

GODREJ AGROVET LIMITED

Registered Office: "Godrej One", 3rd Floor, Pirojshanagar,
Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra
E-mail: gavlinvestors@godrejagrovvet.com; **Website:** www.godrejagrovvet.com;
Tel. No.: +91 22 - 2519 4416, **Fax No.:** +91 22 - 2519 5124
Corporate Identity Number (CIN): L15410MH1991PLC135359

NOTICE OF THE THIRTY-FOURTH ANNUAL GENERAL MEETING ("34th AGM")

NOTICE is hereby given that the **THIRTY-FOURTH ANNUAL GENERAL MEETING ("34th AGM")** of the Shareholders of **GODREJ AGROVET LIMITED** ("Company") will be held on **Wednesday, August 6, 2025 at 4.00 p.m. (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following **BUSINESS**:

ORDINARY BUSINESS:

1. Adoption of Financial Statements for the Financial Year ended March 31, 2025:

To consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors of the Company and the Statutory Auditors thereon, including Annexures thereto.

2. Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2025:

To declare Final Dividend on Equity Shares at the rate of 110% (One Hundred and Ten percent) [i.e. ₹ 11/- (Rupees Eleven only) per Equity Share of Face Value of ₹ 10/- (Rupees Ten Only)] for the Financial Year ended March 31, 2025.

3. Re-appointment of Mr. Nadir Godrej (DIN: 00066195), as a "Director", liable to retire by rotation, who has offered himself for re-appointment:

To appoint a Director in place of Mr. Nadir Godrej [Director Identification Number (DIN): 00066195], Non-Executive & Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment, as a "Director" of the Company and if thought fit, to pass the following resolution as an **Ordinary Resolution**: -

"RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, and/or the Rules made thereunder, the approval of the Shareholders of the Company, be and is hereby accorded to the re-appointment of Mr. Nadir Godrej [Director Identification Number (DIN): 00066195], as a "Director", who shall be liable to retire by rotation."

4. Re-appointment of Ms. Tanya Dubash (DIN: 00026028) as a "Director", liable to retire by rotation, who has offered herself for re-appointment:

To appoint a Director in place of Ms. Tanya Dubash [Director Identification Number (DIN): 00026028], who retires by rotation and being eligible, offers herself for re-appointment, as a "Director" of the Company and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, and/or the Rules made thereunder, the approval of the Shareholders of the Company, be and is hereby accorded to the re-appointment of Ms. Tanya Dubash [Director Identification Number (DIN): 00026028], as a "Director", who shall be liable to retire by rotation."

SPECIAL BUSINESS:

5. Ratification of Remuneration of M/s. P. M. Nanabhoy & Co., Cost Accountants, Mumbai, appointed as the "Cost Auditors" of the Company for the Financial Year ending March 31, 2026:-

To consider and ratify the remuneration of M/s. P.M. Nanabhoy & Co., Cost Accountants, Mumbai as the "Cost Auditors" of the Company for the Financial Year ending March 31, 2026 and if thought fit, to pass the following resolution as an **Ordinary Resolution**: -

"RESOLVED THAT pursuant to Section 148 and other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), based on the recommendation of the Audit Committee of the Board of Directors, the remuneration of M/s. P.M. Nanabhoy & Co., Cost Accountants, Mumbai (Firm Registration Number: 00012), the "Cost Auditors" appointed by the Board of Directors of the Company, for the Financial Year ending March 31, 2026, for conducting audit of the cost records of the Company, at a remuneration of ₹ 1,51,800/- (Rupees One Lakh Fifty One Thousand and Eight Hundred Only) plus Goods and Service Tax and reimbursement of out-of-pocket expenses at actuals, if any, be and is hereby ratified and approved."

"RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary and / or the Chief Financial Officer of the Company be and are hereby jointly and / or severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Appointment of M/s. BNP & Associates, Practicing Company Secretaries, as the “Secretarial Auditors” of the Company for a term of 5 (Five) consecutive Financial Years commencing from the Financial Year 2025-26 upto the Financial Year 2029-30:

To consider and approve the appointment of M/s. BNP & Associates, Practicing Company Secretaries as the “Secretarial Auditors” of the Company for a term of 5 (Five) consecutive Financial Years commencing from the Financial Year 2025-26 upto the Financial Year 2029-30 and if thought fit, to pass the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 204 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company made at their respective Meetings held on April 30, 2025, M/s. BNP & Associates, Practicing Company Secretaries, [ICSI Registration No. P2014MH037400], be and are hereby appointed as the “Secretarial Auditors” of the Company for a term of 5 (Five) consecutive Financial Years, commencing from the Financial Year 2025-26 upto the Financial Year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses, as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.”

“RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary and / or the Chief Financial Officer of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. Approval for Amendment to the Employees Stock Grant Scheme, 2018 (ESGS 2018):

To consider and approve the amendment to the Employees Stock Grant Scheme, 2018 and if thought fit, to pass the following as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder and the Securities and Exchange Board of India (“SEBI”) (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, the Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable regulations, rules and circulars / guidelines in force, from time to time, the approval of the Members be and is hereby accorded for carrying out alteration / amendment in “Godrej Agrovet Limited – Employees Stock Grant Scheme, 2018” (“ESGS 2018”) by insertion / modification of the necessary provision(s) / clause(s) to permit / effect the following in ESGS 2018;

- a) To allow vesting of Stock Grants over a period of 5 (five) years;
- b) To cover Employees of the Group Companies (Group Company as defined under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021) as well;
- c) To explicitly cover the cases of (a) superannuation; or (b) early superannuation with the approval of the Compensation Committee or the Nomination and Remuneration or the Board of Directors.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESGS 2018 and to take all such steps and do all acts as may be incidental or ancillary thereto.”

By Order of the Board of Directors

Sd/-
Vivek Raizada
Head – Legal & Company Secretary & Compliance Officer

Date: April 30, 2025

Place: Mumbai

Registered Office:

“Godrej One”, 3rd Floor, Pirojshanagar,
Eastern Express Highway, Vikhroli (East),
Mumbai – 400079, Maharashtra, India

Tel. No.: 022 - 2519 4416; **Fax:** 022-2519 5124

Website: www.godrejagrovet.com;

Email: gavlinvestors@godrejagrovet.com;

CIN: L15410MH1991PLC135359

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) had vide its various Circulars including the latest General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”), permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) till September 30, 2025, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 34th AGM of the Company will be conducted through VC / OAVM.

National Securities Depositories Limited (‘NSDL’) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the AGM through VC / OAVM is explained below and is also available on the website of the Company viz., www.godrejagrovets.com.

2. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all the material facts relating to Ordinary / Special Businesses to be transacted at the 34th AGM, as set out in this Notice, is annexed hereto.

Further additional information, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), in respect of Directors seeking appointment / re-appointment at this Annual General Meeting (“AGM”) as mentioned in Item Nos. 3 and 4 of this Notice of AGM is also annexed hereto.

3. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) intending to appoint their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer (M/s. BNP & Associates, Practicing Company Secretaries), NSDL and the Company, a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the AGM. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to ab@bnpassociates.in, venkatk1960@gmail.com and venkatk60@yahoo.co.in with a copy marked to evoting@nsdl.co.in and gavlinvestors@godrejagrovets.com.
5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Act and Certificate from Secretarial Auditors of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, may please be sent to gavlinvestors@godrejagrovets.com.
8. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, August 1, 2025 to Tuesday, August 5, 2025 (both days inclusive)** for annual closing and determining the entitlement of the Shareholders to the Final Dividend for the Financial Year 2024-25, if declared at the 34th AGM.
9. All the documents in connection with the accompanying Notice and Explanatory Statements are available for inspection through electronic mode on the basis the request being sent on gavlinvestors@godrejagrovets.com.
10. Shareholders are requested to register / intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), bank details including change in bank account number, IFSC Code, MICR Code, name of bank and branch details:

- a) **In case of Equity Shares held in Electronic form:** To their Depository Participant(s) (DPs);
 - b) **In case of Equity Shares held in Physical form:** To Kfin Technologies Limited (formerly known as “Kfin Technologies Private Limited”), Registrar and Share Transfer Agent of the Company (“Kfintech”) or the Company in prescribed Form ISR-1 along with the supporting documents pursuant to Circular issued by the Securities and Exchange Board of India (“SEBI”), bearing No. SEBI/HO/ MIRSD/ MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/35 dated March 16, 2023. The format of the Form is available on the Company’s website at <https://www.godrejagrovets.com/investors/investor-service-request> and on the website of Kfintech at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.
11. Shareholders are also requested note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate share certificate, claim from unclaimed suspense account, renewal / exchange of share certificate, endorsement, sub-division, splitting of share certificate, consolidation of share certificates / folios, transmission and transposition. Accordingly, the Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company’s website at <https://www.godrejagrovets.com/investors/investor-service-request> and on the website of the Kfintech at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

12. In accordance with the various Circular issued by the MCA, including the latest General Circular No. 09/2024 dated September 19, 2024 read with various Circulars issued by the SEBI including the latest Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules framed thereunder, the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, including the Report of Board of Directors, Statutory Auditors' Report and/or other documents required to be attached therewith and the Notice of AGM are being sent through electronic mode to Members whose e-mail addresses are registered with the Company or the Depository Participant(s) or Kfintech. Members are requested to support the "Green Initiative" by registering / updating their email address(es) in the manner specified in **Point No. 10** above, to enable the Company to send electronic communications.
13. Members may also note that the Notice of 34th AGM and the Annual Report for the Financial Year 2024-25 will be available on the Company's website www.godrejagrovet.com, on the websites of the Stock Exchanges where the Equity Shares of the Company are listed, i.e., BSE Limited (at www.bseindia.com) and National Stock Exchange of India Limited (at www.nseindia.com) and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
14. The Final Dividend for the Financial Year 2024-25, as recommended by the Board of Directors, if approved at the AGM, would be paid / credited by **Monday, August 11, 2025** subject to deduction of tax at source, to the shareholders or their mandates: -
 - (a) whose names appear as Beneficial Owners as at the end of the business hours on **Thursday, July 31, 2025**, in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - (b) whose names appear as Shareholders in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / Kfintech on or before **Thursday, July 31, 2025**.

15. Compulsory Transfer of Equity Shares to Investor Education and Protection Fund ("IEPF") Suspense Account:

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all Equity Shares on which dividend has not been paid or claimed for 7 (Seven) consecutive years or more shall be transferred to the Investor Education and Protection Fund (IEPF) authority after complying with the procedure laid down under the said Rules.

Pursuant to the provisions of Sections 124 and 125 of the Act, the details of amount of Dividend remaining unclaimed / unpaid for a period of 7 (Seven) years and/or unclaimed Equity Shares which are required to be transferred to the Investor Education and Protection Fund (IEPF) have been uploaded on the website of the Company viz. www.godrejagrovet.com.

Shareholders who have not encashed the dividend warrants for the previous year(s), are requested to make their claim with KFin Technologies Limited (formerly known as Kfin Technologies Private Limited) ("RTA"), Registrar and Share Transfer Agent of the Company, at Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Hyderabad – 500032, Telangana, India.

Unclaimed / Unpaid Dividend:

Shareholders are informed that the dividend amount for the Financial Year 2017-18 remaining unclaimed shall become due for transfer to IEPF on September 14, 2025, upon expiry of 7 (Seven) years from the date of its declaration, in terms of Section 124 of the Companies Act, 2013.

Complying with various requirements set out in the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), the Company has sent individual communication to the concerned Shareholders, at their latest available address(es) registered with the Company or Kfintech, whose Dividend has remained unpaid or unclaimed for the Financial Year 2017-18 and onwards and therefore, whose Equity Shares are liable to be transferred to IEPF during the Financial Year 2025-26, giving them the opportunity to claim the Unclaimed Dividend and Equity Shares, before September 14, 2025 ("Due Date"), to avoid transfer to IEPF, by making an application to the Company or the Company's Registrar & Transfer Agent, Kfintech, along with all the requisite documents. The concerned Shareholders are requested to send their claims well before the due date, in order to allow sufficient time for processing their claims.

The Company has uploaded the list of Shareholders containing details of the names of the Shareholders, Folio Number or DP ID and Client ID and the number of Equity Shares due for transfer to IEPF on its website www.godrejagrovet.com, which the Shareholders are requested to verify.

Shareholders holding Equity Shares in physical form and whose Equity Shares are liable to be transferred to IEPF may note that the Company will be issuing Duplicate Share Certificate(s) in lieu of the Original Share Certificate(s) held by them for the purpose of transfer of such Equity Shares to IEPF and consequently the Original Share Certificate(s) will stand automatically cancelled and be deemed to be non-negotiable. The Shareholders may further note that the details of the concerned Shareholders uploaded on the website should be regarded and shall be deemed adequate notice in respect of issue of Duplicate Share Certificate(s) by the Company for the purpose of transfer of Equity Shares to IEPF. Shareholders holding Equity Shares in dematerialized mode / electronic mode, may note that the Equity Shares shall be directly transferred to IEPF, with the help of Depository Participants by way of corporate action, without any further notice.

It may be further noted that, in case no valid claims in respect of such Equity Shares are received from the Shareholders by the due date or such other date as may be extended under the provisions of law, the Company shall be compelled to transfer the Equity Shares to IEPF by the due date, as per stipulated procedure, without any further notice. No claim shall lie against the Company or its Directors or authorised representatives in respect of Unclaimed Dividend amount(s) and/or Equity Shares transferred to IEPF.

Thereafter, all the future benefits, including but not limited to, Dividend(s) arising on such Equity Shares transferred to IEPF would also be credited to IEPF. Shareholders may also note that both the Unclaimed Dividend and the Equity Shares transferred to IEPF, including all benefits accruing on such Equity Shares, if any, can be claimed back by them from IEPF after following the procedure prescribed in the Rules, the details of which are available at www.iepf.gov.in.

For any information / clarifications on the subject matter, concerned Shareholders may write to the Company at gavinvestors@godrejagrovet.com or contact Kfintech at, Selenium Building, Tower-B, Plot No.31-32, Financial District, Nanakramguda, Serilingampally, Rangareddy, Hyderabad - 500032, Telangana, India, Tel. No.: 040 – 6716 2222, E-mail: einward.ris@kfintech.com.

The details of unpaid / unclaimed dividend since the Financial Year 2017-18 are given below:

Financial Year	Date of Declaration of Dividend	Dividend (%)	Dividend per Equity Share (in ₹)	Amount lying in the Unpaid Dividend Account as on March 31, 2025 (in ₹)	Last Date for claiming Unpaid / Unclaimed Dividend
2017-18	August 9, 2018	45	4.50	4,23,877.50	September 14, 2025
2018-19	August 2, 2019	45	4.50	4,21,767.00	August 31, 2026
2019-20	July 31, 2020	55	5.50	2,59,595.00	July 31, 2027
2020-21	August 10, 2021	80	8.00	2,09,978.00	September 9, 2028
2021-22	July 29, 2022	95	9.50	2,40,499.50	July 31, 2029
2022-23	August 1, 2023	95	9.50	4,86,784.00	August 31, 2030
2023-24	August 1, 2024	100	10.00	2,19,210.00	September 1, 2031

16. Shareholders may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, 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 the final dividend, if declared by the Shareholders. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.

- a) For **Resident Shareholders**, TDS shall be deducted under Section 194 of the Income Tax Act, 1961, at rate in force on the amount of Dividend declared and paid by the Company during Financial Year 2025-26, provided Permanent Account Number (PAN) is registered by the Shareholder. If PAN is not registered, TDS would be deducted at a higher rate as per the provisions of the Income Tax Act, 1961 and/or the Rules framed thereunder. However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by such resident individual during the Financial Year 2025-26 does not exceed ₹ 10,000/-. Please note that this includes future dividends, if any, which may be declared by the Company during the Financial Year 2025-26.

Separately, in cases where a Shareholder provides Form 15G (applicable to any resident person other than a company or a firm) / Form 15H (applicable to a resident individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

- b) For **Mutual Fund Shareholders**, TDS is exempt under Section 10(23D), provided Mutual Funds provide SEBI Registration / Central Board of Direct Taxes (CBDT) notification and declaration that their income is exempt under Section 10 (23D) of the Income Tax Act, 1961.
- c) For **Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI)**, tax will be deducted under Section 196D of the Income Tax Act, 1961, at applicable rate, including surcharge and cess.
- d) For **Other Non-resident Shareholders**, taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961 at the rates in force. However, as per Section 90 of the Income Tax Act, 1961, the Non-Resident Shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the Shareholder, if they are more beneficial to them. For this purpose, i.e., to avail the Tax Treaty benefits, the Non- Resident Shareholder will have to provide the following:
- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident.
 - Self-declaration in Form 10F if all the details required in this form are not mentioned in the TRC.
 - Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities.
 - Self-declaration, certifying the following points:
 - i. Member is and will continue to remain a tax resident of the country of its residence during the financial year 2025-26;
 - ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;

- iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
- iv. Member is the ultimate beneficial owner of its shareholding in the Company and Dividend receivable from the Company; and
- v. Member does not have a taxable presence or a permanent establishment in India during the financial year 2025-26.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident Shareholder.

Kindly note that the aforementioned documents are required to be submitted by 11.59 p.m. (IST) on **Monday, August 4, 2025** to the Company at gavlinvestors@godrejagrovet.com / and to Kfintech at web-link (<https://ris.kfintech.com/form15>), in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication on the tax determination / deduction received post **Monday, August 4, 2025** will be considered for payment of Final Dividend. No claim shall lie against the Company for such taxes deduction(s). In case of any queries / difficulties, Shareholders may write to Kfintech at einward_ris@kfintech.com / gavlinvestors@godrejagrovet.com. The Shareholders are also requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate.

It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from a Shareholder, there would still be an option available with such Shareholder to file the return of income and claim an appropriate refund, if eligible.

The Company will arrange to send the soft copy of TDS certificate to a Shareholder on its registered email ID or make such functionality available on its website in due course, post payment of the said Dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.

17. Shareholders holding the shares in electronic mode may please note that their Dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available locations of the Reserve Bank of India (RBI) or National Electronic Fund Transfer (NEFT) or Real Time Gross Settlement (RTGS). The Dividend would be credited to their Bank account as per the mandate given by the Shareholders to their Depository Participant(s). In the absence of availability of NECS / ECS / NEFT / RTGS facility, the Dividend would be paid through demand drafts / dividend warrants and the Bank details as furnished by the respective Depositories to the Company. The same will be printed on their demand drafts / dividend warrants as per the applicable regulations. For Shareholders who have not updated their Bank account details, dividend warrants / demand drafts will be sent to their registered addresses.

18. SEBI vide its Circulars dated November 3, 2021 and December 15, 2021, March 16, 2023 read with Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized form are, therefore requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their dematerialized accounts.

Shareholders are requested to submit their PAN, KYC and nomination details to the Registrar and Share Transfer Agent of the Company, viz., Kfintech at einward_ris@kfintech.com. The forms for updating the same are available at <https://www.godrejagrovet.com/investors/investor-service-request>.

19. The Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder and the SEBI Circular No. SEBI/HO/ MIRSD /MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, read with SEBI Circular No. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/35 dated March 16, 2023. The Shareholders desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in, to Kfintech. If a Member desires to 'Opt Out' or 'Cancel the nomination' or 'Change the nomination', he/she may submit the same in Form ISR-3 or SH-14 as the case may be, the format of which is available on the Company's website at <https://www.godrejagrovet.com/investors/investor-service-request> and on the website of the Kfintech at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. The Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

20. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/ CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD- 1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://www.godrejagrovet.com/investors/online-resolution-of-disputes-in-the-indian-securities-market>

21. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

23. The Shareholders holding shares in electronic form are hereby informed that Bank particulars registered against their respective Depository accounts will be used by the Company for payment of dividend. For the safety and interest of the Shareholders, it is important that Bank account details are correctly provided to the Depository Participants and registered against their demat account. The Shareholders who hold shares in physical form and who have not provided the information regarding Bank particulars, are requested to immediately notify the name of the Bank and the branch, 9-digit MICR number, 11-digit IFS Code and the nature of account and other required information in Form ISR-1 along with the supporting document(s) to Kfintech. The said Form ISR-1 is available on the Company's website at <https://www.godrejagrovvet.com/investors/investor-service-request> and on the website of the Kfintech at <https://ris.kfintech.com/client/services/isc/isrforms.aspx>.
24. The Stock Broker(s), Custodian(s) or any other person(s) / entity(ies) holding Equity Shares of the Company as the Registered Owner(s), for and on behalf of the Beneficial Owner(s) of the Company on the cut-off date for payment of Final Dividend (if declared), i.e., on **Thursday, July 31, 2025**, is / are requested to provide the details of the Beneficial Owner(s) of the Equity Shares so as to reach the Company on or before **Monday, August 4, 2025**, in the below format, to enable the Company to ensure / make suitable arrangements, to provide TDS credit to the actual beneficiary:

S r . No.	Particulars of the Registered Owner						Particulars of the Beneficial Owner			
	Name of the Registered Owner	DP- ID	Client ID / Folio- No.	No. of Equity Shares	Category – Individual /Firm/ Trust/ Company /FPI/ NRI, etc.	PAN	Name of the Beneficial Owner	Address of the Beneficial Owner	Category – Individual / Firm / Trust /Company/ FPI / NRI, etc.	PAN

25. The Certificates with respect to TDS on Final Dividend paid by the Company for the Financial Year 2023-24, as declared by the Shareholders at the previous 33rd AGM held on August 1, 2024 (payment made during the Financial Year 2024-25 and pertaining to the Assessment Year 2025-26), are available for the concerned Shareholders to download from the Company's website at the weblink <https://www.godrejagrovvet.com/tds-certificates-shareholders>, through a simple and secure OTP-based downloading process. In case of any doubt / query / difficulty, the concerned Shareholder(s) may please write to us at gavininvestor@godrejagrovvet.com.
26. As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, the listed entity will give effect to the request for transfer, transmission and transposition of its securities only when the same is in dematerialized form. In view of the same and to avail various benefits of dematerialization and to eliminate all risks associated with physical shares and for ease of portfolio management, Members are advised to dematerialize shares held by them in physical form. Shareholders can contact the Company or Kfintech for assistance in this regard.
27. The Shareholders are requested to send their queries at least a week in advance of the AGM, to the Company Secretary & Compliance Officer at gavininvestors@godrejagrovvet.com to facilitate clarifications during the AGM.
- The Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / Folio number, PAN, mobile number at gavininvestors@godrejagrovvet.com from **Monday, July 28, 2025** (9.00 a.m. IST) to **Friday, August 1, 2025** (5.00 p.m. IST).
28. The Shareholders seeking any information with regard to the financial statements or any matter to be placed at the AGM are requested to write to the Company on or before **Friday, August 1, 2025**, through e-mail on gavininvestors@godrejagrovvet.com. The same will be replied by the Company suitably.
29. The venue of the 34th AGM shall be deemed to be the Registered Office of the Company situated at Godrej One, 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400079, Maharashtra, India.
30. Pursuant to Sections 101 and 136 of the Act read with relevant Rules framed thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). To support this **Green Initiative**, Members holding shares in dematerialised form are requested to register their e-mail address with their Depository Participant(s). In case of any change, the Members are requested to update their e-mail address with the Company or Kfintech or with the Depository Participant(s) to enable the Company to send electronic communications.
31. **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:**
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations (as amended), and the Circulars issued by the MCA, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the ensuing 34th AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by the Shareholders using Remote E-voting System as well as E-Voting during the AGM will be provided by NSDL.
 - The Remote E-Voting period commences on **Saturday, August 2, 2025 (at 9.00 a.m. IST)** and ends on **Tuesday, August 5, 2025 (at 5.00 p.m. IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date), i.e., **Wednesday, July 30, 2025**, may cast their vote electronically.

- c) The voting rights of Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date, i.e., **Wednesday, July 30, 2025**.
- d) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and the provisions contained in under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to their shareholders, in respect of all shareholders' resolutions to increase participation by the public non-institutional shareholders / retail shareholders.
- e) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the E-voting Service Providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- f) In terms of Circular dated December 9, 2020 issued by SEBI on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

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

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

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

Login Method for e-Voting and joining Virtual AGM for Individual Shareholders holding Securities in Demat Mode:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open, wherein you will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period and during the AGM. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal". Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period and during the AGM. Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The users can login to Easi / Easiest on CDSL website www.cdslindia.com and click on login icon and New System Myeasi tab. Then the user can use his/her existing Myeasi Username and Password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period for the AGM. Additionally, there is also link provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from an e-voting link available on the homepage of CDSL's website www.cdslindia.com. The system will authenticate the user by sending OTP on registered mobile and e-mail as recorded in the Demat Account. <p>After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against the company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting and during the AGM.

Important Note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

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

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

A) Login Method for E-voting and joining Virtual AGM for Shareholders other than Individual Shareholders holding securities in Demat Mode and Shareholders holding securities in Physical Mode:

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

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

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

4. Your User ID details are given below:

Manner of holding Shares, i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
For Shareholders who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Shareholders who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
For Shareholders holding shares in Physical Form	EVEN Number (134531) followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 134531 then User ID is 134531001***

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

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

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

- Click on "**Forgot User Details/Password?**" (if you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?** (if you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address, etc.
- Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN AGM ON NSDL E-VOTING SYSTEM:

How to cast your vote electronically and join AGM on NSDL e-Voting system?

- after successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of the Company, which is **134531**, for which you wish to cast your vote during the remote e-voting period or cast your vote during the AGM.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options, i.e., Assent or Dissent, verify / modify the number of Equity Shares for which you wish to cast your vote and click on "**Submit**" and also "**Confirm**" when prompted.

5. Upon confirmation, the message “**Vote cast successfully**” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS:

1. Institutional / Corporate Shareholders (i.e., other than individuals, Hindu Undivided Family (HUF), NRIs etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer (M/s. BNP & Associates, Practicing Company Secretaries) by e-mail to ab@bnpassociates.in, venkatk1960@gmail.com and venkatk60@yahoo.co.in, with a copy marked to gavlinvestors@godrejagrovet.com and evoting@nsdl.co.in. Such Shareholders can also upload their Board Resolution / Power of Authority / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “e-voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details / Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Download section of www.evoting.nsdl.com or call on toll free no.: 4886 7000 and 022 – 2499 7000 or send a request at evoting@nsdl.com.

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

1. In case shares are held in physical mode, please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), Permanent account Number (PAN) Card (self-attested scanned copy of PAN Card), Aadhar Card (self-attested scanned copy of Aadhar Card) to Kfintech on its website www.kfintech.com.
2. In case shares are held in demat mode, please provide DPID-CLID [16 digit DPID + CLID (For NSDL Demat Account) or 16 digit beneficiary ID (For CDSL Demat Account), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN Card), Aadhar Card (self-attested scanned copy of Aadhar Card) to Kfintech on its website www.kfintech.com. If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)**, i.e., **Login method for e-Voting for Individual Shareholders holding securities in demat mode**.
3. Alternatively, Members may send a request to evoting@nsdl.com for procuring User ID and password for e-voting by providing above mentioned documents.
4. In terms of the Circular dated December 9, 2020 issued by the Securities and Exchange Board of India (SEBI) on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their Mobile number and E-mail ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ON THE DAY OF THE AGM:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. The Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM:

- a) Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join Meeting**” menu against the Company’s name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of the Company (**134531**) will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the AGM Notice to avoid last minute rush.
- b) The Members can join the AGM in the VC / OAVM mode 30 (Thirty) minutes before and after the scheduled time of commencement of the AGM, by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or

more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- c) Members are encouraged to join the Meeting through Laptops for better experience.
 - d) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the AGM.
 - e) Please note that Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is, therefore, recommended to use a stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - f) Shareholders who would like to express their views / have questions may send their questions in advance, mentioning their name Demat Account number / Folio Number, e-mail Id, mobile number at gavinvestors@godrejagrovet.com. The same will be replied by the company suitably, either in advance or at the time of AGM.
 - g) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / Folio Number, PAN, mobile number at gavinvestors@godrejagrovet.com from **Monday, July 28, 2025 (9.00 a.m. IST) to Friday, August 1, 2025 (5.00 p.m. IST)**.
Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 - h) Members who need assistance before or during the AGM, can contact NSDL at the designated e-mail ID: evoting@nsdl.co.in.
 - i) Any person holding Shares in physical form and Non-individual Shareholder, who acquires shares of the Company and becomes a Member of the Company after the Notice of AGM is sent through e-mail and holding Shares as of the Cut-off date, i.e., **Wednesday, July 30, 2025**, may obtain the login ID and password by sending a request on evoting@nsdl.co.in or to the Company or Kfintech. However, if he/she is already registered with NSDL for remote e-voting, then he/she can use his/her existing User ID and password for casting the vote. If he/she has forgot his/her password, he/she can reset his/her password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholder holding securities in demat mode who acquires Shares of the Company and becomes a Member of the Company after sending of the Notice of AGM and holding Shares as of the Cut-off date, i.e., **Wednesday, July 30, 2025** may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
32. M/s. BNP & Associates, Practicing Company Secretaries (Firm Registration No. P2014MH037400) have been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting to be conducted at the AGM, in a fair and transparent manner.
 33. The Scrutinizer shall, after the conclusion of voting at the Meeting, unblock and count the votes cast during the meeting and through remote e-voting, in the presence of at least 2 (Two) witnesses not in the employment of the Company and shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or the Director or the Company Secretary authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
 34. The results shall be declared not later than 2 (Two) working days of conclusion of 34th AGM. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.godrejagrovet.com immediately after the result is declared by the Chairman and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed.
 35. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., **Wednesday, August 6, 2025**.

By Order of the Board of Directors

Sd/-

Vivek Raizada

Head – Legal & Company Secretary & Compliance Officer

Date: April 30, 2025

Place: Mumbai

Registered Office:

"Godrej One", 3rd Floor, Pirojshanagar,
Eastern Express Highway, Vikhroli (East),
Mumbai – 400079, Maharashtra, India
Tel. No.: 022- 2519 4416; Fax: 022-2519 5124

Website: www.godrejagrovet.com;

Email: gavinvestors@godrejagrovet.com;

CIN: L15410MH1991PLC135359

ANNEXURE TO THE NOTICE OF THE THIRTY-FOURTH ANNUAL GENERAL MEETING OF GODREJ AGROVET LIMITED

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The Explanatory Statement in terms of the provisions of Section 102(1) of the Act, sets out all material facts relating to the Special Businesses mentioned at Item Nos. 5, 6 and 7 in the accompanying Notice for convening the Thirty-Fourth Annual General Meeting ("34th AGM") of **Godrej Agrovet Limited** to be held on **Wednesday, August 6, 2025 at 4.00 p.m. (IST)**: -

SPECIAL BUSINESSES:

Ordinary Resolution under Item No. 5:

Ratification of Remuneration of M/s. P. M. Nanabhoy & Co., Cost Accountants, Mumbai, appointed as the "Cost Auditors" of the Company for the Financial Year ending March 31, 2026:

Upon recommendation made by the Audit Committee, the Board of Directors of the Company at its Meeting held on April 30, 2025, has appointed M/s. P. M. Nanabhoy & Co., Cost Accountants, Mumbai (Firm Registration Number: 00012), as the "Cost Auditors" of the Company for the Financial Year 2025-26, pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014.

Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 1,51,800/- (Rupees One Lakh Fifty-One Thousand and Eight Hundred Only), plus Goods and Service Tax and reimbursement of out-of-pocket expenses at actuals, if any, payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, shall require subsequent ratification by the Shareholders.

Based on the certification received from the Cost Auditors, it may be noted that:-

- i. the Cost Auditors do not suffer from any disqualifications as specified under Section 141(3) of the Act;
- ii. their appointment is in accordance with the limits specified in Section 141(3)(g) of the Act;
- iii. none of their Partners is in the whole-time employment of any Company; and
- iv. they are an independent firm of Cost Accountants holding valid certificate of practice and are at arm's length relationship with the Company, pursuant to Section 144 of the Act.

The Board recommends the **Ordinary Resolution** set forth in **Item No. 5** for approval of the Shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are interested or concerned, financially or otherwise, in the proposed Resolution set out in **Item No. 5**.

Ordinary Resolution under Item No. 6:

Appointment of M/s. BNP & Associates, Practicing Company Secretaries, as the "Secretarial Auditors" of the Company for a term of 5 (Five) consecutive Financial Years commencing from the Financial Year 2025-26 upto the Financial Year 2029-30:

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the Company is required to appoint the Secretarial Auditors for a term of 5 (Five) consecutive Financial Years with effect from April 1, 2025.

Considering the aforementioned requirement and upon recommendation of the Audit Committee, the Board of Directors at its Meeting held on April 30, 2025, has approved and recommended to the Shareholder the appointment of M/s. BNP & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company for a term of 5 (Five) consecutive Financial Years commencing from the Financial Year 2025-26 upto the Financial Year 2029-30, at such remuneration as may be mutually agreed between the Board of Directors and Secretarial Auditors for conducting the Secretarial Audit.

M/s. BNP & Associates, Practicing Company Secretaries holds the 'Peer Review' Certificate as issued by the Institute of the Company Secretaries of India, as required under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015. M/s. BNP & Associates, Practicing Company Secretaries has confirmed their eligibility and provided consent to act as the Secretarial Auditors of the Company for a term of 5 (Five) consecutive Financial Years commencing from the Financial Year 2025-26 upto the Financial Year 2029-30.

The Board recommends the **Ordinary Resolution** set forth in **Item No. 6** for approval of the Shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are interested or concerned, financially or otherwise, in the proposed Resolution set out in **Item No. 6**.

Special Resolution under Item No. 7:

Approval for amendment to the Employees Stock Grant Scheme, 2018 (ESGS 2018):

Upon recommendation made by the Nomination and Remuneration Committee at its Meeting held on April 30, 2025, the Board of Directors of the Company at its Meeting held on the same day, has approved the alteration / amendment in “Godrej Agrovet Limited – Employees Stock Grant Scheme, 2018” (“ESGS 2018”) for insertion / modification of the necessary provision(s) / clause(s) to permit / effect the followings in ESGS 2018;

- a) To allow vesting of Stock Options for over a period of 5 years; [As per the existing ESGS 2018, the vesting period is 3 (three) years]
- b) To cover Employees of the Group Companies (“Group Company” as defined under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021) as well; [The existing ESGS 2018 is applicable to the Company and its Subsidiary Companies]
- c) To explicitly cover the cases of (a) superannuation; or (b) early superannuation with the approval of the Compensation Committee or the Nomination and Remuneration or the Board of Directors.”

The Members are requested to grant their approval for the above alteration / modification, by way of a **Special Resolution**.

The Board recommends the **Special Resolution** set forth in **Item No. 7** for approval of the Shareholders.

None of the Directors (except Mr. Balram Singh Yadav, Managing Director and Mr. Sunil Kataria, Chief Executive Officer and Managing Director – Designate) and Mr. S. Varadaraj, Chief Financial Officer and Head – Finance & Legal and Mr. Vivek Raizada, Head – Legal & Company Secretary & Compliance Officer, who are Key Managerial Personnel of the Company / their relatives are interested or concerned, financially or otherwise, in the proposed Resolution set out in **Item No. 7**.

By Order of the Board of Directors

Sd/-
Vivek Raizada
Head – Legal & Company Secretary & Compliance Officer

Date: April 30, 2025

Place: Mumbai

Registered Office:

“Godrej One”, 3rd Floor, Pirojshanagar,
Eastern Express Highway, Vikhroli (East),
Mumbai – 400079, Maharashtra, India

Tel. No.: 022- 2519 4416; Fax: 022-2519 5124

Website: www.godrejagrovet.com;

Email: gavlinvestors@godrejagrovet.com;

CIN: L15410MH1991PLC135359

BRIEF RESUME OF DIRECTOR(S) / PERSON(S) SEEKING APPOINTMENT / RE-APPOINTMENT
AT THE THIRTY-FOURTH ANNUAL GENERAL MEETING (34TH AGM) OF THE COMPANY

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

Name of Director	Mr. Nadir Godrej (Chairman, Non-Executive & Non-Independent Director)	Ms. Tanya Dubash (Non-Executive & Non-Independent Director)
Director Identification Number (DIN)	00066195	00026028
Date of Birth (DD/MM/YYYY)	26/09/1951	14/09/1968
Age (In years)	73 Years	56 Years
Nationality	Indian	Indian
Date of Appointment (DD/MM/YYYY)	25/11/1991	10/04/2003
Tenure on the Board	33 Years	22 Years
Qualification	<ul style="list-style-type: none"> • Master of Science • Degree in Chemical Engineering from Stanford University • MBA from Harvard Business School 	<ul style="list-style-type: none"> • Bachelor's degree in Arts from Brown University • Certificate in Advanced Management Program from Harvard Business School
Nature of Expertise in Specific Functional Areas	<ul style="list-style-type: none"> • Strategy & Business • Industry Expertise • Market Expertise • Technology Perspective • Governance, Finance & Risk • Diversity of Perspective 	<ul style="list-style-type: none"> • Strategy & Business • Market Expertise • Governance, Finance & Risk • Diversity of Perspective
Number of Equity Shares held in the Company: By self As a Registered Owner of	<p>102 Equity Shares</p> <p>8,61,001 Equity Shares each (as a Trustee of SNG Family Trust, BNG Family Trust and HNG Family Trust)</p> <p>1 Equity Share each (as a Trustee of SNG Successor Trust, SNG Lineage Trust, BNG Successor Trust, BNG Lineage Trust, NBG Family Trust & RNG Family Trust)</p>	<p>2,60,884 Equity Shares</p> <p>6,00,151 Equity Shares (as Trustee of TAD Family Trust)</p> <p>1 Equity Share (as a Trustee of TAD Children Trust)</p>
Number of Board Meetings attended during the Financial Year 2024-25	6 out of 6	6 out of 6

Name of Director	Mr. Nadir Godrej (Chairman, Non-Executive & Non-Independent Director)	Ms. Tanya Dubash (Non-Executive & Non-Independent Director)
Directorships in other Listed Companies*	1) Godrej Industries Limited 2) Godrej Consumer Products Limited 3) Godrej Properties Limited 4) Astec LifeSciences Limited	1) Godrej Industries Limited 2) Godrej Consumer Products Limited 3) Escorts Kubota Limited 4) Britannia Industries Limited
Directorships in other Companies (Excluding Listed Entities, Foreign Companies and Section 8 Companies)	1) Creamline Dairy Products Limited 2) Godrej Foods Limited (Formerly known as "Godrej Tyson Foods Limited") 3) Isprava Vesta Private Limited 4) Isprava Hospitality Private Limited	1) Godrej Seeds & Genetics Limited
Chairmanships / Membership of Committees in other Companies**	1) <u>Godrej Industries Limited</u> Member: (i) Stakeholders' Relationship Committee (ii) Corporate Social Responsibility Committee (iii) Risk Management Committee (iv) Management Committee (v) ESG Committee Chairperson: (i) Corporate Social Responsibility Committee (ii) Risk Management Committee (iii) Management Committee (iv) ESG Committee 2) <u>Godrej Consumer Products Limited</u> Member: (i) ESG Committee (ii) Risk Management Committee (iii) Corporate Social Responsibility Committee Chairperson: (i) Corporate Social Responsibility Committee 3) <u>Godrej Foods Limited (Formerly known as "Godrej Tyson Foods Limited")</u> Member: (i) Nomination & Remuneration Committee Chairperson: None	1) <u>Godrej Industries Limited</u> Member: (i) Stakeholders' Relationship Committee (ii) Corporate Social Responsibility Committee (iii) Management Committee Chairperson: Nil 2) <u>Godrej Consumer Products Limited</u> Member: (i) Corporate Social Responsibility Committee (ii) Management Committee (iii) Stakeholders' Relationship Committee (iv) ESG Committee Chairperson: Nil 3) <u>Godrej Seeds & Genetics Limited</u> Member: (i) Corporate Social Responsibility Committee Chairperson: (ii) Corporate Social Responsibility Committee 4) <u>Britannia Industries Limited</u> Member: (i) Strategy & Innovation Steering Committee Chairperson: Nil 5) <u>Escorts Kubota Limited</u> Member: (i) Corporate Social Responsibility Committee (ii) Nomination & Remuneration Committee Chairperson: Nil
Names of listed entities from which the Director has resigned in the past 3 (Three) years (##)	-	-

Name of Director	Mr. Nadir Godrej (Chairman, Non-Executive & Non-Independent Director)	Ms. Tanya Dubash (Non-Executive & Non-Independent Director)
Relationships between Directors of the Company inter-se	Father of Mr. Burjis Godrej (Executive Director)	Elder Sister of Ms. Nisaba Godrej and Mr. Pirojsha Godrej, Non-Executive & Non-Independent Directors.
Brief Profile / Resume of the Director	<p>Mr. Nadir Godrej is the Chairman of Godrej Agrovet Limited.</p> <p>Mr. Nadir Godrej is also the Chairperson and Non-Executive Director of Godrej Agrovet Limited.</p> <p>He received a B. S. degree in Chemical Engineering in 1973 from the Massachusetts Institute of Technology, and an M.S. in Chemical Engineering in 1974 from Stanford University. He also earned an MBA from Harvard Business School in 1976. Since 1977, he has been a Director of Godrej Soaps Limited. He has been very active in developing the animal feed, agricultural inputs, and chemicals businesses of Godrej Industries Group. He has also been very active in research and holds several patents in the field of agricultural chemicals and surfactants.</p> <p>In 2001, Godrej Soaps Limited was renamed Godrej Industries, and he was appointed Managing Director. He is also the Chairman of Godrej Agrovet and a Director of Godrej Properties, both subsidiaries of Godrej Industries Group. He serves as a Director of Godrej Consumer Products, Astec Life Sciences Limited and other Godrej Industries Group companies.</p> <p>He has been active in various industry associations, including CLFMA (Compound Livestock Feed Manufacturers Association of India), ICC (Indian Chemical Council) [erstwhile ICMA (Indian Chemical Manufacturers Association)], OTAI (Oil Technologists' Association of India), and the Alliance Française de Bombay. He is currently the President of the Alliance Française de Bombay. He is on the National Council of CII (Confederation of Indian Industry) and is very active in the Harvard Business School and MIT Alumni Association in India.</p> <p>The French government awarded him the Ordre National du Mérite in 2002 and the Légion d'Honneur in 2008. He has also received Lifetime Achievement Awards from OTAI (Oil Technologist Association of India), Chemexcil and the All India Liquid Bulk Importers and Exporters Association (AILBIEA) & from Indian Chemical Council. The Board of Management of Manav Rachna University has unanimously conferred Mr. Godrej an Honorary Degree of Doctor of Philosophy. He has been inducted as a Fellow of the Indian National Academy of Engineering (INAE) and has also received a Doctor of Philosophy in Business Management from XIM University, Bhubaneswar, in recognition of his contribution to industry and society. He was also honoured with a D Sc. (Honoris Causa) by Institute of Chemical Technology.</p>	<p>Ms. Tanya Dubash serves as the Executive Director and Chief Brand Officer of Godrej Industries and is responsible for the Godrej Group's brand and communications function, including guiding the Godrej Masterbrand.</p> <p>Tanya is a Director on the Boards of Godrej Industries Limited, Godrej Consumer Products Limited and Godrej Agrovet Limited. She also serves on the boards of Britannia, Escorts and India@75. She also served on the Board of the Bharatiya Mahila Bank between November 2013 and May 2015.</p> <p>Tanya was a trustee of Brown University between 2012 and 2018 and on the Watson Institute Board of Overseers between 2013 and 2016. She continues to be member of the Brown India Advisory Council.</p> <p>Tanya was recognized by the World Economic Forum as a Young Global Leader in 2007. She is AB cum laudé, Economics & Political Science, Brown University, and an alumna of the Harvard Business School.</p>

Name of Director	Mr. Nadir Godrej (Chairman, Non-Executive & Non-Independent Director)	Ms. Tanya Dubash (Non-Executive & Non-Independent Director)
	Mr. Godrej is deeply committed to the Good and Green strategies and the achievement of set targets for the Godrej Industries Group. He encourages and supports a shared vision value for all programs of Good and Green.	
Terms and Conditions of Appointment / Reappointment Along with Details of Remuneration sought to be paid and Remuneration last drawn by such person	Terms and conditions of re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website, i.e., www.godrejagrovet.com . Entitled to Commission on Profits as a Non-Executive Director.	Terms and conditions of re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website, i.e., www.godrejagrovet.com . Entitled to Commission on Profits as a Non-Executive Director.
Last Drawn Remuneration	The details pertaining to last drawn remuneration are provided in the Corporate Governance Report forming part of the Annual Report for the Financial Year 2024-25.	The details pertaining to last drawn remuneration are provided in the Corporate Governance Report forming part of the Annual Report for the Financial Year 2024-25.

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

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