previous Year (2021-22) ₹ in Crore
A. Foreign Exchange Earned	42.24	16.03
B. Foreign Exchange Used	278.00	185.22

For and on behalf of the Board of Directors of
Godrej Agrovet Limited

Sd/-
Nadir Godrej
Chairman
(DIN: 00066195)

Date: May 9, 2023
Place: Mumbai

Annexure 'E' to the Directors' Report

PARTICULARS IN RESPECT OF REMUNERATION OF GODREJ AGROVET LIMITED

As at the Financial Year ended on March 31, 2023 Disclosure as per the provisions of Section 197 of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year (F.Y.) 2022-23 and the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year (F.Y.) 2021-22 is as under:

Sr. No.	Name of Director / Key Managerial Personnel (KMP)	Designation of Director / KMP	% Increase in Remuneration in the Financial Year 2022-23	Ratio of Remuneration of each Director to Median Remuneration of Employees
1.	Mr. N. B. Godrej (*)	Chairman – Promoter, Non-Executive, Non-Independent Director	N/A	N/A
2.	Mr. J. N. Godrej (*)	Non-Executive, Non-Independent Director	N/A	N/A
3.	Ms. Tanya A. Dubash (*)	Non-Executive, Non-Independent Director	N/A	N/A
4.	Ms. Nisaba Godrej (*)	Non-Executive, Non-Independent, Director	N/A	N/A
5.	Mr. Pirojsha Godrej (*)	Non-Executive, Non-Independent, Director	N/A	N/A
6.	Mr. Burjis Godrej (w.e.f. November 1, 2022)	Executive Director – Non-Independent Director	N/A	26.66
7.	Mr. B. S. Yadav	Managing Director - Executive, Non-Independent Director	37%	246.86
8.	Dr. Raghunath A. Mashelkar (*) (upto July 17, 2022)	Non-Executive, Independent Director	N/A	N/A
9.	Dr. Ritu Anand (*)	Non-Executive, Independent Director	N/A	N/A
10.	Ms. Aditi Kothari Desai (*)	Non-Executive, Independent Director	N/A	N/A
11.	Ms. Roopa Purushothaman (*)	Non-Executive, Independent Director	N/A	N/A
12.	Mr. Natarajan Srinivasan (*)	Non-Executive, Independent Director	N/A	N/A
13.	Mr. Kannan Sitaram (*)	Non-Executive, Independent Director	N/A	N/A
14.	Dr. Ashok Gulati (*)	Non-Executive, Independent Director	N/A	N/A
15.	Ms. Ritu Verma (*)	Non-Executive, Independent Director	N/A	N/A
16.	Mr. S. Varadaraj	Chief Financial Officer	29%	N.A.
17.	Mr. Vivek Raizada	Company Secretary	20%	N.A.

(*) - All the Non-Executive Directors will be paid Commission for the Financial Year 2022-23, upon approval of Financial Statements for the said Financial Year by the Shareholders at their ensuing 32nd (Thirty-Second) Annual General Meeting of the Company.

Sitting fees have been paid to all the Independent Directors for attending the Meetings of the Board of Directors and the Committees thereof held during the Financial Year 2022-23.

(ii)	The percentage increase in the median remuneration of employees in the Financial Year	0.5%
(iii)	The number of permanent employees on the rolls of the Company	2,747 as on March 31, 2023
(iv)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentile increase in remuneration of employees during the Financial Year (F.Y.) 2022-23 was 7.1% as compared to average percentile increase in remuneration of managerial personnel which was 2%.

The remuneration paid is in terms of the Nomination and Remuneration Policy of the Company.

For and on behalf of the Board of Directors of
Godrej Agrovet Limited

Sd/-
Nadir Godrej
Chairman
(DIN: 00066195)

Date: May 9, 2023
Place: Mumbai