

ANNUAL REPORT



2024 - 25

Inside the Report ...

| | | |
|-----------|---|-----|
| 01 | Business Overview | |
| | Our Values | 1 |
| | Corporate Information | 7 |
| | Board of Directors | 8 |
| | From Chairman's Desk | 10 |
| | Godrej Agrovet - At a Glance | 14 |
| | Management Discussion and Analysis Report | 26 |
| 02 | Statutory Reports | |
| | AGM Notice | 39 |
| | Directors' Report | 57 |
| | Corporate Governance Report | 100 |
| | Business Responsibility and Sustainability Report | 137 |
| 03 | Financial Statements | |
| | Standalone Financials and Auditors' Report | 180 |
| | Consolidated Financials and Auditors' Report | 263 |

Disclaimer

The statements in the "Management Discussion and Analysis Report" describe your Company's objectives, projections, estimates and expectations which may be "forward-looking statements" within the meaning of the applicable laws and regulations. The actual results could differ materially from those expressed or implied, depending upon the economic and climatic conditions, government policies, taxation and other laws and other incidental factors.

GODREJ INDUSTRIES GROUP

Godrej was founded in 1897 to help build economic independence for India. At Godrej Industries Group, we are committed to growing and strengthening this legacy of nation-building. We are privileged to serve over 1.1 billion consumers globally, through our market portfolio comprising of chemicals, agriculture, consumer products, real estate and financial services. As we expand our footprint, we are equally focused on driving positive impact – by integrating sustainability and inclusion into everything we do. We are bringing together our passion and purpose to make a difference through our Good and Green strategy of shared values to create inclusive and greener India.

128

**YEAR LEGACY OF
EXCELLENCE**

90+

**COUNTRIES WITH
GODREJ PRODUCTS**

1.1 BILLION

**CONSUMERS
WORLDWIDE**





Our Purpose

We constantly innovate to improve farmer productivity and help feed our nation.



THE GODREJ WAY

To live our purpose,
we need to ensure that we are
guided by the right values

Our Values



Trust

- We hold ourselves to the highest standards of personal and business integrity
- Our word is stronger than any contract
- We put people and our planet alongside profits



Be Bold

- We have bold ambitions. We set the bar high. We outperform expectations.
- We adapt, We are agile and resilient.
- We continuously innovate. We champion new ideas. We take risks.



Create Delight

- We place our consumers at the heart of all we do.
- We obsess over current and future needs of our consumers. And then deliver
- We offer consumers amazing quality products at great value.



Own It

- We are 100/0. Take 100% accountability with 0 excuses.
- We speak our mind. We challenge the status quo.
- We focus on the details, but never forget the bigger picture.



Be Humble

- We own up to and learn from our mistakes.
- We ask for feedback. And then grow with it
- We give credit wherever due.



Show Respect

- We treat people like we would want to be treated
- We embrace and celebrate diversity
- We foster collaboration

Value we Create for our stakeholders



Employees

- Focus on inclusion and diversity, free of discrimination
- Sustainable employment opportunities and responsible remuneration



Shareholders, Investors and Lenders

- Robust financial strength and timely debt repayments
- Commitment to long-term value creation



Customers

- Commitment to provide consistently high-quality products in a responsible and timely manner
- Focus on R&D and Innovation to improve productivity and create delight



Government

- Generating economic value for society and delivering sustainable growth
- Contribution to the government exchequer through timely tax payment



Local Community and Civil Society

- Constant engagement with local communities towards betterment of livelihoods, health and education
- Responsible and action-based monitoring of environmental and social impact from company's operations



Suppliers and Other Value-chain Partners

- Creating multiple opportunities for local and small entrepreneurs
- Providing necessary trainings and support to improve productivity of value chain partners and boost local economy

CORPORATE INFORMATION

Chief Financial Officer

Mr. S. Varadaraj

Company Secretary & Compliance Officer

Mr. Vivek Raizada

Secretarial Auditors

BNP & Associates
Company Secretaries

Statutory Auditors

B S R & Co. LLP
Chartered Accountants

Cost Auditors

P. M. Nanabhoy & Co.
Cost Accountants

Bankers

State Bank of India
ICICI Bank Limited
HDFC Bank Limited
Axis Bank Limited
Mizuho Bank Limited
Federal Bank Limited

R & D Centre

Nashik (Maharashtra)
Chintampalli
(Andhra Pradesh)
Hanuman Junction
(Andhra Pradesh)

Factories

Crop Protection Business:

Samba (Jammu)
Lote Parshuram
(Ratnagiri,
Maharashtra)

Aqua Feed:

Kondapally
(Andhra Pradesh)
Hanuman Junction
(Andhra Pradesh)
Barabanki
(Uttar Pradesh)

Vegetable Oils:

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

Animal Feed:

Miraj (Sangli, Maharashtra)
Nashik (Maharashtra)
Dhule (Maharashtra)

Registered Office

“Godrej One”, 3rd Floor,
Pirojshanagar, Eastern Express
Highway, Vikhroli (East),
Mumbai – 400 079, Maharashtra
Telephone No.: 022 – 2519 4416
Fax No.: 022 – 2519 5124
Website: www.godrejagrovet.com
E-mail:
gavlinvestors@godrejagrovet.com
Corporate Identity Number (CIN):
L15410MH1991PLC135359

Registrar & Share Transfer Agent

KFin Technologies Limited

(Formerly: KFin Technologies Pvt. Ltd.)
Selenium Building, Tower B,
Plot No. 31 & 32, Financial District, Nanakramguda,
Serilingampally Mandal, Gachibowli,
Hyderabad – 500 032, Telangana, India
Telephone No.: (91 40) 6716 2222
Fax No.: (91 40) 2343 1551
Investor Grievance
E-mail: einward.ris@kfintech.com
Website: www.kfintech.com

Animal Feed:

Sachin (Surat, Gujarat),
Sarsa (Anand, Gujarat)
Khanna (Ludhiana, Punjab)
Ikolaha (Ludhiana, Punjab)
Kharagpur (West Bengal)
Khurda (Orissa)
Chandauli (Uttar Pradesh)
Unnao (Uttar Pradesh)
Hajipur (Bihar)
Erode (Tamil Nadu)
Tumkur (Karnataka)
Bundi (Rajasthan)
Medchal (Telangana)

BOARD OF DIRECTORS



Mr. Nadir Godrej
Chairman & Non-Executive Director



Ms. Tanya Dubash
Non-Executive Director



Ms. Nisaba Godrej
Non-Executive Director



Dr. Ritu Anand
Independent Director



Ms. Roopa Purushothaman
Independent Director



Ms. Aditi Kothari Desai
Independent Director



Ms. Ritu Verma
Independent Director

-  Audit Committee
-  Nomination & Remuneration Committee
-  Stakeholders' Relationship Committee
-  Corporate Social Responsibility Committee
-  Risk Management Committee
-  Managing Committee



Mr. Pirojsha A. Godrej
Non-Executive Director



Mr. Burjis Godrej
Executive Director



Mr. Balram Singh Yadav
Managing Director



Mr. Natarajan Srinivasan
Independent Director



Mr. Kannan Sitaram
Independent Director

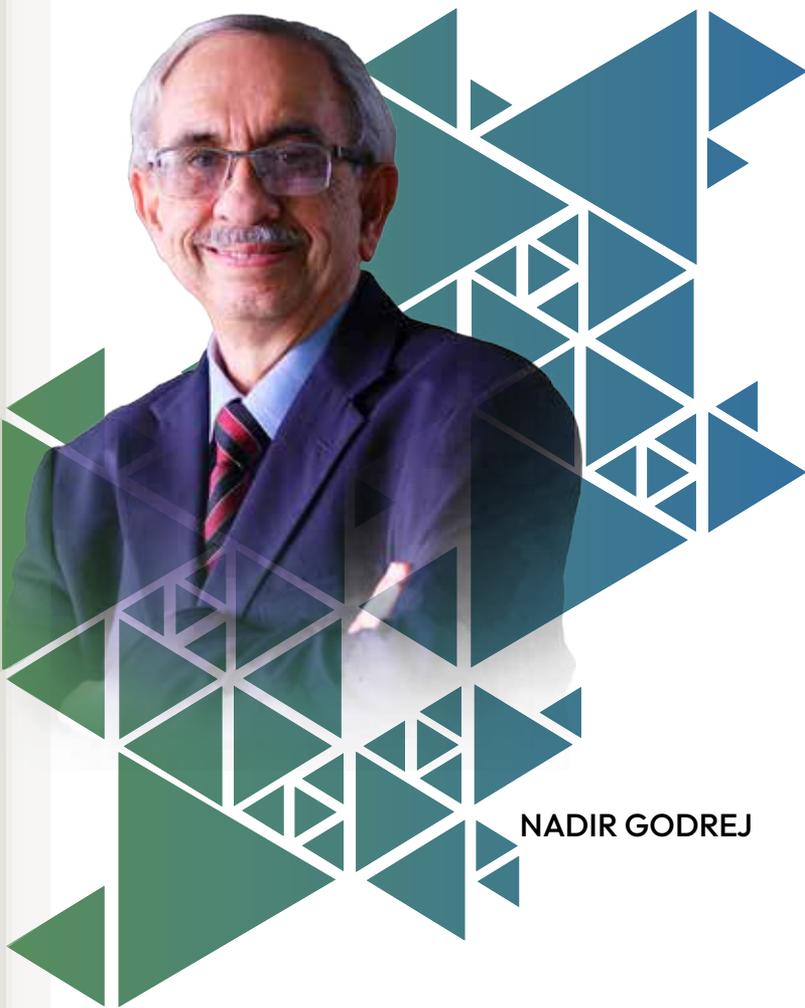


Dr. Ashok Gulati
Independent Director



Mr. Sunil Kataria
Chief Executive Officer &
Managing Director - Designate
(W.e.f. May 5, 2025)

FROM THE DESK OF THE CHAIRMAN



NADIR GODREJ

Dear Shareholders,

It is my privilege to present to you the performance review of your Company for the financial year 2024-25. I hope this letter finds you and your families well & safe.

It has been a year of resilience, transformation, and consolidation across all our business verticals amidst a volatile global environment and an evolving domestic economic landscape. The global economic environment in FY25 was marked by heightened geopolitical tensions, uncertain trade dynamics, climate-related disruptions, and increased protectionism. Events such as the Russia-Ukraine war, Middle East conflict, and widespread elections globally created disruptions in trade routes and energy supplies, triggering inflationary pressures.

Amidst this backdrop, India's economy remained a bright spot with a projected real GDP growth of 6.5%. This was driven by the stellar performance of the agriculture and services sectors. India's structural reforms, resilient demand, and a stable macroeconomic framework enabled businesses like ours to thrive.

India's agricultural and allied industries continue to be a pillar of the economy, serving as a principal source of income for 46% of the population. FY25 saw strong performance in foodgrain production, horticulture output, and an increase in reservoir levels which supported rural income. The government's pro-farmer Union Budget introduced targeted schemes such as the Dhan-Dhaanya Krishi Yojana and Mission for Aatma nirbharta in Pulses, which bode well for the sector.

As a leading agri-business company, our alignment with national goals and farmer-centric innovation played a key role in our progress.

The year gone by, turned out to be highly favourable for Godrej Agrovet in terms of increasing our overall profitability compared to previous year. Our Profit Before Tax (PBT) grew by 19% from ₹ 421 Crore in FY 2023-24 to ₹ 500 Crore in FY2024-25. The growth in profitability was primarily driven by stellar performance of domestic Crop Protection Business, improved end product prices in Oil Palm Business, margin expansion in Dairy business through operational efficiencies and favourable commodity positions & cost optimization measures in Animal Feed.

Before we dive into performance for the year, I would like to express my sincere gratitude to all our shareholders for their unwavering trust and support in Godrej Agrovet, especially during these volatile times. We truly value your contribution and remain steadfast in our commitment to create sustainable and long-term value for our esteemed shareholders.

Consistent revenue growth combined with strong profitability provides a solid foundation for enhanced performance in the years ahead

While the year presented numerous challenges, we made sure that most of your Company's businesses remained focused on increasing their market share and margin expansion.

In the Animal Feed business, the segment witnessed strong profitability growth (26% YoY) despite flat volumes. Our flagship brand 'Samruddhi' maintained leadership in Western India, and the new launch 'Godrej Pride Hog' positioned us strategically in the pig feed market. Our JV in Bangladesh remained resilient amid challenges.

Standalone Crop Protection segment achieved a stellar margin expansion to 40%, led by the HITWEED herbicide portfolio. Despite industry-wide pressures, our focus on customer-centricity, digital transformation, and credit discipline paid off. Our subsidiary Astec LifeSciences Limited faced temporary volume and pricing headwinds but remains focused on scaling R&D and expanding its portfolio.

Your Oil Palm Business was a standout performer, with revenue and margin growth fuelled by higher realizations in Crude Palm Oil (CPO) and Palm Kernel Oil (PKO) of 32% and 43% respectively. Our forward integration initiatives, including a 100 MT/day Palm Kernel Oil Refinery, and Samadhan Centers for farmer support, will reinforce our leadership in this segment.

Your Company's subsidiary Creamline Dairy Products Limited ("CDPL") posted a 160% y-o-y profit increase. Gains were driven primarily in procurement efficiencies and growth in value-added products (VAP), which now comprise 37% of sales. The 3x3 strategy for Andhra Pradesh and Telangana lays a roadmap for future growth.

In Godrej Foods Limited ("GFL"), we acquired the remaining stake of 49% from the minority shareholders, we now hold 100% ownership. While profitability was subdued, our focus is on boosting branded offerings like Real Good Chicken and Yummiez, improving channel mix and operational efficiencies.

Robust Balance sheet and reinforcing our foundation for value creation

During FY 2024-25, your Company reported lower debt to equity profile on standalone basis. Your Company has lowered the debt to equity ratio (Standalone) from 0.24 in FY 2023-24 to 0.19 in FY 2024-25. The net debt has reduced from ₹ 550 crore in FY2023-24 to ₹ 500 crore inspite of investments made to the tune of ~₹ 525 crore. This was achieved by effectively managing the working capital of your Company. Also, your Company's consolidated Return on Capital Employed (RoCE) improved from 13.1% in FY 2023-24 to 15.2% in FY 2024-25, reflecting improved margins and reinforcing our foundation for enhanced value creation in the years ahead.

R&D and future-ready digital investments to aid in long-term consistent growth

Godrej Agrovet continues to make strategic investments in advanced R&D capabilities across its diverse business verticals. These efforts, along with the adoption of digital platforms, have enhanced data-driven decision-making and strengthened farmer engagement. Initiatives such as the Farmer Management System app and digital integration across the supply chain are improving both agility and traceability.

India's agricultural sector is undergoing a transformative shift driven by the adoption of precision and climate-resilient farming practices. The integration of technologies such as IoT, AI, drones, and satellite imagery is enhancing farm productivity while promoting sustainable agriculture in response to evolving climate and consumer demands. Your Company is actively supporting this transition by leveraging digital tools to strengthen farmer engagement, improve product quality, and expand market access. Through real-time communication platforms and AI-driven advisory services, we are empowering farmers to become more competitive and resilient, while also unlocking new revenue opportunities across the value chain.

Our subsidiary, Astec LifeSciences' advanced R&D center for Chemical Research, which was launched last year, is now fully operational and actively contributing to innovation across our portfolio. It complements our existing R&D infrastructure in Animal Feed, Oil Palm, and Crop Protection, further strengthening our research-led approach to sustainable growth. These forward-looking investments reinforce our position at the cutting edge of agricultural innovation.

Way Forward

As we move into FY26, we remain committed to transforming Indian agriculture through innovation, partnerships, and sustainability. Our vision is to empower every farmer with solutions that are productive, profitable, and environmentally responsible.

While our core strategic priorities remain consistent, I would like to reaffirm key aspects of our long-term sustainable growth agenda. At Godrej Agrovet, we understand that the Food and Agri sectors—both in India and globally—are naturally subject to high volatility. To manage this inherent unpredictability, we have deliberately diversified our operational portfolio over time. We also drive synergies and cost efficiencies by centralizing key support functions such as finance, legal, IT, strategy, manufacturing, and human resources across our business verticals.

Looking ahead, our focus is firmly on strengthening resilience and enhancing profitability across all segments. A core pillar of our strategy is to reduce exposure to cyclical fluctuations while increasing the share of high-margin offerings. In Creamline Dairy, we plan to build on the operational efficiencies achieved this year by further expanding our value-added product portfolio. At Godrej Foods, our focus is to reduce dependence on the live bird segment and scale up our margin-accretive branded products business.

In Astec LifeSciences, we intend to accelerate growth in our Contract Development and Manufacturing Operations (CDMO), leveraging our new, advanced R&D center to increase CDMO's contribution to overall revenues. In the domestic Crop Protection business, our emphasis is on broadening our product range to serve both cropping seasons and developing a robust pipeline of in-licensed and proprietary products. Meanwhile, in the Vegetable Oil segment, our strategy includes margin enhancement across the value chain. These focused strategic initiatives are designed to unlock long-term value, drive consistent growth, and reaffirm our commitment to innovation and operational excellence in agriculture.

Digital Transformation – a must to achieve efficiencies

At Godrej Agrovet, we have initiated a strategic digital transformation journey to align with the evolving aspirations of our diversified business segments. Throughout FY 2024-25, the Company focused

considerable efforts on this initiative, encompassing majority of its operational areas. This began with a thorough identification of core challenges, followed by the formulation of a robust roadmap aimed at enhancing efficiency, automation, and intelligence across functions.

Capitalising on this progress, the Company now plans to roll out a range of digital initiatives across sales and marketing, supply chain, and manufacturing. These steps are designed to drive future readiness and deliver superior value to our stakeholders.

Sustainability – A Godrej way of doing business

At Godrej Agrovet, we remain deeply committed to addressing environmental challenges and supporting community development through purposeful, long-term initiatives. Our sustainability goals are aligned with the Godrej Group's Good & Green vision, which aspires to build a more inclusive and environmentally sustainable future.

For the second consecutive year, we have been included in the “A-” list – leadership band of Climate Disclosure Project (CDP). GAVL CDP scores are ahead of the global averages.

We made notable strides toward our 2025 sustainability goals, with 80% of our energy needs now being met through clean, renewable sources—progressing well towards our 90% target. Additionally, we continue to maintain our status as a water positive company, currently conserving 16 times more water than we consume.

Your Company had successfully completed submission of Greenhouse Gas (GHG) emissions reduction roadmap target in line with Science Based Target's (SBTi) “Well Below 2°C” scenario. GAVL was one of the first Agri company in India to commit to reduction in Scope 1 & Scope 2 GHG emissions by 37.5% and Scope 3 emissions by 16.0% by 2035. During the year, we achieved 19% reduction in Scope 1 & Scope 2 GHG emissions.

Towards achieving Carbon Neutrality by 2035, we have sequestered 29,750 MT of CO₂ in FY 2024-25 which accounts for 28% of the annual CO₂ emission target of GAVL.

Your Company was conferred the “CII Climate Action Program (CAP 2.0) Award,” a prestigious national recognition for proactive climate initiatives undertaken by industries. GAVL received the “Oriented” rating—the second-highest category—highlighting our progress in climate action. This recognition strengthens stakeholder confidence and reinforces our commitment to managing climate-related risks responsibly.

On the people front, our livelihood initiatives remained centered on fostering sustainable economic growth for vulnerable and low-income communities. Through our CSR efforts, we enhanced the livelihoods of over 15,000 households and supported the educational journey of more than 16,000 students.

At Godrej Agrovet, we strive to create a safe and dignified working environment. We value diversity within the Godrej Group and are committed to offering equal opportunities.

Before I conclude, on behalf of the Board of Directors and the management, I would like to thank our employees, business partners, customers, vendors, investors and other stakeholders for their trust, efforts and contribution to the Company. We sincerely hope for your continued support as we take this Company forward, the Godrej way.

Nadir Godrej
(Chairman)

Godrej Agrovet Limited – At a Glance

₹ 9,383 crore

Total revenues

10 Year CAGR **11%**

₹ 860 crore

EBITDA (in FY 2024- 25)

Growth of **16%** y-o-y

₹ 1116 crore

Cash generated from Operations

AA (Stable)

ICRA Long-term rating

60 +

Pan India manufacturing units across businesses

Largest Feed

Player in India with 30+ Manufacturing Plants

Largest Crude Palm Oil

Producer in India

80%

Energy utilization from Clean Renewable Sources

Water Positive

16x Water Conservation

70,000 +

Farmers were supported through various initiatives

A DIVERSIFIED R&D FOCUSED FEED-TO-FOOD AGRI BUSINESS

1

ANIMAL FEED

- #1 compound feed player in India
- Present across Cattle, Poultry and Aqua Feed
- 50:50 JV with ACI Godrej for Animal Feed in Bangladesh



2

OIL PALM

- Largest producer of Crude Palm Oil in India with ~30% market share
- Potential area for plantation of 2,00,000 Hectares

3

CROP PROTECTION

- Agrochemical products catering to entire crop lifecycle
- Acquired majority equity stake in Astec LifeSciences in 2015



4

DAIRY

- Acquired majority equity stake in Creamline Dairy in 2015
- Products sold under the 'Godrej Jersey' brand



5

POULTRY AND PROCESSED FOOD

- Acquired balance 49% equity stake in Godrej Foods from Tyson India Holdings Limited in 2024
- Products sold under the 'Real Good Chicken' and 'Yummiez' brands

Ghar ka Fast Food



Our R&D Capabilities



Nadir Godrej Centre for Animal Research & Development (NGCARD)

- Explore full genetic potential of the animals through nutrition
- Improving productivity of livestock
- Optimize cost of poultry meat, eggs and milk
- Value addition in agricultural by-products
- Explore newer protein rich ingredients
- Team of Veterinary scientists leads activities with State of art farms and laboratories

R&D Centre at Nashik supporting Cattle, Broiler and Layer Feed Research



Aqua Feed R&D centre

- Develop high quality, scientifically supported products for Aqua farmers
- New Product Development for region specific and varieties of Shrimp and Fish Feed and AHC
- Dissemination of Best Aquaculture practices to farmers

R&D Centre at Hanuman Junction for Aquaculture Research



Adi Godrej Centre for Chemical Research & Development

- Equipped for New Product Generation, Process Optimization and Scale-up, and Product Lifecycle Management
- Supported with advanced analytical instruments and sophisticated process safety infrastructure
- It will further augment our chemistries and capabilities making us an attractive partner for the Contract Development and Manufacturing Operations (CDMO)

R&D Centre at Rabale, Maharashtra for Chemical Research



R&D Initiatives in Oil Palm business

- Nurseries for seedlings
- R&D Farm (40 acres)
- Plantation experiments such as Precision agriculture and plant Nutrition
- Diagnostics Lab
- Soil & Leaf analysis
- Microbiology Lab
- Oil Mill Pilot plant
- Biomass Valorization

Sustainability and Us

At Godrej Agrovet, our sustainability strategy – “Good & Green” – is driven by the vision to help create a greener and more inclusive planet. Good & Green is based on the principle of shared value that aligns business competitiveness and growth with creating positive social and environmental impact. Our approach to sustainability is based on “3P” framework coupled with robust Governance mechanism

Planet

- Achieve and Maintain water positivity
- Commit and Achieve SBTi aligned GHG emission reduction target
- Achieve zero waste to landfill

People

- Advance Human Rights
- 1,00,000 women in Agriculture
- Score “Zero” Approach to Health & Safety

Product

- Innovation focused on Productivity & Genetic capability improvement
- Demonstrate Circularity
- Empowering farmers with sustainable farming practices

Governance

- Governance through Board & Internal committee
- Compliance of statutory laws & regulations
- Transparent disclosures to our stakeholders
- Drive ethics & culture through Code of Conducts & Company Policies

Planet

- 80% renewable energy
- 16x water positive
- 90% of waste diversion from landfill

People

- 12% women representation in workforce
- 100% owned plant assessed for human right impacts
- 10 Lakhs+ farmer engagement

Product

- 98% oil palm field geo-tagged
- 100% oil palm plantation deforestation free
- 100% circular operation at Oil Palm Business

Governance

- Board level committee
- People & Planet goals integration into leadership team
- SBTi committed climate science target



Sustainability Initiatives -1

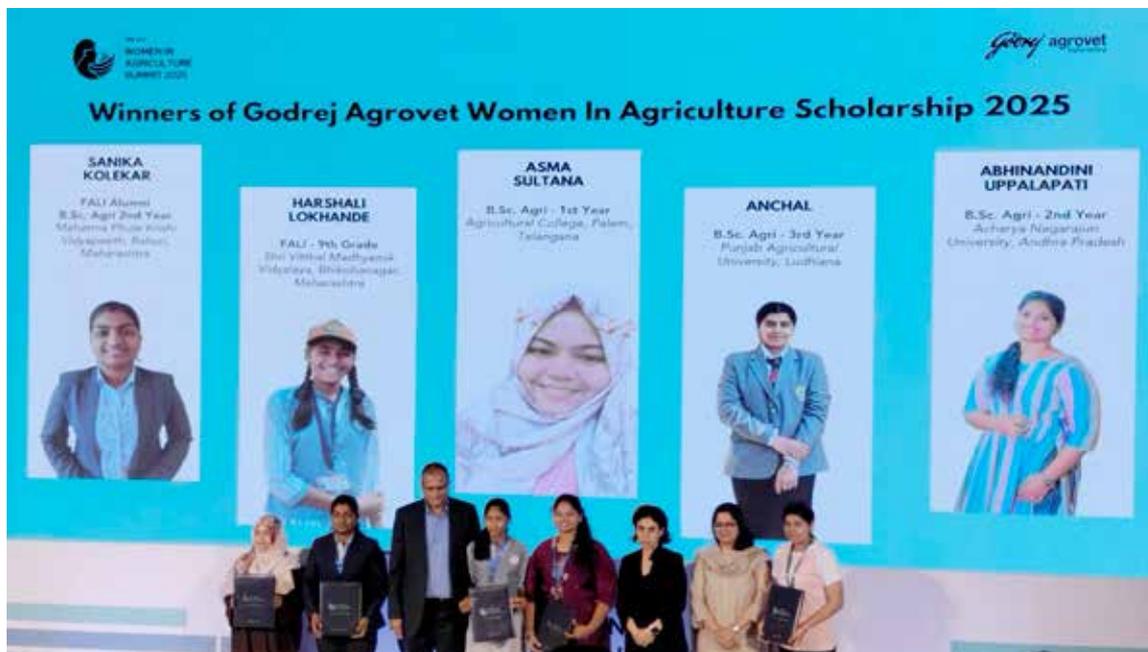
Women in Agriculture Summit 2025 - Bridging the Gap for brighter future .

At Godrej Agrovet, we believe that when women thrive, agriculture flourishes.

Through our pioneering Women in Agriculture initiative, we are shaping a future where women are not just participants – but leaders, innovators, and changemakers in India’s agri-sector.

Driving Real Impact:

- 20,000+ women farmers, students, and professionals empowered through training programs, veterinary camps, kitchen garden projects, and agri-leadership sessions.
- Supported 2,028 female students pursuing higher studies in agriculture and allied courses .
- 57 scholarships awarded to promising women STEM students, covering 60% of tuition fees.
- Career orientation programs conducted across 100+ schools and colleges, impacting 2,000+ girl students in Telangana and Andhra Pradesh.
- WINGS Program: A dedicated initiative to build a future-ready women sales force – onboarding 113 women trainees across 20 locations.
- Research Collaboration with IIM Ahmedabad: Unveiled India’s first deep-dive report on Women in Agribusiness: Challenges and Opportunities – charting actionable pathways to advance women’s careers in the sector.



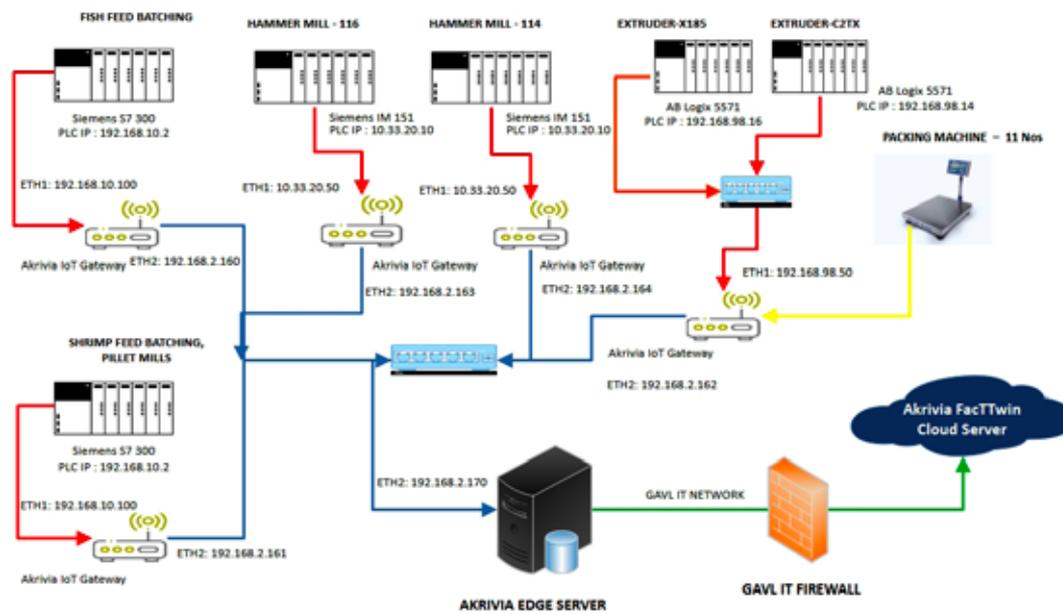
Sustainability Initiatives -2

Bottom-up impact through operational excellence project

At Godrej Agrovet, we have taken up several operational excellence projects aiming at increased efficiency & productivity, cost optimization, enhanced quality, reduced operational risk, employee empowerment, improved decision making and sustainable growth.

Projects undertaken:

- ESG integration into green field & brown field projects
- ETP optimization by converting UASBR to efficient CSTR technology and construction of rainwater harvesting structures for reducing our dependency on freshwater withdrawal
- Real time monitoring for critical process equipment through Machine Health Monitoring system and Overall Equipment Effectiveness monitoring through digital twins
- Automatic fuel feeding system for small capacity boiler
- Inventory optimization & product freshness improvement
- Root optimization & tanker load capacity improvement
- Transitioning to cleaner & greener fuel for boiler in place of conventional fossil fuel use



AKKRIVIA FACTTWIN – GODREJ AGROVET, HJ IMPLEMENTATION ARCHITECTURE

Sustainability Initiatives -3

Sustainable Palm Oil Plantation – Drone Based Health Monitoring

Godrej Agrovet – Oil Palm Business, has successfully conducted a drone trials of palm plantations across Andhra Pradesh, marking a major step toward modernizing oil palm development in India.

The survey focused on plantation health monitoring, and accurate tree count for enabling early detection of pest and nutrient deficiencies, and FFB (fresh fruit bunches) estimation. By utilizing cutting-edge drone technology, farmers empowered with real-time, data-driven insights to optimize yields and improve plantation health.

This initiative demonstrates our commitment to leveraging technology for smarter and more efficient farming. As part of our long-term vision, to scale this initiative, ensuring that more farmers benefit from precision farming techniques. By integrating technology-driven insights into traditional farming practices, our Oil Palm business is set to revolutionize the palm oil sector and contribute to India's agricultural growth.



CSR at a glance

At Godrej Agrovet, we are committed towards inclusive and equitable development of our communities and the societies which are at the base of the social pyramid. In FY 2024-25, we made significant efforts towards sustainable development of the marginalised and underprivileged communities through various livelihood, education and other programmes in partnership with non-profit organisations and social enterprises.

Our main themes across our CSR programmes this year were as follows:

Farmer livelihoods

We engaged **11,430 farmers** through our farmer livelihood or value chain initiatives.

Off these **2,700 maize farmers** participated in the Maize FPO programme in Baramati, Maharashtra, receiving training to improve agronomic practices and market readiness.

6,730 dairy farmers were supported through the Dairy programme in Krishnagiri, Karnataka, which focused on capacity building in nutrition, disease management, and animal care. The programme also provided extensive veterinary support - 267 veterinary camps benefited **21,830 animals**.



Water stewardship

Our three watersheds located in Magadi (Karnataka), Barwani (Madhya Pradesh), and Nashik (Maharashtra) have positioned us as a **water positive group**, with an annual water sequestration of 29 million cubic meters—16 times the total annual water usage of GAVL.

Complementing this, our Sustainable Agriculture Land Management (SALM) initiatives have helped **offset 28%** of our carbon emissions. In FY 2024–25, we engaged **2,270 farmers**, equipping them with practices that foster resilience, resource efficiency, and sustainable livelihoods.



Education with a specific focus on agri and allied fields

GAVL continued its support for the Future Agriculture Leaders of India (FALI) programme, engaging about **16,000 students** from 180 rural schools across Maharashtra, Gujarat, and Madhya Pradesh—50% of whom were girls. The initiative promotes awareness of modern agriculture and agribusiness among 8th and 9th standard students.

We also piloted the Career Orientation Programme for female students in agricultural higher education, reaching **2,028 women** across 25 colleges in Telangana and Andhra Pradesh. The two-day workshop focused on career readiness, covering communication, resume building, interview skills, and goal setting.



Women's empowerment and other initiatives based on community needs

We recognize the vital role women play in strengthening rural communities and have designed several initiatives to promote their active participation and long-term empowerment.

To enhance household food security and nutrition, we implemented kitchen garden programmes in Bihar and Maharashtra, surpassing our target by establishing 1,802 women-led gardens in Hajipur and Baramati.

In Andhra Pradesh, we trained **97 women as agri-entrepreneurs**, equipping them with the skills to provide essential advisory services to smallholder farmers, thereby fostering economic independence and community sustainability.

Additionally, we awarded scholarships to **57 female students** from low-income households in Mahad, Maharashtra, covering 60% of their annual academic fees, with continued support planned for the next academic year.



To further strengthen the communities we serve, GAVL also provided infrastructure support to public institutions such as schools and healthcare facilities across various locations.

Recognition & Awards



- CDP Leadership band “A-” for Climate change, Water security & Forest (Palm oil) ESG disclosure



- CII Climate Action Program (CAP 2.0) – Recognition with “Oriented” Category



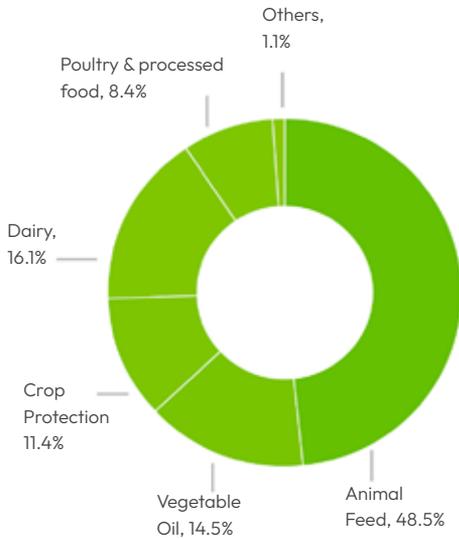
- Community Engagement & Social Impact for our Mission Red Gram initiative, has been recognized at the Sustainable Agriculture Summit & Awards



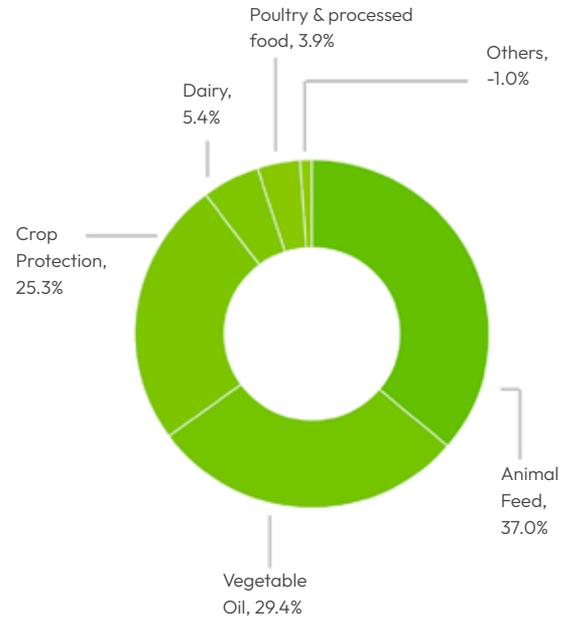
- Recognized in Top 30 supply chain champions in India by Institute of Supply Chain Management (ISCM)

Financial Highlights – At a Glance

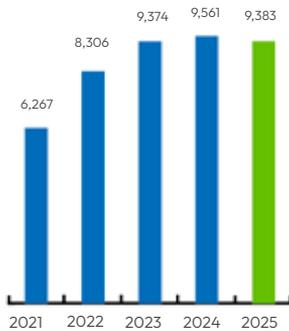
Segment Revenues - FY 25



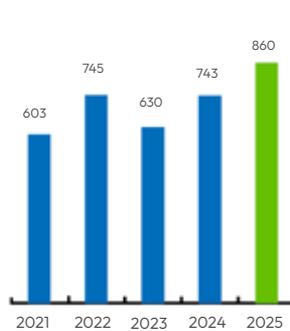
Segmental Results - FY 25



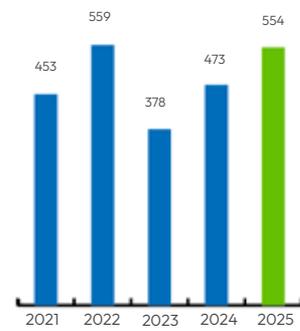
Total Revenue in ₹ Crore



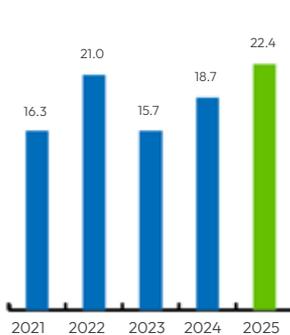
EBITDA in ₹ Crore



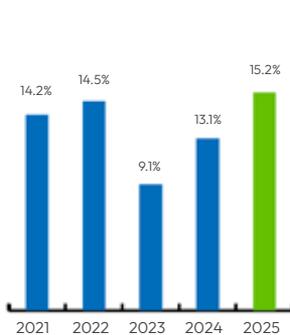
Profit Before Tax in ₹ Crore



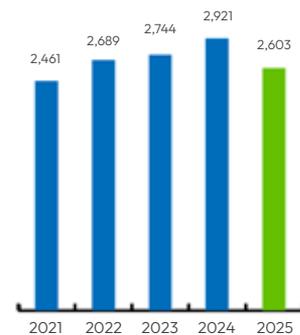
Earning Per Share in ₹



Return on Capital Employed (%)



Net Worth in ₹ Crore



Management Discussion and Analysis Report

Global Economic Landscape

The global economic landscape in 2024-25 was characterized by a complex interplay of geopolitical tensions, trade policy uncertainties, and climate-related disruptions. The year 2024 witnessed significant electoral activities, with major elections in countries like India, the United States, and Indonesia, contributing to heightened political and economic uncertainty. This uncertainty has been exacerbated by ongoing geopolitical conflicts, such as the Russia-Ukraine war and the conflict in the Middle East, which has disrupted global trade routes and energy supplies, leading to increased prices and inflationary pressures. The IMF projects global growth to be 3.3 percent for both 2025 and 2026. The global economic outlook remains clouded by medium-term risks, including policy-generated disruptions that could affect fiscal sustainability and financial stability. The global trade environment is also evolving, with a noticeable rise in protectionist trade policies and shifting global supply chains. The recent announcement of tariffs by U.S. government, the impact of which is still evolving, has resulted in increase in economic uncertainty, market volatility and may result in reconfiguring of supply chains and retaliatory measures impacting global trade patterns.

Indian Economic Overview

India's economy has demonstrated remarkable resilience amidst global headwinds, with real GDP growth estimated at 6.5 percent for FY25 as per second advance estimates released by National Statistical Office (NSO). This growth is primarily driven by robust performance in the agriculture and services sectors. The agriculture sector has benefited from record Kharif production and favorable monsoon conditions, while the services sector has shown strong growth across various sub-sectors, including financial, real estate, and professional services. High-frequency indicators such as PMI services, air passenger traffic, and hotel occupancy rates indicate sustained momentum in the services sector. Looking ahead, India's GDP growth for FY26 is projected to be between 6.3 and 6.8 percent, supported by strong domestic demand, higher public capex, and improving business expectations. However, global uncertainties, including geopolitical tensions and trade policy shifts, pose potential risks to the growth outlook. The government's focus on structural reforms and deregulation will be crucial in enhancing India's competitiveness and sustaining high growth rates in the medium term.

A. INDIAN AGRICULTURAL SECTOR OVERVIEW

The agricultural and allied industries continue to hold significant importance within the Indian economy, serving as the principal source of income for ~46% of India's population.

India's agricultural prowess is significant on a global scale, boasting the world's largest cattle herd, extensive cultivation of key staples like wheat, rice, and cotton, and leading production volumes in milk, pulses, and spices. As the second-largest producer of various essential commodities, including fruits, vegetables, and sugar, India's agricultural sector plays a pivotal role in global food supply chains. With the world's second-largest agricultural land area and a workforce that employs approximately half the nation's population, the sector's strategic importance is undeniable. This positions Indian farmers as integral contributors to both domestic sustenance and global agricultural markets.

Agriculture sector in India is undergoing a significant transformation through the adoption of precision agriculture and smart farming. Technologies such as IoT, drones, Artificial Intelligence (AI), and satellite imagery are being increasingly used to monitor crop health, soil conditions, and irrigation, resulting in optimized input use, reduced waste, and enhanced yields. Additionally, in response to the changing climate conditions, farmers are turning to climate-resilient farming by adopting drought-resistant seeds, early warning systems, and crop insurance schemes

to safeguard against weather uncertainties. Rising consumer demand for chemical-free produce has also led to a shift toward organic and sustainable agriculture, supported by government incentives and certification programs that enhance soil health and biodiversity. Various government reforms, including the Prime Minister Dhan-Dhaanya Krishi Yojana, are empowering farmers through direct benefit transfers, market linkages, and skill development. Additionally, missions targeting self-sufficiency in key crops such as pulses and cotton aim to reduce import dependence.

The agriculture and allied sectors in India have demonstrated a significant resurgence, with real Gross Value Added (GVA) projected to grow by 3.8% during the fiscal year 2024-25, as per first advance estimates by Central Statistical Office (CSO). This represents a substantial improvement compared to the 1.4% growth recorded in the previous fiscal year, 2023-24. This positive trend underscores the sector's strengthening contribution to the national economy and highlights the potential for sustained growth.

The recent forecast of Indian Meteorological Department (IMD) of an 'above normal' monsoon supported by improved reservoir levels, are expected to underpin rebound in rural economic activity.

The Union Budget 2025-26 reflected the government's continued commitment to bolstering agricultural sector and improving the livelihoods of farmers across India. The budget includes several significant allocations aimed at enhancing agricultural productivity and supporting farmers.

Union Budget Financial Year 2025-26 – Highlights for the agriculture sector

- Announced the Prime Minister Dhan-Dhaanya Krishi Yojana' in partnership with states covering 100 districts to increase productivity, adopt crop diversification, augment post-harvest storage, improve irrigation facilities, and facilitate availability of long-term and short-term credit.
- A comprehensive multi-sectoral 'Rural Prosperity and Resilience' programme will be launched in partnership with states to address underemployment in agriculture through skilling, investment, technology, and invigorating the rural economy. The goal is to generate ample opportunities in rural areas, with focus on rural women, young farmers, rural youth, marginal and small farmers, and landless families.
- Government will launch a 6-year "Mission for Aatmanirbharta in Pulses" with special focus on Tur, Urad and Masoor. Central agencies (NAFED and NCCF) will be ready to procure these 3 pulses, as much as offered during the next 4 years from farmers.
- The budget outlined measures to Comprehensive Programme for Vegetables & Fruits, National Mission on High Yielding Seeds, and a five-year Mission for Cotton Productivity amongst other measures to promote agriculture and allied activities in a major way.
- Increase in loan limits from ₹ 3 lakh to ₹ 5 lakh for loans taken through Kisan Credit Cards under modified interest subvention scheme.

The anticipated strength in agricultural output, stemming from the factors mentioned above, reinforces our expectation of continued growth within the sector, creating further opportunities.

B. KEY BUSINESS SEGMENTS

Your Company is a diversified, research and development-oriented agri-business Company with operations across 5 (five) business verticals – animal feed, crop protection, oil palm, dairy and poultry and processed foods. The Company focuses on improving the productivity of farmers by innovating products and services that sustainably increase crop and livestock yields. Detailed information on the current performance and future strategy of these business segments is as below:

ANIMAL FEED BUSINESS



The Animal Feed business segment saw a significant improvement in profitability benefiting from favourable commodity positions & cost optimization measures. The volume growth was flat on a year-on-year basis primarily due to lower end-product prices in the first half of the year. Consequently, your Company registered a notable 26% y-o-y growth in segment margins during the year. Our Cattle feed segment consolidated its leading position in the Western region, driven by strong demand of 'Samruddhi'. During the fiscal year, your Company strategically expanded its Animal Feed portfolio with the introduction of 'Godrej Pride Hog,' a scientifically formulated pig feed range. By ensuring balanced nutrition, Pride Hog aims to enhance livestock health, bolster immunity, and promote robust growth. This launch underscores our unwavering commitment to empowering farmers with sustainable and science-driven solutions, ultimately contributing to improved livestock well-being and enhanced farmer productivity.

The performance of ACI Godrej Agrovet Private Limited, our 50:50 joint venture in Bangladesh with Advanced Chemical Industries Limited (ACI), was impacted during the fiscal year. This was primarily attributable to the ongoing political unrest and severe flooding in Bangladesh, which created significant operational and logistical challenges for the business unit. Consequently, the sales and profitability of the business was impacted.

Looking ahead, the Animal Feed business remains well poised towards expanding its market presence, both by capturing further share within established geographies and by strategically entering new regions. This expansion will be supported by our robust Research and Development (R&D) efforts, driving the introduction of innovative new products. Furthermore, your Company is committed to strengthening brand visibility and fostering deeper customer loyalty within this largely unorganized market through the comprehensive integration of our digital initiatives, aiming to establish a more structured and engaged customer base.

CROP PROTECTION BUSINESS

The domestic agrochemicals sector experienced a challenging FY 2024-25, primarily due to subdued farmer demand. This was largely influenced by erratic weather patterns, including the impact of extreme weather events, and a decline in the prices of key agricultural crops, which collectively influenced overall market activity.



Despite a challenging environment for the broader agrochemicals sector in FY2024-25, your Company's Standalone Crop Protection business (CPB) demonstrated exceptional resilience and delivered a stellar performance. The segment margins at 40% achieved a robust expansion of 9% y-o-y. This strong performance was primarily driven by our in-house portfolio, particularly the HITWEED range of herbicides, which recorded substantial volume growth during the year. While the in-license category faced headwinds due to declining prices of key agricultural crops, the overall spectacular results were underpinned by a singular focus on achieving 'Customer Delight' through end-to-end integration of on-field demand generation, supply chain efficiencies, and a deep understanding of end-consumer needs. With that in mind, during the current financial year, lot of innovative digital initiatives were successfully launched to enable the teams to better serve the customers. The team continued to focus on diligent credit management practices thereby significantly reducing delinquencies. Our in-house herbicide and in-licensed products have established a strong niche within the highly competitive Indian Agrochemical sector.

Moving forward, our strategy includes continued focus on expanding the reach of the existing successful product portfolio, complemented by new product development through our in-house R&D initiatives and strategic in-licensing collaborations with leading global innovators.

Your Company's subsidiary, Astec LifeSciences Limited, faced volume headwinds and price corrections in both enterprise and contract manufacturing portfolios. This was on account of several factors such as high inventories, de-stocking strategies and demand-supply imbalance. As a result, Astec reported decline in revenues and losses in Financial Year 2024-25 as compared to the previous year.

Moving forward, Astec LifeSciences will continue to execute this strategy by prioritizing R&D scale-up through its state-of-the-art "Adi Godrej Centre for Chemical Research and Development", diversification across molecules and chemistries, and targeted growth in contract manufacturing. The Company has taken several steps to focus on business development to ensure appropriate capacity utilisation of its infrastructure.

OIL PALM BUSINESS

Your Company is the largest oil palm processor in India and works directly with more than 11,000 farmers for the entire lifecycle of the crop.

During the financial year 2024-25, your Company continued to work on the roadmap formulated to achieve forward integration and margin expansion in Palm Oil value chain. Towards achieving this end, work has commenced in respect of a Palm Kernel Oil Refinery with a capacity of 100 metric ton per day.

This segment reported strong growth in revenue as well as margins year-on year on account of significant increase in realisation of end-product prices of Crude Palm Oil (CPO) and Palm Kernel Oil (PKO). The average realisation of CPO and PKO improved by 32% & 43% year-on-year.

GAVL continued to work aggressively on area expansion in all the newly allocated areas in states of Assam, Tripura, Nagaland, Orissa, Gujarat and Telangana. Your Company also signed multiple Memorandum of Understanding (MOUs) and received allocations from various state Governments – namely Telangana, Gujarat, Andhra Pradesh

and Odisha during the year. With these newer opportunities, GAVL is working towards the goal to add 60,000 hectares of additional oil palm plantations over the course of the next five years to support the long-term sustainable development of oil palm in India. To achieve this goal, your Company launched a unique initiative called “Samadhan” centres, a one stop solution centre which would provide a comprehensive package of knowledge, tools, services and solutions to oil palm farmers. Your Company aims to establish Samadhan centre as a critical enabler in Indian Palm Oil industry and assist oil palm farmers in optimising their yields by adopting latest agricultural techniques and boosting their productivity. As a part of the Samadhan initiative, GAVL plans to establish 50 Samadhan centers across the India by 2027 with each center supporting ~2,000 hectares of area under oil palm. It will also help to support farmers to avail developmental finance, government subsidies/schemes and other benefits. GAVL has operationalised 4 new centres in Andhra Pradesh, Telangana & Tamilnadu in Financial Year 2024-25. With this the total count of Samadhan centres is 14 across all the states where we operate.



GAVL continued to make significant progress in several digital initiatives as well as ESG targets. To ensure traceability and transparency, GAVL has developed a web-based portal & an app ‘Farmer Management System’ for farmers and agents which was further enhanced in FY25. Your Company has also made satisfactory progress on ESG goals for Oil Palm business and it continues to generate entire energy requirements inhouse, achieving net zero carbon emissions.

DAIRY BUSINESS

Financial Year 2024-25 was a year of improved profitability for our dairy business. Our dairy subsidiary, Creamline Dairy Products Limited (“CDPL”), reported an increase of 160% in profit year-on-year and has charted a path to sustained margin expansion. This was possible due to continued improvement in operational efficiencies across all key areas of business i.e. milk procurement, supply chain & logistics etc. and improved milk spread. However, segment revenue was flat year-on-year as volumes remained at similar levels.

Growth in VAP portfolio was led by market share gains in some of the key markets, primarily in curd, buttermilk and milk-based flavoured drinks. Share of VAP in total sales increased to 37% in FY 2024-25 from 36% in FY 2023-24.

In the medium term, CDPL will be focusing on two key levers for achieving a sustainable growth in profitability – (1) Volume growth led by VAP portfolio, (2) Margin expansion through Procurement & Supply Chain Efficiencies and (3) Investment in celebrity endorsement and advertisement to enhance visibility and credibility. While liquid milk volumes will continue to grow at a steady pace, rapid expansion of VAP portfolio would be a key priority in the coming years. CDPL has also unveiled a 3 X 3 strategy to target ₹ 1,000 crore value added portfolio in the states of Andhra Pradesh and Telangana. To achieve this, CDPL is investing in new product innovations, strengthening presence across multiple channels and expand distribution network.



POULTRY AND PROCESSED FOODS BUSINESS



During the current financial year, your Company acquired balance 49 percent stake in Godrej Foods Limited (“GFL”) thereby making it a wholly owned subsidiary. The profitability for this segment declined year-on-year due to subdued performance across all categories.

Profitability of Live bird category was lower due to lower volumes which is in line with our strategy to focus and improve the salience of branded categories. While volumes in the branded categories, Real Good Chicken (RGC) and Yummiez improved, profitability was impacted on account of elevated inputs costs and unfavourable channel and product mix.

GFL would continue to focus on rapidly increasing the proportion of branded categories in the overall revenue mix to improve margin stability in the long term. In RGC, the emphasis would be on brand building and accelerating presence in multiple channels for enhancing retail presence. In Yummiez segment, GTFL’s aim is to scale up volume growth through expanding product portfolio and by adding new sales channels for increasing the distribution reach.

OPPORTUNITIES, STRENGTHS, THREATS, RISKS & CONCERNS:

Opportunities and Strengths

- **Increase market share in existing business verticals:** Several sectors in which your Company operates are largely unorganized, therefore, cost leadership is a key enabler for your Company to increase the market share of its products in those segments. The Company's ability to increase sales will be strengthened by continued focus research and development and offering a wide range of innovative products across all business verticals which will help in gaining market share. Additionally, in the medium-term, due to supply chain disruption and lack of liquidity leading to the closure of smaller business units, larger players with strong balance sheets are expected to gain market share.
- **Pan-India presence with extensive supply and distribution network to benefit the Company in the long-run:** Your Company has a pan-India presence and operations spanning across 5 (five) business verticals. The Company has set up processing facilities and supporting infrastructure as well as Research & Development infrastructure to develop a unique operating platform across key agriculture verticals. As a result of its widespread network and significant operational experience, the Company is well placed to identify key market trends and introduce a range of innovative and value-added products in the market to cater to the evolving needs of the customers. The nationwide footprint also allows the Company to leverage the competitive advantages of each location to enhance competitiveness and reduce geographic and political risks in businesses.
- **Diversified businesses with synergies in operations:** Segmental and geographical diversification across business verticals provide a hedge against the risks associated with any particular industry segment or geography while benefiting from the synergies of operating in diverse but related businesses. Synergies across diverse businesses provide the ability to drive growth, optimize capital efficiency and maintain competitive advantage. The Company also derives operational efficiencies by centralizing and sharing certain key functions across businesses such as finance, legal, information technology, strategy, procurement and human resources.
- **Strong Research & Development (R&D) Capabilities:** The Company's emphasis on R&D has been critical to its success and a differentiating factor from competitors. Dedicated R&D is undertaken in existing products primarily with a focus to improve yields and process efficiencies. The Company also focuses on R&D efforts in areas where there is significant growth potential. Through our subsidiary Astec LifeSciences Limited, your company has access to strong R&D capabilities in the agrochemical active ingredients category. Investment is also being made in developing innovative technologies to further grow our product portfolio across businesses.
- **Focus on inorganically growing business offerings:** Your Company will evaluate inorganic growth opportunities, in keeping with the strategy to grow and develop market share or to add new product categories. Your Company may consider opportunities for inorganic growth, such as through mergers and acquisitions, if, amongst other things, they consolidate market position in existing business verticals or achieve operating leverage in key markets by unlocking potential efficiency and synergy benefits. Your Company can also look at opportunities that will strengthen and expand its product portfolio and increase its sales and distribution network.
- **Technology driven engagement and Connectivity:** Taking cognisance of the significant transformation in the Indian Agricultural Sector within the digital space as mentioned above, your Company has increased focus to accelerate rollout of various digital initiatives to facilitate improved customer service and direct connect with Farmers. Your Company recognizes that emerging digital technologies present significant opportunities to enhance customer reach within the agricultural sector by connecting farmers more effectively with markets and end consumers. In addition, your Company will continue to invest in

digital initiatives and AI-powered support tools. These platforms will provide actionable insights which are critical for maintaining and expanding long-term customer relationships. Collectively, these digital initiatives have not only strengthened customer engagement and satisfaction but will also contribute in opening new revenue streams and improved market access.

Threats, Risk & Concerns

- **Unfavourable local and global weather patterns can have an adverse effect on the business:** As an agri-based Company, the businesses are sensitive to weather conditions, including extremes such as drought and natural disasters. The availability of raw materials required for operations and the demand for products may be adversely affected by longer than usual periods of heavy rainfall in certain regions or a drought in India. The occurrence of any unfavourable weather patterns may adversely affect business, results of operations and financial condition.
- **Availability of raw materials and arrangements with suppliers for raw materials:** Each of the businesses depends on the availability of reasonably priced, high-quality raw materials in the quantities required by operations. The price and availability of such raw materials depend on several factors beyond the Company's control, including overall economic conditions, production levels, market demand and competition for such materials, production and transportation cost, duties and taxes and trade restrictions. The Company typically sources raw materials from third-party suppliers or the open market which exposes the Company to volatility in the prices of raw materials and dependence on third-party for delivery of raw material. Also, any inability to procure raw materials from alternate suppliers in a timely fashion, or on commercially acceptable terms, may adversely affect operations.
- **Improper handling, processing or storage of raw materials or products:** The products that your Company manufactures or processes are subject to risks such as contamination, adulteration and product tampering during their manufacturing, transport or storage. Inherent business risks exist in form of product liability or recall claims if products fail to meet the required quality standards or are alleged to result in harm to customers. Such risks may be controlled, but not eliminated, by adherence to good manufacturing practices and finished product testing. Although the Company has product liability insurance cover for domestic and international markets for businesses, it cannot assure that this insurance coverage is adequate or that any losses will be adequately compensated by the insurers in the event of a product liability claim.
- **Seasonal variations in the businesses:** Your Company's businesses are subject to seasonal variations that could result in fluctuations in performance. For example, in the animal feed business, the Company sells lower volumes of cattle feed during the monsoons due to the availability of green fodder. In the poultry and processed foods business, the demand for poultry products is higher in the second half of the Financial Year since the consumption of poultry meat and eggs is higher during winter months, while the sale of such products is lower during certain religious festivals. As a result of such seasonal fluctuations, sales and results of operations may vary by fiscal quarter. The sales and results of operations of any given fiscal quarter may not be relied upon as indicators of the sales or results of operations of other fiscal quarters or future performance. In addition, financial performance is also impacted by other risks such as inability to manage diversified operations, dependency of revenue from animal feed business and dependency of the utilization of services of third parties for our operations.

C. Disclaimer:

The statements in the “Management Discussion and Analysis Report” describe the Company’s objectives, projections, expectations, estimates or forecasts which may be “forward-looking statements” within the meaning of the 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.

Company’s Financial Performance

Consolidated Performance:

For the FY 2024-25, your Company reported consolidated total income of ₹ 9,426 Crore as compared to ₹9,602 Crore in the previous Financial Year. Profit before Tax (including Share of Profit of Equity Accounted Investees) was ₹ 554 Crore in FY 2024-25 as compared to ₹473 Crore in the previous Financial Year.

The key highlights of Consolidated Financials for the Financial Year ended March 31, 2025 are as under:

| Particulars (in ₹ Crore) | FY 2024-25 | FY 2023-24 |
|---|------------|------------|
| Total Income | 9,426 | 9,602 |
| Earnings Before Interest, Tax, Depreciation and Amortization* | 845 | 757 |
| Profit Before Tax* | 485 | 434 |
| Profit After Tax* | 386 | 370 |
| Total Comprehensive Income | 399 | 358 |

* Excluding non-recurring & exceptional items

Key Financial Ratios

The key financial ratios for Consolidated financials are as per the below table:

| Particulars (in ₹ Crore) | FY 2024-25 | FY 2023-24 |
|-----------------------------|------------|------------|
| Debtors Turnover Ratio | 17.2 | 17.4 |
| Inventory Turnover Ratio | 7.1 | 7.0 |
| Interest Coverage Ratio | 4.8 | 4.9 |
| Current Ratio | 1.0 | 1.0 |
| Debt Equity Ratio | 0.5 | 0.5 |
| Operating Profit Margin (%) | 8.7% | 7.3% |
| Net Profit Margin (%) | 4.3% | 3.8% |
| Return on Net worth (%) | 14.6% | 12.3% |

The formulae used for computation of key financial ratios are as follows:

| | |
|-----------------------------|---|
| Debtors Turnover Ratio | Net Sales / Average Trade Receivable |
| Inventory Turnover Ratio | Net Sales / Average Inventory |
| Interest Coverage Ratio | Profit Before Interest and Taxes / Finance Costs |
| Current Ratio | Current Assets / Current Liabilities |
| Debt Equity Ratio | Total Debt / Shareholder's Equity |
| Operating Profit Margin (%) | (EBITDA - Other income) / Revenue from Operations |
| Net Profit Margin (%) | Profit After Tax / Net Sales |
| Return on Net worth (%) | Profit After Tax / Average of Total Equity |



STATUTORY REPORTS

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@godrejagrovvet.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/client-services/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/clientservices/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 gavinvestor@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 gavinvestors@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 gavinvestors@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 gavinvestors@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, Piroshanagar, 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"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal". 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. 4. 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:

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

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

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

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

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

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

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

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

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

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

GENERAL GUIDELINES FOR SHAREHOLDERS:

1. Institutional / Corporate Shareholders (i.e., other than individuals, Hindu Undivided Family (HUF), NRIs etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer (M/s. BNP & Associates, Practicing Company Secretaries) by e-mail to ab@bnpassociates.in, venkatk1960@gmail.com and venkatk60@yahoo.co.in, with a copy marked to gavlinvestors@godrejagrovvet.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 | 102 Equity Shares | 2,60,884 Equity Shares |
| As a Registered Owner of | 8,61,001 Equity Shares each (as a Trustee of SNG Family Trust, BNG Family Trust and HNG Family Trust) 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) | 6,00,151 Equity Shares (as Trustee of TAD Family Trust) 1 Equity Share (as a Trustee of TAD Children Trust) |
| 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.

DIRECTORS' REPORT

[Corporate Identity Number (CIN): L15410MH1991PLC135359]

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

TO THE MEMBERS:

Your Directors have pleasure in presenting this Thirty-Fourth (34th) Directors' Report along with the Audited Financial Statements for the Financial Year ended March 31, 2025.

1. HIGHLIGHTS OF FINANCIAL PERFORMANCE:

Your Company's Standalone and Consolidated performance during the Financial Year 2024-25 as compared to that of the previous Financial Year 2023-24 is summarized below:

(₹ in Crore)

| Particulars | Standalone | | Consolidated | |
|------------------------------|------------|----------|--------------|----------|
| | 2024-25 | 2023-24 | 2024-25 | 2023-24 |
| Total Income | 7,117.95 | 7,164.38 | 9,426.26 | 9,601.87 |
| Profit Before Taxation (PBT) | 662.69 | 469.50 | 553.80 | 472.65 |
| Less: Tax Expense | 160.13 | 112.38 | 150.43 | 113.20 |
| Profit After Taxation (PAT) | 502.56 | 357.12 | 403.37 | 359.45 |

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 2024-25.

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

Businesses of the Company:

Animal Feed:

During the Financial Year 2024-25, the Animal Feed business segment reported a notable 26% year-on-year growth in segment margins on account of favourable commodity positions and cost optimization measures. Volumes remained flat year-on-year primarily due to lower placements & lower end-product prices in first half of the year.

Crop Protection:

Standalone Crop Protection Business (CPB) demonstrated exceptional resilience despite a challenging environment for the broader agrochemicals sector and delivered a stellar performance in Financial Year 2024-25. The segment margins at 40% achieved a robust expansion of 9% year-on-year. This strong performance was primarily driven by in-house portfolio, particularly the HITWEED range of herbicides, which recorded substantial volume growth during the year.

Vegetable Oil:

Vegetable Oil segment was a standout performer during the year and reported strong growth in revenue as well as margins year-on-year on account of significant increase in realization of end-product prices of Crude Palm Oil (CPO) and Palm Kernel Oil (PKO). The average realization of CPO and PKO improved by 32% & 43% year-on-year.

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 for the Financial Year 2024-25, 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 2024-25, Godvet recorded Profit Before Tax of ₹ 1.49 Crore, as compared to Profit Before Tax of ₹ 1.41 Crore in the previous Financial Year 2023-24.

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 17 countries. During the Financial Year 2024-25, Astec recorded Consolidated Total Income of ₹ 386.93 Crore as compared to ₹ 463.82 Crore in the previous Financial Year 2023-24. For the Financial Year under review, Astec reported a Loss Before Tax of (₹ 140.99) Crore as compared to a Loss Before Tax of (₹ 61.74) Crore in the previous year. Decline in total income and profitability in Financial Year 2024-25 was attributable to volume headwinds and price corrections in both Enterprise and Contract Manufacturing portfolios, which was on account of several factors such as high inventories, de-stocking strategies and demand-supply imbalance.

The Shareholding of the Company in Astec as on March 31, 2025, was 64.75% 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 2024-25:

(i) Behram Chemicals Private Limited:

During the Financial Year 2024-25, Behram Chemicals Private Limited (“Behram”) reported a Profit Before Tax of ₹ 0.16 Crore, as compared to Profit Before Tax of ₹ 0.15 Crore during the previous Financial Year 2023-24.

The shareholding of Astec in Behram as on March 31, 2025 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 2024-25, Comercializadora Agricola Agroastrachem Cia Ltda (“Comercializadora”), reported Nil Profit / Loss Before Tax as compared to Nil Profit / Loss Before Tax during the previous Financial Year 2023-24.

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 2024-25, CDPL has recorded a Profit Before Tax of ₹ 27.85 Crore as compared to a Profit Before Tax of ₹ 10.73 in the previous Financial Year.

The shareholding of your Company in CDPL as on March 31, 2025 was 62.53% of the total Paid-up Equity Share Capital of CDPL.

During the Financial Year 2024-25, the Company has increased its equity stake in CDPL from 51.91% to 62.53%, pursuant to the resolution passed by the Board of Directors at its Meeting held on March 11, 2025. CDPL is also an Unlisted Material Subsidiary of your Company as on March 31, 2025, as per Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. Godrej Foods Limited (formerly known as “Godrej Tyson Foods Limited”):

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

During the Financial Year 2024-25, GFL has recorded a Profit Before Exceptional Items & Tax of ₹ 26.18 Crore *vis-à-vis* ₹ 49.87 Crore in the previous Financial Year 2023-24.

During the Financial Year 2024-25, your Company has increased its equity stake in GFL from 51% to 100%, pursuant to the Share Purchase Agreement entered into by the Company with Tyson India Holdings Ltd. (“Seller”) for purchase / acquisition of 97,461 Equity Shares (i.e., balance 49% of Equity Share Capital) of GFL. Consequently, GFL has become wholly-owned subsidiary of your Company.

5. **Godrej Cattle Genetics Private Limited (formerly known as “Godrej Maxximilk Private Limited”):**

Godrej Cattle Genetics Private Limited (“GCGPL”) is a wholly-owned subsidiary of your Company.

GCGPL 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 2024-25, GCGPL has reported a Loss Before Tax of ₹ 8.62 Crore), as compared to a Loss Before Tax of ₹ 5.35 Crore) in the previous Financial Year 2023-24.

B. **Review of Operations / State of Affairs of Joint Ventures (JVs):**

(i) **ACI Godrej Agrovet Private Limited, Bangladesh:**

ACI Godrej Agrovet Private Limited (“ACI GAVPL”) recorded Revenue of ₹ 1,623.31 Crore during the Financial Year 2024-25, as compared to ₹ 1,954.02 Crore during the Financial Year 2023-24.

The shareholding of your Company in ACI GAVPL as on March 31, 2025, was 50% of the total Paid-up Equity Share Capital of ACI GAVPL.

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 2024-25, your Company has increased its Commercial Paper Programme from ₹ 1,000 Crore (Rupees One Thousand Crore Only) to ₹ 1,200 Crore (Rupees One Thousand and Two Hundred Crore Only) and obtained a dual credit rating for the same, 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).

Moreover, your Company continues to enjoy long term rating of “ICRA AA” (pronounced as ‘ICRA double A’ for its ₹ 23.25 Crore Bank limits / facilities and short-term rating of “ICRA A1+” (pronounced as ‘ICRA A one plus’ rating) for its ₹ 620.20 Crore Bank limits / facilities.

4. **INFORMATION SYSTEMS:**

Your Company is committed to using technology for driving growth across businesses by enhancing visibility, improving productivity and stakeholder engagement.

During the Financial Year 2024-25, your Company has made significant strides in enhancing its information systems and digital initiatives. Your Company remains dedicated to enhancing sales, productivity and optimizing customer service across all business units. Stakeholder engagement programmes such as web, mobile based customer applications, chatbot were introduced. Robotic Process Automation (RPA) is driving operational efficiency for a future-ready, resilient organization.

Various IoT based solutions initiated such as Smart Factory & Machine Health Monitoring (MHM), real time tracking for Overall Equipment Effectiveness (OEE) measurement to enhance visibility and productivity of plant and logistics operations.

Data & Analytics Centre of Excellence (CoE) has started generating actionable insights across sales, procurement, manufacturing and supply chain. Your Company has also started leveraging advanced technologies such as image recognition, aerial imagery and artificial intelligence.

Your Company has prioritized cybersecurity by implementing zero trust architecture to safeguard data integrity and privacy with stringent policy monitoring.

5. **MANUFACTURING FACILITIES:**

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

Animal Feed:

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

Aqua Feed:

Kondapally (Andhra Pradesh), Hanuman Junction (Andhra Pradesh), Barabanki (Uttar Pradesh)

Crop Protection:

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

Vegetable Oils:

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

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.

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 2024-25 to which the Financial Statements relate and the date of the Directors' Report (i.e., from April 1, 2024 upto April 30, 2025). 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 2024-25:**

The Board of Directors of your Company has recommended a Final Dividend for the Financial Year 2024-25 at the rate of 110% (One Hundred and Ten per cent), i.e., ₹ 11/- (Rupees Eleven Only) per Equity Share of Face Value of ₹ 10/- (Rupees Ten Only) each, subject to approval of the Shareholders at the ensuing Thirty-Fourth Annual General Meeting ("34th AGM").

The Dividend will be paid to the Shareholders whose names appear in the Register of Members of the Company as on Thursday, July 31, 2025 and in respect of shares held 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 34th AGM, forming a part of this Annual Report.

The Dividend payout for the Financial Year 2024-25 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 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 2023-24:

The Company had declared a Final Dividend at the rate of 100% (One Hundred per cent), i.e., ₹ 10/- (Rupees Ten Only) per Equity Share of Face Value of ₹ 10/- (Rupees Ten Only) each, at its Thirty-Third Annual General Meeting ("33rd AGM") held on August 1, 2024 for the Financial Year 2023-24, aggregating to ₹ 192,26,06,880/- (Rupees One Hundred and Nine Two Crore Twenty-Six Lakh Six Thousand Eight Hundred and Eighty Only).

As on March 31, 2025, ₹ 192,23,66,380.50/- (Rupees One Hundred and Ninety Two Crore Twenty-Three Lakh Sixty-Six Thousand Three Hundred and Eighty and Paise Fifty Only) was paid and ₹ 2,19,210/- (Rupees Two Lakh Nineteen Thousand Two Hundred and Ten Only) were lying in the Unpaid Dividend Account for the said Financial Year 2023-24.

The Final Dividend declared and paid by the Company for the Financial Year 2023-24 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 2024-25.

10. SHARE CAPITAL:

Your Company's Equity Share Capital position as at the beginning of the Financial Year 2024-25 (i.e., as on April 1, 2024) and as at the end of the said Financial Year (i.e., as on March 31, 2025) were 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, 2024: | | | | | | |
| Equity | 22,49,94,000 | 10 | 2,24,99,40,000 | 19,22,10,862 | 10 | 192,21,08,620 |
| Preference | 6,000 | 10 | 60,000 | - | - | - |
| TOTAL | 22,50,00,000 | | 2,25,00,00,000 | 19,22,10,862 | 10 | 192,21,08,620 |
| As on March 31, 2025: | | | | | | |
| Equity | 22,49,94,000 | 10 | 2,24,99,40,000 | 19,22,66,347 | 10 | 1,92,26,63,470 |
| Preference | 6,000 | 10 | 60,000 | - | - | - |
| TOTAL | 22,50,00,000 | | 2,25,00,00,000 | 19,22,66,347 | 10 | 1,92,26,63,470 |

During the Financial Year 2024-25, your Company has allotted 55,485 (Fifty-Five Thousand Four Hundred and Eighty-Five) Equity Shares of Face Value of ₹ 10/- (Rupees Ten Only) each under Godrej Agrovet Limited – Employees Stock Grant Scheme 2018 (“ESGS 2018”), pursuant to exercise of options by Eligible Employees under ESGS 2018.

The aforementioned 55,485 (Fifty-Five Thousand Four Hundred and Eighty-Five) 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 it administers, 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 2024-25.

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 2024-25, 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 2024-25.

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 2024-25 | : | Nil |
| (b) | Remained unpaid or unclaimed during the Financial Year 2024-25 | : | Nil |
| (c) | Whether there has been any default in repayment of deposits or payment of interest thereon during the Financial Year 2024-25 and if so, number of such cases and total amount involved – | : | Nil |
| | (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, 2025, 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 64.87% 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 2024-25, 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 2024-25:

i. Godvet Agrochem Limited:

A wholly-owned Subsidiary of your Company throughout the Financial Year 2024-25.

ii. Astec LifeSciences Limited:

A Subsidiary of your Company throughout the Financial Year 2024-25, in which your Company holds 64.75% of the Equity Share Capital as on March 31, 2025.

iii. Behram Chemicals Private Limited:

A Subsidiary of Astec LifeSciences Limited throughout the Financial Year 2024-25, in which Astec LifeSciences Limited holds 65.63% of the Equity Share Capital as on March 31, 2025.

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

A wholly-owned Subsidiary of Astec LifeSciences Limited throughout the Financial Year 2024-25.

v. Creamline Dairy Products Limited:

A Subsidiary of your Company throughout the Financial Year 2024-25, in which your Company holds 62.53% as on March 31, 2025.

During the Financial Year 2024-25, the Company has increased its equity stake in CDPL from 51.91% to 62.53%, pursuant to the resolution passed by the Board of Directors at its Meeting held on March 11, 2025.

CDPL is also an Unlisted Material Subsidiary of your Company as on March 31, 2025, as per Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

vi. Godrej Foods Limited (formerly known as “Godrej Tyson Foods Limited”):

A wholly-owned Subsidiary of your Company as on March 31, 2025.

During the Financial Year 2024-25, your Company increased its equity stake in Godrej Foods Limited from 51% to 100%, pursuant to the Share Purchase Agreement entered into by the Company with Tyson India Holdings Ltd. (“Seller”) for purchase / acquisition of 97,461 Equity Shares (i.e. 49% of Equity Share Capital) of Godrej Foods Limited. Consequently, GFL has become wholly owned subsidiary of your Company.

GFL is also an Unlisted Material Subsidiary of your Company as on March 31, 2025, as per Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

vii. Godrej Cattle Genetics Private Limited (formerly known as “Godrej Maxximilk Private Limited”):

A wholly-owned Subsidiary of your Company throughout the Financial Year 2024-25.

15. JOINT VENTURE COMPANY:

During the Financial Year 2024-25, no company has 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 2024-25, no Company has become or ceased to be an Associate Company of your Company.

17. SCHEME OF AMALGAMATION / ARRANGEMENT:

During the Financial Year 2024-25, 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 2024-25.

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 2024-25, 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 2024-25, the Company has not made any settlement with its bankers for any loan(s) / facility(ies) availed or / and still in existence.

24. 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 2024-25 has been placed on the website of your Company and is available at the web-link <https://www.godrejagrovet.com/investors/annual-reports>.

25. DIRECTORS:

The Board of Directors of your Company comprises the following Directors, as on March 31, 2025:

| Sr. No. | Name of the Director | Nature of Directorship | Director Identification Number (DIN) |
|---------|--------------------------|--|--------------------------------------|
| 1. | Mr. Nadir Godrej | Chairman, Non-Executive & Non-Independent Director | 00066195 |
| 2. | Ms. Tanya Dubash | Non-Executive & Non-Independent Director | 00026028 |
| 3. | Ms. Nisaba Godrej | Non-Executive & Non-Independent Director | 00591503 |
| 4. | Mr. Pirojsha Godrej | Non-Executive & Non-Independent Director | 00432983 |
| 5. | Mr. Burjis Godrej | Executive Director | 08183082 |
| 6. | Mr. Balram S. Yadav | Managing Director | 00294803 |
| 7. | Dr. Ritu Anand | Independent Director | 00363699 |
| 8. | Ms. Aditi Kothari Desai | Independent Director | 00426799 |
| 9. | Ms. Roopa Purushothaman | Independent Director | 02846868 |
| 10. | Mr. Natarajan Srinivasan | Independent Director | 00123338 |
| 11. | Mr. Kannan Sitaram | Independent Director | 01038711 |
| 12. | Dr. Ashok Gulati | Independent Director | 07062601 |
| 13. | Ms. Ritu Verma | Independent Director | 05262828 |

The following changes have taken place in the constitution of the Board of Directors of your Company during the Financial Year 2024-25 and till the date of this Report:

| Name of Director | Date & Particulars of Change |
|---------------------|--|
| Ms. Nisaba Godrej | In accordance with the provisions of Section 152 of Companies Act, 2013, Ms. Nisaba Godrej (DIN: 00591503) and Mr. Pirojsha Godrej (DIN: 00432983), Non-Executive & Non-Independent Directors, were liable to retire by rotation at the Thirty-Third Annual General Meeting ("said AGM") of the Company held on August 1, 2024 and being eligible and having offered themselves for re-appointment, were re-appointed at the said AGM. |
| Mr. Pirojsha Godrej | |

| | |
|--------------------------------------|--|
| Mr. Nadir Godrej Ms. Tanya Dubash | Mr. Nadir Godrej and Ms. Tanya Dubash, Non-Executive & Non-Independent Directors of the Company, are liable to retire by rotation at the ensuing Thirty-Fourth Annual General Meeting (AGM) of the Company, in accordance with the provisions of the Section 152 of Companies Act, 2013 and being eligible, offer themselves for re-appointment. |
| Mr. Balram S. Yadav | The Board of Directors, at its Meeting held on February 11, 2025, has approved the re-appointment of and remuneration payable to Mr. Balram S. Yadav as the “Managing Director” of the Company for a further period commencing from May 1, 2025 upto August 31, 2025, based on recommendation made by the Nomination and Remuneration Committee and subject to approval of the Shareholders. The Shareholders of the Company, through a Special Resolution passed by Postal Ballot concluded on April 18, 2025, have also approved the aforementioned re-appointment and remuneration payable to Mr. Balram S. Yadav. |
| Mr. Sunil Kataria | The Board of Directors, at its Meeting held on February 11, 2025, has approved the appointment of Mr. Sunil Kataria as the “Chief Executive Officer & Managing Director - Designate” of the Company for a first term comprising of a period commencing from May 5, 2025 upto August 31, 2025 and as the “Chief Executive Officer & Managing Director”, after superannuation of Mr. Balram S. Yadav, for a second term comprising of a period of 5 (Five) consecutive years commencing from September 1, 2025 upto August 31, 2030, based on recommendation made by the Nomination and Remuneration Committee and subject to approval of the Shareholders. The Shareholders of the Company, through Special Resolutions passed by Postal Ballot concluded on April 18, 2025, have approved the aforementioned appointment, re-appointment and remuneration payable to Mr. Sunil Kataria. |

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 2024-25.

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 2024-25:

1. Mr. Balram S. Yadav - Managing Director;
2. Mr. Burjis Godrej - Executive Director;
3. Mr. S. Varadaraj - Chief Financial Officer & Head – Finance & Legal;
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.godrejagrovvet.com/sustainability/codes-and-policies>.

25. INDEPENDENCE AND OTHER MATTERS PERTAINING TO INDEPENDENT DIRECTORS:

As on March 31, 2025, the following Directors on your Company’s Board were Independent Directors:

| Sr. No. | Name of the Director | DIN |
|---------|--------------------------|----------|
| 1. | Dr. Ritu Anand | 00363699 |
| 2. | Ms. Aditi Kothari Desai | 00426799 |
| 3. | Ms. Roopa Purushothaman | 02846868 |
| 4. | Mr. Natarajan Srinivasan | 00123338 |
| 5. | Mr. Kannan Sitaram | 01038711 |
| 6. | Dr. Ashok Gulati | 07062601 |
| 7. | Ms. Ritu Verma | 05262828 |

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 April 30, 2025.

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 also 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 allowing 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 (as may be amended from time to time) and Regulation 16(1)(b) 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 2024-25 are available on the website of the Company and can be accessed through the web-link <https://www.godrejagrovet.com/investors/compliance>.

During the Financial Year 2024-25, no person has been appointed as an Independent Director of the Company, as there was no statutory requirement.

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 | Passed |

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 6 (Six) Meetings of the Board of Directors held during the Financial Year 2024-25, (i.e., May 8, 2024, August 1, 2024, October 29, 2024, January 31, 2025, February 11, 2025 and March 11, 2025). 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 and 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, 2025:

| 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 5 (Five) Meetings of the Audit Committee held during the Financial Year 2024-25, (i.e., on May 8, 2024, August 1, 2024, October 29, 2024, January 31, 2025 and March 11, 2025).

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 2024-25, all the 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 all the Meetings of the Audit Committee held during the Financial Year 2024-25.

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, 2025:

| 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 were 2 (Two) Meetings of the Nomination and Remuneration Committee held during the Financial Year 2024-25 (i.e., on May 8, 2024 and February 11, 2025).

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 2024-25.

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, 2025:

| 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 2024-25 (i.e., on October 29, 2024).

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 2024-25.

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, 2025:

| 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 |

There were 2 (Two) Meetings of the CSR Committee held during the Financial Year 2024-25 (i.e., on May 8, 2024 and October 29, 2024).

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 2024-25.

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 2024-25, your Company was required to spend ₹ 704.69 Lakh (Offset of excess CSR spend for the previous Financial Year 2023-24 ₹ 78.19 Lakh from the mandatory 2% of Average Net Profits of last 3 (three) Financial Years ₹ 782.88 Lakh) 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 ₹ 682.97 Lakh. The unspent CSR amount of ₹ 21.71 Lakh has been transferred to Godrej Agrovet Limited – Unspent CSR Funds Account for the Financial Year 2024-25 and is attributable to ongoing projects which will be completed by the Company in due course.

Annual Report on CSR Activities:

The Annual Report on CSR Activities of your Company for the Financial Year 2024-25 is annexed 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, 2025:

| 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 2024-25 (i.e., on July 10, 2024 & January 31, 2025).

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, 2025:

| 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 9 (Nine) times during the Financial Year 2024-25, (i.e., on April 23, 2024, May 8, 2024, June 17, 2024, August 1, 2024, September 3, 2024, October 29, 2024, November 29, 2024, January 31, 2025 and March 11, 2025).

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 2024-25, i.e., on May 8, 2024, 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 Meetings of the Independent Directors were 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 shall 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.godrejagrovvet.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:

- Dial the hotline number
- Write to the Ethics E-mail id

- Log on to the web portal
- Chat Bot
- 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, 2025:

| Sr. No. | Name | Designation in ICC Committee |
|---------|---------------------|------------------------------|
| 1. | Ms. Mallika Mutreja | Chairperson |
| 2. | Mr. S. Varadaraj | Member |
| 3. | Mr. Vivek Raizada | Member |
| 4. | Ms. Vidhi Verma | Member |
| 5. | Ms. Prarthana Uppal | 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 3 (three) complaint(s) under the POSH Policy during the Financial Year 2024-25 which has been resolved as on March 31, 2025.

37. SIGNIFICANT REGULATORY OR COURT ORDERS:

During the Financial Year 2024-25 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 2024-25, 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 2024-25:

- There were no material significant Related Party Transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons who 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. 56 of the Standalone Financial Statements, forming part of the Annual Report.

All the Related Party Transactions entered into by your Company during the Financial Year 2024-25, were on arm's length basis and in the ordinary course of business.

40. FRAUD REPORTING:

During the Financial Year 2024-25, 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 improving the effectiveness of internal financial controls and processes for efficient conduct of its business operations and ensuring security on 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, 2025, 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, 2025) and of the profit and loss of the Company for that period (i.e., the Financial Year 2024-25);
- 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, Practicing 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 Thirty First Annual General Meeting (“31st AGM”) till the conclusion of the Thirty Sixth Annual General Meeting (“36th AGM”).

The Shareholders of the Company at their 31st 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 AGM, till the conclusion of the 36th 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 8, 2024, as the “Cost Auditors” of the Company for the Financial Year 2024-25, 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 Thirty-Third Annual General Meeting (“33rd AGM”) held on August 1, 2024, 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 2024-25, 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 April 30, 2025, as the “Cost Auditors” of the Company for the Financial Year 2025-26, 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 Thirty-Fourth Annual General Meeting (34th AGM), 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 8, 2024, 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 2024-25, 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 2024-25 is annexed as “**Annexure – B**” to this Board’s Report.

The Board of Directors of your Company, at its Meeting held on April 30, 2025, has approved the appointment of M/s. 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 a period 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 Shareholders are requested to ratify and approve the aforementioned appointment of the Statutory Auditors at their ensuing 34th AGM.

48. SECRETARIAL AUDIT REPORT OF UNLISTED MATERIAL SUBSIDIARY(IES):

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 2024-25 of Creamline Dairy Products Limited (“CDPL”) and Godrej Foods Limited (“GFL”) (formerly known as “Godrej Tyson Foods Limited”), Unlisted Material Subsidiaries of your Company, are annexed as “**Annexure – C**” and “**Annexure – D**” respectively, to this Board’s Report.

49. RESPONSES TO QUALIFICATIONS, RESERVATIONS, ADVERSE REMARKS & DISCLAIMERS MADE BY THE STATUTORY AUDITORS, THE SECRETARIAL AUDITORS AND THE 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 2024-25.

There are no qualifications, reservations, adverse remarks and disclaimers of the **Secretarial Auditors** in their Secretarial Audit Report for the Financial Year 2024-25.

There are no qualifications, reservations, adverse remarks and disclaimers of the **Cost Auditors** in their Cost Audit Report for the Financial Year 2023-24, which was received and noted during the Financial Year 2024-25. The Cost Audit Report for the Financial Year 2024-25 will be received by the Board of Directors of the Company 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 – E**" 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 | <p>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.</p> <p>During the Financial year 2024-25, Creamline Dairy Products Limited and Godrej Foods Limited (formerly known as "Godrej Tyson Foods Limited") are the material unlisted Subsidiaries of your Company.</p> |

| | |
|---|---|
| 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 (UPSI) | 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 ("UPSI") 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 2024-25. |
| 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 2024-25, 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.

Further, SEBI vide its Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dated July 12, 2023, has introduced BRSR Core for assurance by the listed entities and disclosures and assurance for the value chain of listed entities, as per the BRSR Core. The BRSR Core is a sub-set of the BRSR, consisting of a set of Key Performance Indicators (KPIs) / metrics under 9 ESG attributes. Keeping in view the relevance to the Indian / Emerging market context, few new KPIs have been identified for assurance. Also, for better global comparability intensity ratios based on revenue adjusted for Purchasing Power Parity (PPP) have been included. The disclosure for value chain and in BRSR Core and reasonable assurance will be applicable in a phase manner and on the basis of market capitalization of the listed entity. Your Company has prepared BRSR Report for the Financial Year 2024-25 and the same forms part of this Annual Report.

57. MANAGERIAL REMUNERATION:

The remuneration paid to the Directors and Key Managerial Personnel of the Company during the Financial Year 2024-25 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 – F**" 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 Thirty-Fourth 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. Re-classification of certain Members of Promoter Group as “Public category Shareholders” pursuant to Family Settlement Agreement and a Brand & Non-Compete Agreement

During the Financial Year 2024-25, the Company was informed by way of a family letter dated April 30, 2024, issued jointly by Mr. Adi Godrej (ABG), Mr. Nadir Godrej (NBG), Mrs. Smita Vijay Crishna (SVC) and Mr. Jamshyd Godrej (JNG) that the Godrej Family Members had entered into a Family Settlement Agreement and a brand & non-compete agreement on April 30, 2024. The Company was not a party to these agreements.

The settlement contemplated a realignment of inter alia the shareholding of Godrej Industries Limited, which is the holding company of the Company, subject to applicable regulatory approvals. On July 18, 2024, the Company received the intimation from Godrej Family Members that the realignment pursuant to the said Family Settlement Agreement was completed. Accordingly, pursuant to the realignment, the management and control of the Company continues to be with the ABG / NBG family, and the JNG / SVC family are not involved in the management and operations of the Company. Also, no members of the JNG / SVC Family are Directors on the Board of Directors of the Company, and they have been reclassified as ‘public’ category shareholders in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

62. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report for the Financial Year 2024-25, 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.

63. 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.

64. 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: April 30, 2025
Place: Mumbai

ANNEXURE - A

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

1. Brief Outline on CSR Policy of the Company:

Godrej Agrovet Limited (“GAVL”) is committed to the Godrej Group’s ‘Good & Green’ vision of creating a more inclusive and greener India. The Company’s strategic Corporate Social Responsibility (CSR) projects, undertaken as part of its 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 Company endeavours 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 its competitive advantage. In order to pursue these objectives, the Company, as a responsible corporate citizen, constantly endeavours to:

- Promote the principles of inclusive growth and equitable development;
- Formulate and implement project plans based on identification and thorough understanding of the needs and priorities of different communities surrounding its areas of operations, either directly or through appropriately selected implementing partners and measure their effectiveness in a timely manner;
- Focus on few important areas for conducting CSR activities such as employability, livelihoods and income generation, women empowerment, good agricultural practices, rural development projects, medical aid, conservation of natural resources, disaster relief management, etc.;
- Interact with all the stakeholders on an ongoing basis, regarding the effectiveness of CSR initiatives and the ways and means to enhance the same.

2. Composition of CSR Committee:

| Sr. No. | Name of the Director | Designation / Nature of Directorship | Number of Meetings of CSR Committee held during the Financial Year 2024-25 | Number of Meetings of CSR Committee attended during the Financial Year 2024-25 |
|---------|-------------------------|--------------------------------------|--|--|
| 1. | Dr. Ashok Gulati | Chairman – Independent Director | 2 | 2 |
| 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 |

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 of Directors:

<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:

₹ 39,144 Lakh

(b) Two percent of Average Net Profit of the Company as per Section 135(5) of the Companies Act, 2013:

₹ 782.88 Lakh

(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:

₹ 78.19 Lakh

(e) Total CSR Obligation for the Financial Year (5b+5c-5d):

₹ 704.69 Lakh

6. (a) Amount Spent on CSR Projects (both Ongoing Projects and Other than Ongoing Projects): ₹ 6,50,56,408/-

(b) Amount Spent in Administrative Overheads: ₹ 32,41,212/-

(c) Amount Spent on Impact Assessment, if applicable: Not Applicable

(d) Total Amount Spent for the Financial Year (6a + 6b + 6c): ₹ 6,82,97,620/-

(e) CSR Amount Unspent for the Financial Year: ₹ 21,71,402/-

| 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 (In ₹) | Date of Transfer | Name of the Fund | Amount (In ₹) | Date of Transfer |
| | 1,26,226 | 22/04/2025 | NIL | N.A. | N.A. |
| | 5,39,583 | 23/04/2025 | NIL | N.A. | N.A. |
| | 15,05,593 | 25/04/2025 | NIL | N.A. | N.A. |
| 6,82,97,620 | 21,71,402 | | NIL | N.A. | N.A. |

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

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | (9) | (10) | (11) | |
|---------|-------------------------------|---|-----------------------|---------------------------|-------------------------|------------------------------|---|---|---|--|--|-------------------------|
| Sr. No. | Name of the Project | Item from the List of Activities in Schedule VII to the Companies Act, 2013 | Local Area (Yes / No) | Location of the Project | | Project Duration (in Months) | Amount allocated for the Project (In ₹) | Amount spent in the current Financial Year (In ₹) | Amount transferred to Unspent CSR Account for the Project as per Section 135(6) of the Companies Act, 2013 (In ₹) | Mode of Implementation - Direct (Yes / No) | If Mode of Implementation is through Implementing Agency | |
| | | | | State | District | | | | | | Name | CSR Registration Number |
| 1 | Value Chain- Maize FPO | i | Yes | Maharashtra | Baramati | 12 | 40,94,138 | 31,45,141 | 9,48,997 | No | Samunnati Foundation | CSR00007979 |
| 2 | Value Chain- Mustard Mission | i | Yes | Rajasthan | Bundi | 12 | 10,00,000 | 10,00,000 | 0 | No | The Solvent Extractors' Association of India | CSR00008668 |
| 3 | Value Chain – Dairy programme | i | No | Tamil Nadu | Krishnagiri, Dharmapuri | 36 | 30,00,000 | 29,88,190 | 11,810 | Yes | N.A. | N.A. |
| 4 | Value Chain – Dairy programme | i | No | Tamil Nadu | Krishnagiri, Dharmapuri | 12 | 50,00,000 | 50,00,000 | 0 | Yes | N.A. | N.A. |
| 5 | Water Stewardship | iv | Yes | Maharashtra | Nashik | 36 | 1,58,17,240 | 1,58,17,240 | 0 | No | Watershed Organisation Trust | CSR00000518 |
| 6 | Water Stewardship | iv | No | Madhya Pradesh | Barwani | 36 | 12,08,426 | 12,08,426 | 0 | No | Aga Khan Rural Support Programme | CSR00004229 |
| 7 | Water Stewardship | iv | No | Karnataka | Ramanagara | 36 | 12,00,000 | 12,00,000 | 0 | No | Indian Rural Integrated Development Society | CSR00005377 |
| 8 | Water Stewardship | iv | No | Madhya Pradesh/ Karnataka | Barwani/ Ramanagara | 12 | 19,87,617 | 10,89,780 | 8,97,837 | Yes | N.A. | N.A. |

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | (9) | (10) | (11) | |
|---------|--|---|-----------------------|--------------------------------------|---|------------------------------|---|---|---|--|--|-------------------------|
| Sr. No. | Name of the Project | Item from the List of Activities in Schedule VII to the Companies Act, 2013 | Local Area (Yes / No) | Location of the Project | | Project Duration (in Months) | Amount allocated for the Project (In ₹) | Amount spent in the current Financial Year (In ₹) | Amount transferred to Unspent CSR Account for the Project as per Section 135(6) of the Companies Act, 2013 (In ₹) | Mode of Implementation - Direct (Yes / No) | If Mode of Implementation is through Implementing Agency | |
| | | | | State | District | | | | | | Name | CSR Registration Number |
| 9 | Water Stewardship | iv | Yes | Andhra Pradesh | Eluru | 12 | 10,29,024 | 10,29,024 | 0 | No | Watershed Organisation Trust | CSR00000518 |
| 10 | Women's Empowerment | iii | No | Andhra Pradesh | West Godavari | 3 | 35,13,390 | 33,87,164 | 1,26,226 | No | Grameen Foundation for Social Impact | CSR00002812 |
| 11 | Women's Empowerment | iii | No | Andhra Pradesh/ Telangana | Guntur, Tirupati, Srikakulam / Hanamkonda, Rangareddy, Nagarkurnool | 3 | 16,60,000 | 16,60,000 | 0 | No | Pasidi Panta Foundation | CSR00082630 |
| 12 | Community Development-Agri education | x | Yes | Maharashtra/ Madhya Pradesh/ Gujarat | Satara, Jalgaon/ Indore/ Gandhinagar, Anand | 12 | 1,00,50,000 | 1,00,50,000 | 0 | No | Gandhi Research Foundation | CSR00004570 |
| 13 | Community Development-Arts & Music | V | Yes | Maharashtra | Mumbai | 12 | 45,00,000 | 45,00,000 | 0 | No | National Centre for Performing Arts | CSR00007882 |
| 14 | Community Development-Sports | vii | Yes | Maharashtra | Mumbai | 12 | 10,08,000 | 10,08,000 | 0 | No | Seva Sahyog Foundation | CSR00000756 |
| 15 | Local Area Development - Kitchen Gardens | iii | Yes | Maharashtra | Baramati | 7 | 19,88,450 | 19,88,450 | 0 | No | Sampada Trust | CSR00002888 |
| 16 | Local Area Development - Kitchen Gardens | iii | Yes | Bihar | Hajipur | 12 | 20,00,258 | 20,00,258 | 0 | No | The Indo Global Social Service Society | CSR00001677 |
| 17 | Local Area Development – Scholarship to women | ii | No | Maharashtra | Raigarh | 24 | 24,55,616 | 24,55,616 | 0 | No | Youth Dreamers Foundation | CSR00001022 |
| 18 | Local Area Development-Health and Community Infrastructure support | i | Yes | Andhra Pradesh | Eluru | 12 | 8,74,025 | 8,74,025 | 0 | Yes | N.A. | N.A. |
| 19 | Local Area Development- Scholarship | ii | Yes | Andhra Pradesh | Eluru | 12 | 2,65,200 | 2,65,200 | 0 | No | Social Education and Voluntary Action | CSR00035801 |
| 20 | Local Area Development- Clothes Donation | iii | No | West Bengal | South 24 Parganas | 12 | 21,000 | 21,000 | 0 | No | Society for Heritage & Ecological Researches | CSR00008165 |
| 21 | Local Area Development- School Infrastructure support | ii | Yes | Telangana | Medchal- Malkajgiri | 12 | 1,60,600 | 1,60,600 | 0 | Yes | N.A. | N.A. |
| 22 | Local Area Development- School support | ii | Yes | Karnataka | Tumkur | 12 | 4,13,060 | 4,13,060 | 0 | Yes | N.A. | N.A. |
| 23 | Local Area Development- School Infrastructure support | ii | Yes | Punjab | Ludhiana | 12 | 2,73,647 | 2,73,647 | 0 | Yes | N.A. | N.A. |
| 24 | Local Area Development- School Infrastructure support | ii | Yes | West Bengal | Paschim Medinipur | 12 | 97,419 | 97,419 | 0 | Yes | N.A. | N.A. |
| 25 | Local Area Development- Health Infrastructure support | i | Yes | Tamil Nadu | Erode | 12 | 4,38,960 | 4,38,960 | 0 | Yes | N.A. | N.A. |

| (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) Project Duration (in Months) | (7) Amount allocated for the Project (In ₹) | (8) Amount spent in the current Financial Year (In ₹) | (9) Amount transferred to Unspent CSR Account for the Project as per Section 135(6) of the Companies Act, 2013 (In ₹) | (10) Mode of Implementation - Direct (Yes / No) | (11) If Mode of Implementation is through Implementing Agency | |
|----------------|---|--|------------------------------|--------------------------------|---------------------------|-------------------------------------|--|--|--|--|--|-------------------------|
| | | | | State | District | | | | | | Name | CSR Registration Number |
| | | | | | | | | | | | | |
| 26 | Local Area Development- School Infrastructure support | ii | Yes | Uttar Pradesh | Unnao | 12 | 2,12,110 | 2,12,110 | 0 | Yes | N.A. | N.A. |
| 27 | Local Area Development - Infrastructure support to girls hostel | iii | Yes | Jammu & Kashmir | Sambha | 12 | 8,85,000 | 8,85,000 | 0 | Yes | N.A. | N.A. |
| 28 | Local Area Development- School Infrastructure support | ii | Yes | Bihar | Hajipur | 12 | 47,742 | 47,742 | 0 | Yes | N.A. | N.A. |
| 29 | Local Area Development- School Infrastructure support | ii | Yes | Rajasthan | Bundi | 12 | 6,28,412 | 6,28,412 | 0 | Yes | N.A. | N.A. |
| 30 | Local Area Development- School Infrastructure support | ii | Yes | Maharashtra | Ratnagiri, Sangli, Nashik | 12 | 5,99,716 | 5,80,705 | 19,011 | Yes | N.A. | N.A. |
| TOTAL | | | | | | | 6,64,29,050 | 6,44,25,169 | 20,03,881 | | | |

('N/A' denotes 'Not Applicable'.)

Note: Amount of ₹ 76,210/- earned as Bank Interest across projects has also been utilized.

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 (In ₹) | (7) Mode of Implementation - Direct (Yes / No) | (8) If Mode of Implementation is through Implementing Agency | |
|----------------|----------------------------|--|------------------------------|--------------------------------|----------|--|---|---|-------------------------|
| | | | | State | District | | | Name | CSR Registration Number |
| | | | | | | | | | |
| 1. | Monitoring and Evaluation | N.A. | N.A. | | | 2,73,760 | Yes | N.A. | N.A. |
| 2. | Third Party Audit | N.A. | N.A. | | | 3,57,479 | Yes | N.A. | N.A. |
| TOTAL | | | | | | 6,31,239 | | | |

('N/A' denotes 'Not Applicable'.)

(f) Excess Amount for Set-off, if any:

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

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

| Sr. No. | Preceding Financial Year | Amount transferred to Unspent CSR Account under Section 135(6) of the Companies Act, 2013 (in ₹) | Amount spent in the Reporting Financial Year (in ₹) | Amount transferred to any Fund specified under Schedule VII as per Section 135(6) of the Companies Act, 2013, if any | | | Amount remaining to be spent in succeeding Financial Years (in ₹) |
|---------|--------------------------|--|---|--|---------------|------------------|---|
| | | | | Name of the Fund | Amount (in ₹) | Date of Transfer | |

N.A.

('N/A' denotes 'Not Applicable'.)

8. 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

9. 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 unspent CSR amount of ₹ 21.71 Lakh is attributable to ongoing projects which will be completed by the Company in due course and the same has been duly transferred to Unspent CSR Account as on date.

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

Sd/

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

Place: Mumbai

Date: April 30, 2025

ANNEXURE – B

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2025

[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 from April 1, 2024 to March 31, 2025, ('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 by the Company and furnished to us, forms/ returns filed and compliance related action taken by the Company during the Financial Year ended March 31, 2025 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, 2025, 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 Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019
 - (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.

- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with Operational Circular bearing no. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 as amended from time to time for Issue and Listing of Non-Convertible Securities, Securitized Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper.
- (vi) Secretarial Standards issued by the Institute of Company Secretaries of India (“Secretarial Standards”) which have been notified under Section 118(10) of the Act and are mandatorily applicable to the Company.
- 1.2 During the period under review, and also considering the compliance related action taken by the Company after March 31, 2025 but before the 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 and the 33rd Annual General Meeting (“AGM”) held on August 1, 2024. 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 Meetings provided by the Company.
- 1.3 We are informed that, during the Financial Year 2024-25, 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 (Buy-back of Securities) Regulations, 2018;
- (ii) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021,
- (iii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; 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.
- c) The Food Safety and Standard, Act, 2006 and rules made thereunder.
- d) The Bureau of Indian Standards, 2016
- e) Andhra Pradesh Animal Feed (Regulation of Manufacture, Quality Control, Sale and Distribution) Act, 2020
- f) The Andhra Pradesh Fish Feed (Quality Control) Act, 2020
- g) The Fertilizer (Inorganic, Organic or Mixed) (Control) Amendment Order, 2021

2. Board processes:

We further report that:

- 2.1 The Board of Directors and Key Managerial Personnel of the Company as on March 31, 2025 comprised of:
- (i) 2 (Two) Executive Directors - Mr. Balam S. Yadav (DIN:00294803) who is also the Managing Director of the Company and Mr. Burjis Nadir Godrej who is an Executive Director (DIN: 08183082);
- (ii) 4 (Four) Non-Executive & Non-Independent Directors - Mr. Nadir B. Godrej (DIN: 00066195), Ms. Tanya Dubash (DIN: 00026028), Ms. Nisaba Godrej (DIN: 00591503), Mr. Pirojsha Godrej (DIN:00432983);
- (iii) 7 (Seven) Non-Executive & Independent Directors - Mr. Natarajan Srinivasan (DIN: 00123338), Mr. Kannan Sitaram (DIN: 01038711), Dr. Ashok Gulati (DIN: 07062601), including 4 (Four) Woman 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);
- (iv) Chief Financial Officer – Mr. Varadaraj Subramanian and Company Secretary – Mr. Vivek Raizada.

- 2.2 The processes relating to the following changes in the composition of the Board of Directors during the Financial Year 2024-25 were carried out in compliance with the provisions of the Act and LODR:
- i. Re-appointment of Ms. Nisaba Godrej (DIN: 00591503) as a Non-Executive & Non - Independent Director of the Company, liable to retire by rotation, was approved by the Members at the 33rd Annual General Meeting of the Company held on August 1, 2024.
 - ii. Re-appointment of Mr. Pirojsha Godrej (DIN:00432983) as a Non-Executive & Non - Independent Director of the Company, liable to retire by rotation, was approved by the Members at the 33rd Annual General Meeting of the Company held on August 1, 2024.
 - iii. Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on February 11, 2025 has approved the re-appointment of and remuneration payable to Mr. Balam S. Yadav as the “Managing Director” of the Company for a further period commencing from May 1, 2025 upto August 31, 2025, subject to approval of the Shareholders. The Members of the Company, have also approved the aforementioned re-appointment and remuneration payable to Mr. Balam S. Yadav, through a Special Resolution passed by Postal Ballot concluded on April 18, 2025.
 - iv. The Board of Directors at its Meeting held on February 11, 2025 has approved the appointment and remuneration of Mr. Sunil Kataria as the “Chief Executive Officer & Managing Director - Designate” of the Company for a first term comprising of a period commencing from May 5, 2025 upto August 31, 2025 and as the “Chief Executive Officer & Managing Director”, after superannuation of Mr. Balam Singh Yadav, for a second term comprising of a period of 5 (Five) Financial Years commencing from September 1, 2025 upto August 31, 2030, subject to approval of the Shareholders. The Shareholders of the Company have approved the aforementioned appointment, re-appointment and remuneration payable to Mr. Sunil Kataria through Special Resolutions passed by Postal Ballot concluded on April 18, 2025.
- 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, other than those which included price sensitive information, were circulated for the Directors at least seven days before the Board Meetings.
- 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) Majority decisions were carried through; 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.

4. Specific event(s)/action(s)

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:

- 1) During the period under review, the Company has allotted 55,485 Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each, to the eligible employees of Company, pursuant to the exercise of stock options granted to them under the Godrej Agrovet Limited - Employees Stock Grant Scheme, 2018 (GAVL ESGS 2018).

The Nomination & Remuneration Committee of the Company approved the ESOP allotment as follows:

| Sr. No. | Date of Allotment | No. of Equity Shares allotted of face value of ₹ 10/- each |
|---------|--------------------|--|
| 1 | May 08, 2024 | 30,068 |
| 2 | May 09, 2024 | 19,758 |
| 3 | September 30, 2024 | 717 |
| 4 | March 31, 2025 | 4,942 |

- 2) During the year, the Company issued Commercial Paper(s) of face value of ₹ 5,00,000/- (Rupees Five Lakh Only) each, amounting to ₹ 3,800 Crore (Rupees Three Thousand and Eight Hundred Crore only) and Commercial Papers for aggregate value of ₹ 3,500 Crore (Rupees Three Thousand and Five Hundred Crore Only) have been redeemed and Commercial Paper(s) of ₹ 300 Crore (Rupees Three Hundred Crore Only) are outstanding as of March 31, 2025 and the same are listed on the National Stock Exchange of India Limited.
- 3) The Board of Directors at its Meeting held on August 1, 2024, has approved the execution of a Share Purchase Agreement with Tyson India Holdings Limited (“Seller”) and Godrej Tyson Foods Limited (“GTFL”). This is to purchase 97,461 Equity Shares of Godrej Tyson Foods Limited, i.e., 49% from the Seller, making GTFL a wholly owned subsidiary of the Company. The Company has completed the acquisition of additional 49.00% Equity Shares GTFL, from Tyson India Holdings Limited (the existing equity shareholder). As a result aggregate holding in GTFL increased from 51.00% to 100%. Thus GTFL has become a wholly-owned subsidiary of the Company with effect from August 27, 2024, and the name of GTFL has been changed to “Godrej Foods Limited” effective November 14, 2024.
- 4) The Board of Directors of the Company recommended Final Dividend @ 100% (One Hundred per cent) i.e. ₹ 10/- (Rupees Ten Only) per Equity Share of face value of ₹ 10/- (Rupees Ten Only) each, for the Financial Year ended March 31, 2024. The dividend was approved by the Members at the 33rd Annual General Meeting of the Company held on August 1, 2024.
- 5) The Board of Directors of the Company at its Meeting held on March 11, 2025, approved the acquisition of remaining 48.06% stake in Creamline Dairy Products Limited (“CDPL”) and made it Material Subsidiary. The Board of the Company also approved execution of Share Purchase Agreement with the Promoters of CDPL for acquisition of additional 47.38% stake in CDPL.
- 6) The Company has received a letter dated April 30, 2024, from Mr. Adi Godrej, Mr. Nadir Godrej, Mr. Jamshyd Godrej, Mrs. Smita Godrej Krishna, Heads of the respective family branches (Members of the Promoter and Promoter group of the Company) stating that a Family Settlement Agreement and a Brand & Non-Compete Agreement (“FSA”) have been entered into amongst some members of the Godrej Family. Consequent to execution of FSA, the Company informed to the Stock Exchanges the Management and Control of the Company will continue to be with the ABG Family & NBG Family. The Company also made Public Announcement to this effect by intimation to Stock Exchanges on April 30, 2024.
- 7) The Board of Directors at its Meeting held on August 1, 2024, has approved the requests for reclassification of certain members of the Promoter & Promoter Group of the Company, into ‘Public’ shareholders Category. The Shareholders of the Company, through a resolution passed by postal ballot concluded on September 16, 2024, has approved the aforesaid reclassification. This has resulted into change in shareholding of Promoter and Promoter Group from 74.03% to 67.56%.
- 8) The Board of Directors at its Meeting held on August 1, 2024, has approved an investment of ₹ 110 Crore (Rupees One Hundred and Ten Crore only) to set up a new feed plant in Maharashtra. The Company is proposing to manufacture pet feed from the said plant for and on behalf of Godrej Pet Care, a proposed 100% subsidiary of Godrej Consumer Products Limited.
- 9) The Company had informed to the Stock Exchanges on August 10, 2024, that the Company will be setting up an Oil Palm Processing Mill in Dhalai District of Tripura and an advanced Research & Development Centre for Oil Palm.
- 10) The Company intimated to the Stock Exchanges on December 14, 2024, that the Government of Gujarat has allotted area to the Company in 3 (three) districts viz., Vadodara, Surat and Tapi, in Gujarat State, for the expansion of oil palm cultivation under the National Mission on Edible Oils - Oil Palm (NMEO-OP).
- 11) The Company intimated to the Stock Exchanges on January 3, 2025, that the Company’s Animal Feed business has launched “Godrej Pride Hog”, a scientifically developed Pig Feed range designed to provide optimal nutrition at each stage of pig’s lifecycle.

For BNP & Associates
Company Secretaries

Firm Registration. No. P2014MH037400
PR. No: 6316/2024

Sd/-
Aviansh Bagul
Partner

FCS No: F5578 / C P No: 19862
UDIN: F005578F000329759

Date: April 30, 2025

Place: Mumbai

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

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, 2025 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.

For BNP & Associates
Company Secretaries

Firm Registration. No. P2014MH037400
PR. No: 6316/2024

Sd/-

Aviansh Bagul
Partner

FCS No: F5578 / C P No: 19862
UDIN: F005578F000329759

Date: April 30, 2025
Place: Mumbai

ANNEXURE – C

FORM MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March 2025

[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 – 500 082

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 – CIN: U15201TG1986PLC006912** (hereinafter called the 'Company') during the Financial Year ended March 31, 2025 ('the year' / 'audit period' / 'review period').

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, copies as provided by the Company and other records maintained by the Company and furnished to us, forms / returns filed and compliance related action taken by the Company during the Financial Year ended March 31, 2025 as well as before the date of 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 March 31, 2025 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 Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iii) The following Regulations Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Regulations'):
 - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with Operational Circular bearing no. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 as amended from time to time for Issue and Listing of Non-Convertible Securities, Securitized Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper;
 - (c) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
 - (iv) The Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2), issued by the Institute of Company Secretaries of India and mandatorily applicable to the company.
 - (v) Listing agreement entered into with the National Stock Exchange of India Limited (NSE) for listing of Debentures and Commercial Paper/s issued by the Company.

1.2 During the period under review, the Company has:

- (i) Complied with the applicable provisions / clauses of the Acts, Rules and SEBI Regulations 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 the 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 (v) above to the extent applicable to Board Meetings and Committee Meetings held during the review period, the 37th Annual General Meeting held on 24th July, 2024 (37th AGM) and Extra- Ordinary General Meetings held on 28th August, 2024. 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 Meetings provided by the Company.

1.3 We are informed that, during the Financial Year 2024-25, 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 forms / returns thereunder:

- (i) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;*
- (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018;
- (iv) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (v) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
- (vi) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- (vii) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfers Agents) Regulations, 1993, regarding the Act and dealing with clients.

*The Company being a subsidiary of Godrej Agrovet Limited, (GAVL), some of its employee are covered by the Code of Conduct of GAVL as per the Regulation under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 in respect of Designated Employees.

1.4 We have examined, on test check basis, the relevant documents and records maintained by the Company, according to the following Laws, applicable specifically to the Company:

- i. 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;
- ii. Legal Metrology Act, 2009 and Legal Metrology (Packaged Commodities) Rules, 2011;
- iii. Boilers Act, 1923 and Indian Boiler Regulations, 1950;
- iv. Water (Prevention and Control of Pollution) Act, 1974;
- v. Air (Prevention and Control of Pollution) Act, 1981.
- vi. Factories Act, 1948 and the Rules made thereunder;

2. Board processes:

We further report that:

2.1 The Board of Directors and Key Managerial Personnel of the Company as on March 31, 2025 comprised of:

- (i) 1(One) Non-Executive Chairman, i.e., Mr. Nadir B. Godrej (DIN: 00066195);
- (ii) 1(One) Whole-Time Director & Chief Executive Officer, i.e., Mr. Bhupendra Suri (DIN: 09035926);
- (iii) 1 (One) Managing Director, i.e., Mr. K. Bhasker Reddy (DIN: 00014291);
- (iv) 3 (Three) Executive Directors i.e. Mr. D Chandra Sekhar Reddy (DIN: 00063691), Mrs. C. Manga Raj (DIN: 00084401) and Mrs. Rama Kumari Mandava (DIN: 00065055);
- (v) 2 (Two) Non-Executive, Non-Independent Directors, i.e., Mr. Balram Singh Yadav (DIN: 00294803) and Mr. S. Varadaraj (DIN: 00323436);
- (vi) 2 (Two) Independent Directors, i.e., Mr. Jude Julius John Fernandes (DIN: 07482333) and Mr. Kannan Sitaram (DIN: 01038711)

- (vii) Chief Financial Officer, i.e. Mr. Manoj Pulamantholepisharath
 - (viii) Company Secretary, i.e. Ms. Neha Devendra Pawar.
- 2.2 The processes relating to the following changes in the composition of the Board of Directors during the Financial Year 2024-25 were carried out in compliance with the provisions of the Act:
- i. Re-appointment of Mr. Nadir Godrej (DIN: 00066195), as Non-Executive Director, liable to retire by rotation, at the 37th Annual General Meeting of the Company held on 24th July, 2024.
 - ii. Re-appointment of Mr. S. Varadaraj (DIN: 00323436), as Non-Executive Director, liable to retire by rotation, at the 37th Annual General Meeting of the Company held on 24th July, 2024.
 - iii. As per the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on March 31, 2025, approved the re-appointment of Mr. K. Bhasker Reddy (DIN:00014291) as Managing Director, Mr. D. Chandra Sekhar Reddy (DIN:00063691) as Executive Director, Mrs. Rama Kumari Mandava (DIN:00065055) as Executive Director and Mrs. C Manga Raj (DIN:00084401) as Executive Director. All four reappointments are for further period of 3 (three) months with effect from 1st April, 2025 up to 30th June, 2025, without any remuneration payable to them, subject to approval of Shareholders of the Company to be obtained at the ensuing AGM of members.
- 2.3 Adequate notice was given to all the Directors to enable them to plan their schedule for the meetings of Board of Directors and its committee, held during the year.
- 2.4 Notice/s of meetings of the Board and its Committees held during review period was/were sent to all the Directors and the members of the Committees, at least 7 (seven) days in advance.
- 2.5 Agenda and detailed notes on Agenda were sent to the Directors at least 7 (seven) days before the meetings of the Board of Directors, other than those which included price sensitive information.
- 2.6 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.
- 2.7 We note from the minutes verified that, at the meetings of the Board and its Committees held during the year:
- (i) Decisions were carried through the majority; and
 - (ii) No dissenting views were expressed by any member of the board or its committee 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.

4. Specific events / actions

- 4.1 During the year, the following specific events/ actions took place, in pursuance of the above referred laws, rules, regulations and standards:
- i. During the year, the Company has redeemed Commercial Paper/s of face value of ₹ 5,00,000/- each aggregating to ₹ 50 Crore which were listed on National Stock Exchange of India Limited. (NSE), leaving an outstanding amount of ₹ NIL in respect thereof as of March 31, 2025.
 - ii. We are informed that the Company has paid an amount of ₹ 4,04,530 (Rupees Four Lakh Four Thousand Five Hundred and Thirty only), provisionally on 21st March, 2024 against a rectification order dated 22nd April, 2024 issued by Commercial Taxes Department at Chennai North Division of Tamil Nadu against original order dated 22nd February, 2024 levying tax liability under section 73 of Tamil Nadu GST Act, 2017/CGST Act, 2017, along with interest and penalty amounting to ₹115.04 Crore.
 - iii. We are informed that the consequent upon merger of Nagavalli Milkline Private Limited ('Transferor Company'/ a wholly-owned subsidiary of the company) with the Company as per order dated October 17, 2019, issued by Hon'ble National Company Law Tribunal (NCLT), Hyderabad Bench, the Company initiated the process of registration of immoveable property, held in the name of the said Transferor Company, has been successfully registered in the name of the Company. If this has been completed before March 31 where is the need to report?
 - iv. Godrej Agrovet Limited, (Holding company), holding 51.92% in share capital, as on the executed date of Share Purchase Agreement, has executed a Share Purchase Agreement with the Company and some shareholders of the Company on March 20, 2025 for acquisition of 47.38% of the Holding, held by the said shareholders in the Company, in aggregate. In the event of completion of process of acquisition, the Company may become a wholly owned subsidiary of Godrej Agrovet Limited in the future.
 - v. During the year, the Company has approved an increase in the remuneration of Mr. Bhupendra Suri (DIN:09035926), Whole-time Director & Chief Executive Officer of the Company, payable from the Financial Year 2024-25 as per the approval of Shareholders at their Extra-Ordinary General Meeting held on August 28, 2024.

- vi. As on March 31, 2025, the Company has 9,900 Rated, Listed, Unsecured, Redeemable, Non-Convertible Debentures of the nominal value of INR 1,00,000 (Rupees One Lakh Only) each, aggregating to ₹ 99,00,00,000/- (Rupees Ninety-Nine Crores Only) outstanding and these NCDs are listed on National Stock Exchange.

For **BNP & Associates**
Company Secretaries
Firm Registration. No. P2014MH037400
PR. No: 6316/2024

Date: April 22, 2025
Place: Mumbai

Sd/-
Venkataraman K
Partner

ACS No: 8897 / COP No: 12459
UDIN: A008897G000169288

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

To,
The Members,
Creamline Dairy Products Limited
H.No.6-3-1238/B/21 Asif Avenue, Rajbhavan Road,
Hyderabad – 500 082

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. We have considered compliance related actions taken by the Company based on independent legal /professional opinion obtained as being in compliance with law.
4. 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.
5. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
6. We have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
7. 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

For **BNP & Associates**
Company Secretaries
Firm Registration. No. P2014MH037400
PR. No: 6316/2024

Date: April 22, 2025
Place: Mumbai

Sd/-
Venkataraman K
Partner
ACS No: 8897 / COP No: 12459
UDIN: A008897G000169288

ANNEXURE – D

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March 2025

[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 Foods Limited (formerly known as Godrej Tyson Foods Limited),
Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai-400079,
Maharashtra, India.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Godrej Foods Limited (formerly known as Godrej Tyson Foods Limited), having CIN: U15122MH2008PLC177741** (hereinafter called the 'the Company') for the financial year ended on **31st March 2025** (the "Audit Period").

We have conducted the Secretarial Audit in a manner that provided us with 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 Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company, provided to us;
- (ii) Compliance certificates confirming compliance with corporate laws applicable to the Company given by the Key Managerial Personnel of the Company and taken on record by the Company's Audit Committee / Board of Directors; and
- (iii) Representations made, documents produced 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 31st March 2025, the Company has:

- (i) Complied with the statutory provisions listed hereunder; and
- (ii) Board processes and compliance mechanisms are in place

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

1. COMPLIANCE WITH SPECIFIC STATUTORY PROVISIONS

We further report that:

1.1.1 We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company during the year in terms of the applicable provisions / clauses of:

- (i) The Companies Act, 2013 (the "Act") and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act (FEMA), 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment.
- (v) Other laws as specifically applicable to the Company (as informed to us by the Company):
 - a. Food Safety and Standards Act, 2006;
 - b. Food Safety and Standards (Packaging & Labelling) Regulations, 2011;
 - c. Food Safety and Standards (Prohibition and Restriction on Sale), Regulations, 2011;
 - d. Food Safety and Standards (Contaminants, Toxins and Residues) Regulations, 2011;
 - e. Food Safety and Standards (Laboratory and Sample Analysis) Regulations, 2012;
 - f. Food Safety and Standards (Licensing and Registration of Food Business) Regulations, 2011; and

- g. Food Safety and Standards (Food Products Standards and Food Additives) Regulations 2011;
 - h. The Legal Metrology Act, 2009;
 - i. The Air (Prevention and Control of Pollution) Act, 1981;
 - j. The Water (Prevention and Control of Pollution) Act, 1974;
 - k. Shops & Establishment Act.1948;
 - l. The Plastic Waste Management Rules, 2016;
 - m. The Factories Act, 1948
- (vi) Secretarial Standards relating to Board Meetings and General Meetings issued by The Institute of Company Secretaries of India (Secretarial Standards) and notified by the Central Government under Section 118(10) of the Act which have mandatory application.
- 1.2 During the period under review:
- (i) The Company has complied with the all the applicable provisions of all the aforesaid Acts, Rules, Regulations, Guidelines and Secretarial Standards as mentioned above except as mentioned under paragraph 2.1.
 - (ii) Generally complied with the applicable provisions / clauses of:
 - (a) FEMA to the extent of Foreign Direct Investment mentioned under paragraph 1.1 (iv);
 - (b) The Secretarial Standards on meetings of Board of Directors and its Committees (SS-1) and on General Meetings (SS-2) mentioned under paragraph 1.1 (vi) above, which are applicable to the meetings of the Board, Committees constituted by the Board, held during the year, the 16th Annual General Meeting (“AGM”) held on 26th July, 2024 and the Extra-Ordinary General Meetings (“EGM”) held on 27th August, 2024, 16th December, 2024 and 04th March, 2025. The compliance with the provisions of the Rules made under the Act with regard to participation of Directors through video conference for the Board/ Committee meeting(s) held during the year, were verified based on the minutes of the meetings provided by the Company.
- 1.3 During the audit period under review, provisions of the following Acts/Regulations were not applicable to the Company:
- (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (ii) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (iv) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as the Company has not made any issue or listing of debt securities on any recognised stock exchange(s) in India;
 - (v) (*) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (vi) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (vii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (viii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
 - (ix) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- (*) the Company being a wholly-owned subsidiary of Godrej Agrovet Limited, a listed entity, the Code of Conduct under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“GAVL PIT Code”) applicable for Godrej Agrovet Limited will also be applicable to the employees of the Company who are expected to have Unpublished Price Sensitive Information. As per the GAVL PIT Code, Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company are covered as Designated Persons.

2. BOARD PROCESSES OF THE COMPANY:

We further report that:

- 2.1 The Board of Directors of the Company as on 31st March 2025 comprised of:
- (i) One Managing Director – Mr. Balram Singh Yadav (DIN: 00294803);
 - (ii) Two Non-Executive & Non-Independent Directors – Mr. Nadir Burjor Godrej (DIN: 00066195) and Mr. Varadaraj Subramanian (DIN: 00323436); and
 - (iii) Two Non-Executive & Independent Directors – Ms. Anjali Rajesh Gupte (DIN: 00104884) and Ms. Ahana Gautam (DIN: 08385484).

- 2.2 The processes relating to the following changes in the composition of the Board of Directors and Key Managerial Personnel during the year were carried out in compliance with the provisions of the Act:
- 1) Re-appointment of Mr. S. Varadaraj (DIN: 00323436), as a Director, liable to retire by rotation, pursuant to Section 152 of the Companies Act, 2013, was approved by the Members of the Company at their 16th AGM held on July 26, 2024.
 - 2) Cessation of directorship of Syatrizarl Hamdallah (DIN: 10333001) as a Non-Executive Director of the Company with effect from August 27, 2024, due to resignation.
 - 3) Cessation of directorship of Mr. James Ward (DIN: 10132243) as a Non-Executive Director of the Company with effect from August 27, 2024, due to resignation.
 - 4) Based on the recommendation made by the Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on November 13, 2024 and the Shareholders at their EGM held on December 16, 2024 approved the re-appointment of Mr. Balram Singh Yadav as the "Managing Director" of the Company, for a further term of 1 (One) year (i.e., with effect from November 13, 2024 to November 12, 2025), not liable to retire by rotation, without any remuneration, payable to him in such capacity.
 - 5) Based on the recommendation made by the Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on January, 29, 2025 and the Shareholders of the Company at their EGM held on March 04, 2025, approved the appointment of Ms. Anjali Rajesh Gupte (DIN: 00104884), as an Independent Director of the Company, for a first term of 5 (five) consecutive years with effect from March 19, 2025 upto March 18, 2030, not liable to retire by rotation.
 - 6) Cessation of directorship of Mr. Sanjay Vasudev Gogate (DIN: 01543847) as an Independent Director of the Company with effect from March 19, 2025, due to completion of his second term as an Independent Director.
- 2.3 Adequate notices and Agenda and detailed notes on Agenda were given to all Directors to schedule the Meetings of the Board of Directors and its Committees, which were sent within the stipulated time as required under Section 173(3) of the Act and SS-1 to enable them to plan their schedule and where notice, Agenda and Notes to Agenda was circulated at shorter notice, the consent of all directors was obtained.
- 2.4 A system exists for directors to seek and obtain further information and clarifications on the agenda items before the meetings and to ensure their meaningful participation at the meetings.
- 2.5 We note from the minutes examined that, at the Board meetings held during the year:
- (i) Decisions were taken through the majority of the Board; and
 - (ii) No dissenting views were expressed by any Board member on any of the subject matters discussed, which were required to be recorded as part of the minutes.

3. COMPLIANCE MECHANISM

There are reasonably adequate systems and processes prevalent in the Company, which are commensurate with its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

4. SPECIFIC EVENTS / ACTIONS

- 4.1 During the year under review, there were no specific events / actions, having a major bearing on the Company's affairs took place, except the following:
1. The Board of Directors at its Meeting held on August 27, 2024 accorded its approved to enter into the Share Purchase Agreement with Tyson India Holdings Ltd ("TIHL") and Godrej Agrovet Ltd ("GAVL") the existing shareholders of the Company for sale of 49% equity stake in the Company from TIHL to GAVL on such terms conditions as may mutually agree upon amongst the Company, TIHL and GTFL. Consequent to the transfer of 49% (forty-nine percent) equity stake in the Company by Tyson India Holdings Ltd. ("TIHL") to Godrej Agrovet Limited ("GAVL") (already holding 51% (fifty-one percent) equity stake), the Company has become a wholly-owned subsidiary of GAVL and as on March 31, 2025, the company has noted the said transfer.
 2. The Board of Directors at its Meeting held on August 27, 2024 and the Shareholders of the Company at their EGM held on August 27, 2024, accorded its approval pursuant to provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and such other Rules as may be applicable (including any statutory modification(s)/amendment(s)/re- enactment(s) thereof for the time being in force), for change of name of the Company from "GODREJ TYSON FOODS LIMITED" TO "GODREJ FOODS LIMITED".
 3. The Board of Directors at its Meeting held on August 27, 2024, and the Shareholders of the Company at their EGM held on August 27, 2024, accorded its approval pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], the amendment to existing Clause I, i.e., Name Clause of the Memorandum of Association of the Company, for Change of the name of the Company from "GODREJ TYSON FOODS LIMITED" to "GODREJ FOODS LIMITED, approved by the Registrar of Companies - Mumbai, Maharashtra (ROC)/ Ministry of Corporate Affairs (MCA).

4. The Board of Directors at its Meeting held on August 27, 2024 and the Shareholders of the Company at their EGM held on August 27, 2024, accorded its approval pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], for the amendment to Clause III (A) i.e., Main Objects Clause of the Memorandum of Association of the Company, in order to undertake all the relevant activities in connection with the feed businesses.

The existing Clause III A, i.e., Main Objects Clause of the Memorandum of Association of the Company was amended by substituting thereof with the following new clause:

1. "To carry on, in India and abroad, the business of processing, converting, producing, manufacturing, formulating, using, buying, acquiring, storing, packing, canning, preserving, selling, transporting, distributing, importing, exporting, trading and otherwise dealing in all types food products, beverages, meats, fish, marine products, birds, poultry products, fruits, vegetables, dairy products, wholesale and retail butchers and purveyors of, growers, graziers, breeders and dealers in cattle, sheep, pigs, birds, poultry, fish, shrimps, marine creatures and other live and dead stock and to buy, sell and trade with any other associated business and allied activities which may be advantageously carried on by the Company including the business of manufacturer, buyer, seller, consultant, job-worker, importer, exporter, distributor, broker, processor, stockiest, agent, trader, dealer and or otherwise to deal in animal feeds, cattle feeds, sheep feeds, poultry feeds, pig feeds, fish feed, dog feed, cat feed and feeds concentrate, feed premixes, supplementary feeds, additives, compound feeds or mixed feeds, vitamins, proteins, starch and manufacturing and trading of silage, trading in cotton seed cake, trading in commodities used in animal feed and the business of dairy farming in general and manufacturing, preserving, reining, packing, bottling, treating, marketing, importing, exporting, improving, producing, processing, buying, selling, dealing in and carrying on the manufacturing and trading in milk and milk products, agricultural farming, promoting and encouraging to manufacture various types of allied products."
5. The Board of Directors at its Meeting held on August 27, 2024 and the Shareholders of the Company at their EGM held on August 27, 2024, accorded its approval pursuant to the provisions of Section 5 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], for adoption of new set of Articles of Association of the Company.
6. The company had received a Show Cause Notice bearing No: ROC/MUM/Adj/2023/Section 149(1)/1642 dated March 29, 2023 ("SCN") from Registrar of Companies, Mumbai ("ROC"), under section 149 of the Companies Act, 2013, Mr. Upendra R Pathak, Company Secretary being authorised representative of the Company attended the hearing in person on 27.06.2024 and a further reply has been made on July 12, 2023 informing that Ms. Ahana Gautam (DIN: 08385484) has been appointed as an Independent Women Director on the Board of the Company for a term of 5 consecutive years commencing from 10.07.2023 upto 09.07.2028. The Adjudicating Officer vide its Order dated January 07, 2025 bearing No: ROC(M)/S.149(1)/GODREJ/ADJ-ORDER/3326, 3327, 3328, 3329, 3330 imposed a penalty of ₹ 1,00,000/- on each officer being the officers in default and of ₹ 1,85,000/- on the Company for violation of provisions of section 149(1) of the Companies Act, 2013. Pursuant to the said Order for Penalty, total penalty levied was ₹ 5,85,500/- and which was paid by the Company and each officer in default.

For **BNP & Associates**
Company Secretaries

Firm Reg No: P2014MH037400
Peer Review No.-6316/2024

Sd/-

Venkataraman K

Partner

ACS:8897 / COP:12459

UDIN: A008897G000167638

Date: April 22, 2025

Place: Mumbai

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

Annexure A to the Secretarial Audit ReportFor the Financial Year ended 31st March 2025

To,
The Members of,
Godrej Foods Limited,
Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Maharashtra, India

Our 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. We have considered compliance related actions taken by the company based on independent legal /professional opinion obtained as being in compliance with law.
4. We have verified the secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We have also examined the compliance procedures followed by the Company. We believe that the processes and practices we followed, provide a reasonable basis for our opinion.
5. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
6. We have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
7. 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.

For **BNP & Associates**
Company Secretaries
Firm Reg No: P2014MH037400
Peer Review No.-6316/2024

Date: April 22, 2025
Place: Mumbai

Sd/-
Venkataraman K
Partner
ACS:8897 / COP:12459
UDIN: A008897G000167638

ANNEXURE – E

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, 2025

[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's sustainability strategy of "Good & Green" is driven by the vision to help create a greener and more inclusive planet and to build a more inclusive and environmentally sustainable future. Your Company continuously endeavours to reduce specific energy consumption in its various processes and to increase share of renewable energy in its overall energy portfolio. Therefore, it 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 are as follows:

1. Modification in steam lines to reduce briquette consumption
2. Use of alternative fuel (coconut wood) used for boiler in addition to Saw dust briquette
3. Increased use of LED Lights
4. Increase in scope of lights control using motion sensors
5. Enhanced use of solar power
6. Optimization in combustions
7. Reduced blowdown rate

The benefits derived from the above measures are as follows:

1. 80% of energy needs being met through clean and renewable sources
2. Company continues to be water positive, currently conserving 16 times more water than it consumes
3. Sequestered 29,750 MT of CO₂ during the Financial Year 2024-25, which accounts for 28% of the annual CO₂ emission target
4. Reduction in specific Greenhouse Gas (GHG) emission

The capital expenditure on specific technologies to improve the environmental and social impacts of products and processes made by your Company during the Financial Year 2024-25 was ₹ 8.11 Crore.

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

Your Company continuously endeavors to introduce and implement several technological upgradations, with an aim to obtain improved quality of output at a reduced cost. Such measures also help in ensuring optimum utilization of plant and equipment capacity and overall improvement in the standards of Environmental Sustainability, Health and Safety.

Some of the measures adopted include the following:

1. Use of Process SCADA system, EMS and utility management system for real-time monitoring of data in reduction in breakdowns
2. Use of Grab system for fuel feeding to reduce bull tractor movement
3. Automation in blower RPM monitoring based on pellet temperature resulting in reduction in moisture loss and process loss
4. Co-ordinated and launched digitalization of production records & data-logging via DigiPRO app

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

Your Company's emphasis on Research & Development (R&D) has been critical to its success and a differentiating factor from competitors. Dedicated R&D is undertaken in existing products primarily with a focus to improve productivity of livestock, farmers' yields and process efficiencies. The Company also focuses on R&D efforts in areas where there is significant growth potential. Investment is also being made in developing innovative technologies to further grow our product portfolio across businesses.

In case of imported technology [imported during the last 3 (three) years, i.e., during the Financial Year 2022-23, 2023-24 and 2024-25], the required details are as follows:

| | |
|---|---|
| Details of Technology Imported | Pulverizer installed at a plant for fine grinding of raw material for producing aquaculture feeds |
| Year of Import | 2023-24 |
| 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 during the Financial Year 2024-25, in comparison with the figures for the previous Financial Year 2023-24 was as follows:

| Particulars | 2024-25 (₹ in Crore) | 2023-24 (₹ in Crore) |
|--|-------------------------|-------------------------|
| Capital Expenditure | 0.92 | 3.35 |
| Recurring Expenditure | 27.21 | 16.35 |
| Total | 28.13 | 19.69 |
| Total R&D Expenditure as a Percentage of Total Turnover | 0.40% | 0.28% |

D. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Your Company's foreign exchange earnings and outgo during the Financial Year 2024-25, in comparison with the figures for the previous Financial Year 2023-24 were as follows:

| Sr. No. | Particulars | 2024-25 (₹ in Crore) | 2023-24 (₹ in Crore) |
|---------|-------------------------|-------------------------|-------------------------|
| 1. | Foreign Exchange Earned | 92.65 | 60.46 |
| 2. | Foreign Exchange Used | 334.65 | 259.19 |

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

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

Date: April 30, 2025
Place: Mumbai

ANNEXURE – F

PARTICULARS IN RESPECT OF REMUNERATION OF GODREJ AGROVET LIMITED

For the Financial Year ended March 31, 2025

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) Percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2024-25 and the Ratio of the Remuneration of each Director to the Median Remuneration of the Employees of the Company for the Financial Year 2024-25:

| Sr. No. | Name of Director / Key Managerial Personnel (KMP) | Designation of Director / KMP | % Increase in Remuneration in the Financial Year 2024-25 | Ratio of Remuneration of each Director to Median Remuneration of Employees |
|---------|---|---|--|--|
| 1. | Mr. Nadir B. Godrej | Chairman – Promoter, Non-Executive & Non-Independent Director | N.A. | N.A. |
| 2. | Ms. Tanya Dubash | Non-Executive & Non-Independent Director | N.A. | N.A. |
| 3. | Ms. Nisaba Godrej | Non-Executive & Non-Independent Director | N.A. | N.A. |
| 4. | Mr. Pirojsha Godrej | Non-Executive & Non-Independent Director | N.A. | N.A. |
| 5. | Mr. Burjis Godrej | Executive Director | 69.84% | 26.51:1 |
| 6. | Mr. Balram S. Yadav | Managing Director | 54.16% | 163.84:1 |
| 7. | Dr. Ritu Anand | Independent Director | N.A. | N.A. |
| 8. | Ms. Aditi Kothari Desai | Independent Director | N.A. | N.A. |
| 9. | Ms. Roopa Purushothaman | Independent Director | N.A. | N.A. |
| 10. | Mr. Natarajan Srinivasan | Independent Director | N.A. | N.A. |
| 11. | Mr. Kannan Sitaram | Independent Director | N.A. | N.A. |
| 12. | Dr. Ashok Gulati | Independent Director | N.A. | N.A. |
| 13. | Ms. Ritu Verma | Independent Director | N.A. | N.A. |
| 14. | Mr. S. Varadaraj | Chief Financial Officer | 47.94% | N.A. |
| 15. | Mr. Vivek Raizada | Head – Legal & Company Secretary & Compliance Officer | 36.83% | N.A. |

“N.A.” denotes “Not Applicable”.

All the Non-Executive Directors will be paid commission for the Financial Year 2024-25, upon approval of Financial Statements for the said Financial Year by the Shareholders at their ensuing Thirty-Fourth 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 2024-25.

| | | |
|-------|---|----------------------------|
| (ii) | Percentage increase in the median remuneration of employees during the Financial Year 2024-25 | 14.64% |
| (iii) | Number of permanent employees on the rolls of the Company | 2,693 as on March 31, 2025 |

-
- | | |
|---|---|
| (iv) Average percentiles 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 whether there are any exceptional circumstances for increase in the managerial remuneration | Average increase in remuneration of Company's employees during the Financial Year 2024-25 was 23.17%. Increase in managerial remuneration during the Financial Year 2024-25 was 56.17%. The remuneration to Managing Director and Whole-Time Director is as approved by the Shareholders under the applicable provisions of the Companies Act, 2013. The remuneration paid is in conformity with the Nomination and Remuneration Policy of the Company. |
|---|---|
-

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

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

Date: April 30, 2025
Place: Mumbai

CORPORATE GOVERNANCE REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

In accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”), the Board of Directors of Godrej Agrovet Limited (“**the Company**” / “**GAVL**”) have pleasure in presenting the Company’s Report on Corporate Governance for the Financial Year ended March 31, 2025.

1. Company’s Philosophy on Code of Corporate Governance:

The Securities and Exchange Board of India (“**SEBI**”) has introduced a Code of Corporate Governance for a Listed Company, which is implemented through the Listing Regulations, over and above the provisions of the Companies Act, 2013 (“**the Act**”) and the Rules framed thereunder, which are required to be complied by every such company.

We, at GAVL, firmly believe that Corporate Governance is a set of systems and practices to ensure that the affairs of a Company are being managed in a manner which ensures accountability, transparency and fairness in all its transactions in the widest sense and meet the aspirations and expectations of the stakeholders and the society as a whole. Corporate Governance refers to the framework of rules and practices by which the Company ensures ethical conduct which is in harmony with the interests of all its, stakeholders. Corporate Governance requires professionals to constantly enhance or upgrade their knowledge, competencies and capabilities, in order to modify systems and processes which help in managing the enterprise and its resources effectively, with the highest standards of ethics.

Effective Corporate Governance practices and strong foundation of Godrej values have been GAVL’s hallmark. The Company is a part of the more than a century-old Godrej Group which has an established reputation of honesty, integrity and sound governance since inception. Your Company is, therefore, committed to maintaining the highest standards of Corporate Governance in its conduct towards Shareholders, employees, regulators, customers, suppliers, lenders and other stakeholders. Your Company believes that Corporate Governance is a journey which leads to corporate growth and long-term gain in Shareholders’ value.

Your Company is in compliance with the requirements of Corporate Governance as prescribed under the Listing Regulations.

2. Board of Directors:

a. Board Structure:

Your Company has an active, well experienced and a well-informed Board with an optimum combination of 13 (Thirteen) Directors comprising of 11 (Eleven) Non-Executive Directors [out of which 4 (Four) are Non-Independent Directors and 7 (Seven) are Independent Directors] and 2 (Two) Executive Directors as on March 31, 2025. The composition of the Board is in conformity with Regulation 17 of the Listing Regulations read with Section 149 of the Act.

Your Company has 6 (Six) Women Directors out of which 4 (Four) are Independent Directors. More than half of the Board comprises of Independent Directors. The Board is headed by Mr. Nadir B. Godrej, Chairman (Non-Executive and Non-Independent Director), who is not related to Managing Director of the Company as per the definition of “Relative” provided under the Act and is the father of Mr. Burjis N. Godrej, Executive Director of the Company. The detailed profiles of the Directors are available on the Company’s website at <https://www.godrejagrovet.com/know-us/board-of-directors>.

The Company has a right mix of Directors on the Board who possess the requisite qualifications, competence, expertise, professionalism and practical knowledge in General Management, Finance, Human Resources, Compliances, Legal, Corporate Social Activities, Research and other allied activities connected to the areas of operation of the Company which enables the Board to function effectively.

The Board provides and evaluates the Company’s strategic decisions, management policies and their effectiveness, which shapes the Corporate Governance practices of the Company and ensures that the long-term interests of the Shareholders are being served. Mr. Balam S. Yadav, Managing Director and Mr. Burjis Godrej, Executive Director, are assisted by Senior Managerial Personnel in overseeing the functional matters of the Company.

The composition of the Board of Directors as on March 31, 2025 is summarized below:

| Particulars | Chairman (Non-Executive) | Executive Director | Non-Executive Directors | | Total |
|---------------------|-----------------------------|-----------------------|-------------------------------------|-------------------------------------|-------|
| | | | Non-Independent | Independent | |
| Number of Directors | 1 | 2 | 3 | 7 | 13 |
| | | | (Of which 2 are Women Directors) | (Of which 4 are Women Directors) | |

b. Board Training and Induction:

At the time of appointing a Director, a formal Letter of Appointment is issued to him / her, which, *inter alia*, explains the role, functions, duties and responsibilities of a Director of the Company. The Director is briefed about the business and performance of the Company as well. The Director is also explained in detail of the compliances required from him / her under the Companies Act, 2013 and the Listing Regulations and other relevant Regulations and his / her affirmation is taken with respect to the same.

c. Familiarization Programmes for Independent Directors:

All the Directors, including Independent Directors, are provided with the requisite documents and reports to enable them to familiarize with the Company's performance and practices. Periodic presentations are made at the Meetings of the Board and Committees thereof or at separate meetings as well, on the business and performance of the Company. Quarterly updates on relevant statutory changes covering important applicable laws are discussed at the Meetings of the Board.

The details of familiarization programme conducted for Independent Directors have been disclosed on the Company's web-link <https://www.godrejagrovet.com/investors/compliance>.

d. Board Procedure and Meetings:

The Board of Directors, *inter alia*, focuses on and oversees Strategic Planning, Risk Management, Compliance and Corporate Governance, Financial Control, Succession Planning for Directors, etc., with high standards of ethical conduct and integrity, in order to protect the best interests of all the stakeholders, including Shareholders.

The Board of Directors meets at regular intervals to discuss and decide on business strategies / policies and reviews the financial and operational performance of the Company and its subsidiaries and associates. In case of business exigencies, the Board's approval is taken through Resolutions by way of Circulation. The Resolutions by Circulation are noted at the subsequent Board Meetings.

The Agenda for the Meetings of the Board and its Committees are circulated in advance as per the provisions of the Act and the Rules framed thereunder and Secretarial Standards – 1 ("SS-1") i.e. Secretarial Standards on Meetings of Board issued by the Institute of Company Secretaries of India (ICSI) (which prescribes a set of principles for convening and conducting Meetings of the Board of Directors and matters related thereto) and also to ensure sufficient time is provided to Directors to prepare for the Meetings.

The Board meets at least once in a Quarter to, *inter alia*, review, approve and take note of Quarterly / Half Yearly / Annual Standalone and Consolidated Financial Results of the Company (along with the Reports of the Statutory Auditors thereon, as may be applicable), Cost Audit Reports, Secretarial Audit Reports, Long Range Plan, Annual Operating Plan and budgets, capital budgets and updates thereon, various Compliance Report(s) under the applicable laws, major legal issues, regulatory developments, Minutes of the Meetings of the Board of Directors and its Committees and Board Minutes of its Subsidiary Companies, Significant Transactions entered into with Related Parties by Subsidiary Companies and note compliances with other laws as applicable to the Company and the Listing Regulations. The Meetings of the Board of Directors are usually held at the Registered Office of the Company at "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400079 (Maharashtra). During the Financial Year 2024-25, the Company had provided Video Conferencing (VC) facility to its Directors to enable their participation in all the Meetings of Board and its Committees, so that they can contribute in the discussions at the Meetings.

The Board of Directors is provided access to all the Company-related information, including but not limited to, information mentioned under Regulation 17 read with Part A of Schedule II to the Listing Regulations.

In the path of digitization and with a view to ensure its commitment to "Go-Green" Initiative of the Ministry of Corporate Affairs, Government of India and the "Good & Green" policy of the Godrej Group, the Company has started circulating to its Directors, Notices, Agenda and other relevant notes and documents for the Meetings of the Board and Committees thereof through an electronic platform, thereby ensuring seamless access, high standards of security and confidentiality of Board and its Committee Meetings related documents.

The Company Secretary attends all the Meetings of the Board and its Committees and is, *inter alia*, responsible for recording the Minutes of such Meetings. The draft Minutes of the Meetings of the Board of Directors and its Committees are sent to the Members for their comments in accordance with the Secretarial Standards – 1 and then, the Minutes are entered in the Minutes Book within 30 (Thirty) days from the conclusion of the respective Meetings, subsequent to incorporation of comments, if any, received from the Directors. The Company adheres to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, Secretarial Standards and Listing Regulations with respect to convening and holding the Meetings of the Board of Directors and its Committees.

During the Financial Year 2024-25, 6 (Six) Board Meetings were held, i.e., on May 8, 2024, August 1, 2024, October 29, 2024, January 31, 2025, February 11, 2025 and March 11, 2025, and the maximum interval between any 2 (Two) consecutive Board Meetings was well within the maximum allowed time gap of 120 (One Hundred and Twenty) days. The necessary quorum was present for all the Meetings.

The details of composition of the Board, Directors' attendance at the Board Meetings and at the last Annual General Meeting ("AGM"), are given hereunder:

| Sr. No. | Name of Director | Category of Director | Inter-se Relationship amongst Directors | Appointment / Cessation during the Financial Year 2024-25 | No. of Board Meetings attended during the Financial Year 2024-25 | Whether attended last AGM held on August 1, 2024 (Yes / No) | Directorships held in public Companies incorporated in India (as on March 31, 2025 (^)) | Number of Chairmanship/ Membership in Board Committees in other Companies as on March 31, 2025 (\$) (Including the Company) | |
|---------|--------------------------|--|---|---|--|---|---|---|------------|
| | | | | | | | | Chairmanship | Membership |
| 1. | Mr. Nadir B. Godrej | Promoter, Non-Executive & Non-Independent Chairman | Father of Mr. Burjis Godrej | - | 6 Out of 6 | Yes | 5 | 1 | 2 |
| 2. | Ms. Tanya Dubash | Non-Executive & Non-Independent Director | Sister of Ms. Nisaba Godrej & Mr. Pirojsha Godrej | - | 6 Out of 6 | Yes | 5 | Nil | 2 |
| 3. | Ms. Nisaba Godrej | Non-Executive & Non-Independent Director | Sister of Ms. Tanya Dubash & Mr. Pirojsha Godrej | Re-appointed at the 33 rd AGM held on August 1, 2024 as a Director liable to retire by rotation. | 6 Out of 6 | Yes | 5 | Nil | 2 |
| 4. | Mr. Pirojsha Godrej | Non-Executive & Non-Independent Director | Brother of Ms. Tanya Dubash & Ms. Nisaba Godrej | Re-appointed at the 33 rd AGM held on August 1, 2024 as a Director liable to retire by rotation. | 6 Out of 6 | Yes | 4 | 1 | 3 |
| 5. | Mr. Burjis Godrej | Executive Director | Son of Mr. Nadir B. Godrej | - | 5 Out of 6 | Yes | 2 | Nil | Nil |
| 6. | Mr. Balram S. Yadav | Managing Director | - | - | 5 Out of 6 | Yes | 3 | 2 | 6 |
| 7. | Dr. Ritu Anand | Independent Director | - | - | 6 Out of 6 | Yes | 3 | Nil | 5 |
| 8. | Ms. Aditi Kothari Desai | Independent Director | - | - | 5 Out of 6 | Yes | 1 | Nil | 1 |
| 9. | Ms. Roopa Purushothaman | Independent Director | - | - | 6 Out of 6 | Yes | 1 | Nil | Nil |
| 10. | Mr. Natarajan Srinivasan | Independent Director | - | - | 6 Out of 6 | Yes | 2 | 1 | 2 |
| 11. | Mr. Kannan Sitaram | Independent Director | - | - | 6 Out of 6 | Yes | 1 | Nil | 1 |
| 12. | Dr. Ashok Gulati | Independent Director | - | - | 6 Out of 6 | Yes | 2 | Nil | 1 |
| 13. | Ms. Ritu Verma | Independent Director | - | - | 6 Out of 6 | Yes | 1 | Nil | Nil |

(^) Alternate Directorships and Directorships in Private Companies, Companies governed by Section 8 of the Companies Act, 2013 and Foreign Companies have been excluded.

(\$) In accordance with Regulation 26 of the Listing Regulations, Membership(s)/ Chairmanship(s) of only Audit Committees and Stakeholders' Relationship Committees in all Public Limited Companies have been considered.

The details of Directorships & Category of Directors in other Listed Entities and Category of their Directorship as on March 31, 2025:

| Sr. No. | Name of Director | Name of Listed Entity where Directorship is held | Category of Directorship |
|---------|---------------------------------|--|------------------------------------|
| 1. | Mr. Nadir B. Godrej | Godrej Agrovet Limited | Chairman & Non-Executive Director |
| | | Godrej Industries Limited | Chairman & Managing Director |
| | | Godrej Consumer Products Limited | Non-Executive Director |
| | | Godrej Properties Limited | Non-Executive Director |
| | | Astec LifeSciences Limited | Chairman & Non-Executive Director |
| 2. | Ms. Tanya Dubash | Godrej Agrovet Limited | Non-Executive Director |
| | | Godrej Industries Limited | Executive Director |
| | | Godrej Consumer Products Limited | Non-Executive Director |
| | | Britannia Industries Limited | Independent Director |
| | | Escorts Kubota Limited | Independent Director |
| 3. | Ms. Nisaba Godrej | Godrej Agrovet Limited | Non-Executive Director |
| | | Godrej Consumer Products Limited | Chairperson and Executive Director |
| | | Godrej Industries Limited | Non-Executive Director |
| | | Mahindra and Mahindra Limited | Independent Director |
| | | Bharti Airtel Limited | Independent Director |
| 4. | Mr. Pirojsha Godrej | Godrej Agrovet Limited | Non-Executive Director |
| | | Godrej Consumer Products Limited | Non-Executive Director |
| | | Godrej Properties Limited | Chairman & Executive Director |
| | | Godrej Industries Limited | Non-Executive Director |
| 5. | Mr. Burjis Godrej (*) | Godrej Agrovet Limited | Executive Director |
| | | Astec LifeSciences Limited | Non-Executive Director |
| 6. | Mr. Balram S. Yadav | Godrej Agrovet Limited | Managing Director |
| | | Astec LifeSciences Limited | Non-Executive Director |
| | | DAM Capital Advisors Limited | Independent Director |
| 7. | Dr. Ritu Anand | Godrej Agrovet Limited | Independent Director |
| | | Medi Assist Healthcare Services Limited | Independent Director |
| | | Welspun Living Limited | Independent Director |
| 8. | Ms. Aditi Kothari Desai | Godrej Agrovet Limited | Independent Director |
| 9. | Ms. Roopa Purushothaman | Godrej Agrovet Limited | Independent Director |
| 10. | Mr. Natarajan Srinivasan | Godrej Agrovet Limited | Independent Director |
| | | DAM Capital Advisors Limited | Independent Director |

| Sr. No. | Name of Director | Name of Listed Entity where Directorship is held | Category of Directorship |
|---------|--------------------|---|--|
| 11. | Mr. Kannan Sitaram | Godrej Agrovet Limited | Independent Director |
| 12. | Dr. Ashok Gulati | Godrej Agrovet Limited Kotak Mahindra Bank Limited | Independent Director Independent Director |
| 13. | Ms. Ritu Verma | Godrej Agrovet Limited | Independent Director |

(*) The Board of Directors of Astec LifeSciences Limited (“Astec”) at its Meeting held on March 28, 2025, has approved the appointment of Mr. Burjis Godrej as the “Managing Directors” of Astec, w.e.f. April 1, 2025, subject to approval of the Shareholders.

The Shareholders of the Company through a Special Resolution passed by Postal Ballot concluded on April 18, 2025, have also approved the aforementioned re-appointment and remuneration payable to Mr. Balram S. Yadav.

Note:

None of the Directors of the Company as mentioned above is:

- a Director in more than 10 (Ten) Public Limited Companies as per Section 165 of the Companies Act, 2013;
- a Director in more than 7 (Seven) Equity Listed Companies as per Regulation 17(A) of the Listing Regulations;
- an Independent Director in more than 7 (Seven) Equity Listed Companies or 3 (Three) Listed Companies (in case he / she serves as a Whole Time Director in any listed Company) as per Regulation 17 of the Listing Regulations;
- Not a Member of more than 10 (Ten) Committees and Chairman of more than 5 (Five) Committees across all the Indian Public Limited Companies in which he / she is a Director as per Regulation 26 of the Listing Regulations.

e. Number of Equity Shares held by Directors and Dividend paid during the Financial Year 2024-25:

| Sr. No. | Name of Director | Designation / Category of Directorship | No. of Equity Shares held as on March 31, 2025 | Dividend paid during the Financial Year 2024-25 (Amount in ₹) |
|---------|--------------------------|--|--|---|
| 1. | Mr. Nadir B. Godrej | Non-Executive & Non-Independent Chairman | 102 | 1,020.00 |
| 2. | Ms. Tanya Dubash | Non-Executive & Non-Independent Director | 2,60,884 | 23,47,956.00 |
| 3. | Ms. Nisaba Godrej | Non-Executive & Non-Independent Director | 34 | 340.00 |
| 4. | Mr. Pirojsha Godrej | Non-Executive & Non-Independent Director | 6,83,033 | 37,26,306.00 |
| 5. | Mr. Burjis Godrej | Executive Director | Nil | Nil |
| 6. | Mr. Balram S. Yadav | Managing Director | 33,40,760 | 3,00,66,840.00 |
| 7. | Dr. Ritu Anand | Non-Executive & Independent Director | 301 | 3,010.00 |
| 8. | Ms. Aditi Kothari Desai | Non-Executive & Independent Director | Nil | Nil |
| 9. | Ms. Roopa Purushothaman | Non-Executive & Independent Director | 992 | 8,928.00 |
| 10. | Mr. Natarajan Srinivasan | Non-Executive & Independent Director | Nil | Nil |
| 11. | Mr. Kannan Sitaram | Non-Executive & Independent Director | Nil | Nil |
| 12. | Dr. Ashok Gulati | Non-Executive & Independent Director | Nil | Nil |
| 13. | Ms. Ritu Verma | Non-Executive & Independent Director | Nil | Nil |

Note: The Shareholding reflects holding of the Directors in their own name (individual capacity only) and does not include Shares by them held through Trusts.

f. Directors seeking Appointment / Re-appointment:

Directors liable to retire by Rotation:

Mr. Nadir B. Godrej (DIN: 0066195) and Ms. Tanya Dubash (DIN: 00026028), Non-Executive & Non-Independent Directors of the Company, are liable to retire by rotation at the ensuing Thirty-Fourth Annual General Meeting (“34th AGM”) of your Company and being eligible, have offered themselves 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.

i. Brief Profile of Mr. Nadir B. Godrej:

Mr. Nadir Godrej is the Chairman of Godrej Agrovet Limited.

He is also the Chairperson of Godrej Industries Group and the Chairperson and Managing Director of Godrej Industries.

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.

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 Limited, Astec LifeSciences Limited and other Godrej Industries Group companies.

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.

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.

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.

ii. Brief Profile of Ms. Tanya Dubash:

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.

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.

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.

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.

g. Skills Matrix of the Board of Directors:

Your Company recognizes the importance of having a Board comprising of Directors who have a range of experiences, capabilities and diverse point of view which helps in creating an effective and well-rounded Board.

The list of core skills / expertise / capabilities for the Board members have been outlined by the Nomination and Remuneration Committee and approved by the Board of Directors, which are as under:

- **Strategy & Business** - Is or has been the Chief Executive Officer, Chief Operating Officer or held any other leadership position in an organization leading to significant experience in strategy or business management. Brings ability to identify and assess strategic opportunities and threats in the context of the business.
- **Industry Expertise** - Expertise with respect to the sector the organization operates in. Has an understanding of the 'big picture' in the given industry and recognizes the development of industry segments, trends, emerging issues and opportunities.
- **Market Expertise** - Expertise with respect to the geography the organization operates in. Understands the macro-economic environment, the nuances of the business, consumers and trade in the geography, and has the knowledge of the regulations & legislations of the market(s) the business operates in.
- **Technology Perspective** – Expertise with respect to business specific technologies such as in the field of R&D, Manufacturing etc.; Has experience and adds perspective on the future ready skills required by the organization such as e-commerce, digital, sustainability etc.

- **People & Talent Understanding** - Experience in human resource management such that they bring in a considered approach to the effective management of people in an organization.
- **Governance, Finance & Risk** - Has an understanding of the law and application of corporate governance principles in a commercial enterprise of similar scale. Capability to provide inputs for strategic financial planning, assess financial statements and oversee budgets for the efficient use of resources. Ability to identify key risks for the business in a wide range of areas including legal and regulatory.
- **Diversity of Perspective** - Provides a diversity of views to the Board that is valuable to manage our customer, consumer, employee, key stakeholder or Shareholders.

List of Directors as on March 31, 2025 along with the Skills / Expertise / Competence possessed by them:

| Sr. No. | Director Names / Skills | Strategy & Business | Industry Expertise | Market Expertise | Technology Perspective | People & Talent Understanding | Governance, Finance & Risk | Diversity of Perspective |
|---------|--------------------------|---------------------|--------------------|------------------|------------------------|-------------------------------|----------------------------|--------------------------|
| 1. | Mr. Nadir B. Godrej | ✓ | ✓ | ✓ | ✓ | | ✓ | |
| 2. | Ms. Tanya Dubash | ✓ | | ✓ | | | ✓ | ✓ |
| 3. | Ms. Nisaba Godrej | ✓ | | ✓ | | ✓ | ✓ | ✓ |
| 4. | Mr. Pirojsha Adi Godrej | ✓ | | ✓ | | | ✓ | ✓ |
| 5. | Mr. Burjis Godrej | ✓ | | ✓ | ✓ | | | ✓ |
| 6. | Mr. Balram S. Yadav | ✓ | ✓ | ✓ | | | ✓ | |
| 7. | Dr. Ritu Anand | | | | ✓ | ✓ | ✓ | ✓ |
| 8. | Ms. Aditi Kothari Desai | ✓ | | ✓ | | | ✓ | ✓ |
| 9. | Ms. Roopa Purushothaman | ✓ | | ✓ | ✓ | ✓ | | ✓ |
| 10. | Mr. Natarajan Srinivasan | ✓ | | ✓ | | | ✓ | ✓ |
| 11. | Mr. Kannan Sitaram | ✓ | | ✓ | | ✓ | ✓ | ✓ |
| 12. | Dr. Ashok Gulati | ✓ | ✓ | ✓ | | | | |
| 13. | Ms. Ritu Verma | ✓ | | ✓ | ✓ | | ✓ | |

3. Committees of the Board of Directors – Composition and Terms of Reference:

A. Composition of the Committees:

The composition of various Committees constituted by the Board of Directors of the Company as on March 31, 2025 is summarized below:

| Sr. No. | Name of the Director | Independent/ Non-Independent | Audit Committee | Nomination & Remuneration Committee | Stakeholders' Relationship Committee | Corporate Social Responsibility Committee | Risk Management Committee (RMC) | Managing Committee |
|---------|--------------------------|------------------------------|-----------------|-------------------------------------|--------------------------------------|---|---------------------------------|--------------------|
| 1. | Mr. Nadir B. Godrej | Non-Independent | N/A | N/A | Chairman | Member | Chairman | Chairman |
| 2. | Ms. Tanya Dubash | Non-Independent | N/A | N/A | N/A | N/A | N/A | N/A |
| 3. | Ms. Nisaba Godrej | Non-Independent | N/A | Member | N/A | N/A | N/A | Member |
| 4. | Mr. Pirojsha Godrej | Non-Independent | N/A | N/A | N/A | N/A | N/A | Member |
| 5. | Mr. Burjis Godrej | Non-Independent | N/A | N/A | N/A | N/A | N/A | N/A |
| 6. | Mr. Balram S. Yadav | Non-Independent | Member | N/A | Member | Member | Member | Member |
| 7. | Dr. Ritu Anand | Independent | Member | Chairperson | N/A | N/A | N/A | N/A |
| 8. | Ms. Aditi Kothari Desai | Independent | Member | N/A | N/A | N/A | N/A | N/A |
| 9. | Ms. Roopa Purushothaman | Independent | N/A | Member | N/A | Member | N/A | N/A |
| 10. | Mr. Natarajan Srinivasan | Independent | Chairman | N/A | Member | N/A | Member | N/A |
| 11. | Mr. Kannan Sitaram | Independent | N/A | N/A | N/A | N/A | N/A | N/A |
| 12. | Dr. Ashok Gulati | Independent | N/A | N/A | N/A | Chairman | N/A | N/A |
| 13. | Ms. Ritu Verma | Independent | N/A | N/A | N/A | N/A | N/A | N/A |

“N/A” denotes “Not Applicable” as not being a Chairperson / Member of the Committee.

Mr. Vivek Raizada, Company Secretary & Compliance Officer of the Company acts as the Secretary to the Committees.

B. Attendance Details of Committee Meetings held during the Financial Year 2024-25:

| Sr. No. | Name of Director | Independent / Non-Independent | Audit Committee (AC) | Nomination & Remuneration Committee (NRC) | Stakeholder Relationship Committee (SRC) | Corporate Social Responsibility Committee (CSRC) | Risk Management Committee (RMC) | Managing Committee |
|---------|--------------------------|-------------------------------|----------------------|---|--|--|---------------------------------|--------------------|
| 1. | Mr. Nadir B. Godrej | Non-Independent Director | - | - | 1 of 1 | 2 of 2 | 1 of 2 | 9 of 9 |
| 2. | Ms. Tanya Dubash | Non-Independent Director | - | - | - | - | - | - |
| 3. | Ms. Nisaba Godrej | Non-Independent Director | - | 2 of 2 | - | - | - | 2 of 9 |
| 4. | Mr. Pirojsha Godrej | Non-Independent Director | - | - | - | - | - | 2 of 9 |
| 5. | Mr. Burjis Godrej | Executive Director | - | - | - | - | - | - |
| 6. | Mr. Balram S. Yadav | Managing Director | 4 of 5 | - | 1 of 1 | 2 of 2 | 1 of 2 | 9 of 9 |
| 7. | Dr. Ritu Anand | Independent Director | 5 of 5 | 2 of 2 | - | - | - | - |
| 8. | Ms. Aditi Kothari Desai | Independent Director | 4 of 5 | - | - | - | - | - |
| 9. | Ms. Roopa Purushothaman | Independent Director | - | 2 of 2 | - | 2 of 2 | - | - |
| 10. | Mr. Natarajan Srinivasan | Independent Director | 5 of 5 | - | 1 of 1 | - | 2 of 2 | - |
| 11. | Mr. Kannan Sitaram | Independent Director | - | - | - | - | - | - |
| 12. | Dr. Ashok Gulati | Independent Director | - | - | - | 2 of 2 | - | - |
| 13. | Mr. Ritu Verma | Independent Director | - | - | - | - | - | - |

("-" denotes not a Member of the Committee)

"N/A" denotes "Not Applicable" as not being a Chairperson / Member of the Committee.

Note:

As per the request received from the Directors, stating their inability to attend the Meetings, leave of absence was granted to them.

C. Composition and Terms of Reference of the Committees:**I. AUDIT COMMITTEE ("AC"):****a) Composition:**

In terms of Regulation 18 of the Listing Regulations and Section 177 of the Act, the Audit Committee of the Board of Directors as on March 31, 2025, comprised of the following 4 (Four) Directors as Members:

| Sr. No. | Name of the Director(s) | Nature of Membership & Designation |
|---------|--------------------------|------------------------------------|
| 1. | Mr. Natarajan Srinivasan | Chairman (Independent Director) |
| 2. | Mr. Balram S. Yadav | Member (Managing Director) |
| 3. | Dr. Ritu Anand | Member (Independent Director) |
| 4. | Ms. Aditi Kothari Desai | Member (Independent Director) |

All the Members of the Audit Committee are financially literate and possess sound knowledge of Financial Management, Accounting Practices and Internal Controls.

Mr. Vivek Raizada, Company Secretary & Compliance Officer, is the Secretary to the Audit Committee.

b) Terms of Reference:

The terms of reference of the Audit Committee include the matters specified in Section 177 of the Companies Act, 2013 as well as Part C of Schedule II to the Listing Regulations.

The terms of reference of the Audit Committee as on March 31, 2025, are as follows:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the Financial Statements are correct, sufficient and credible;
- Recommendation of the appointment, remuneration and terms of appointment of the Statutory Auditors, Cost Auditors and Secretarial Auditors of the Company;
- Approval of payment to Statutory Auditors, Cost Auditors and Secretarial Auditors, for any other services rendered by them;
- Reviewing, with the Management, the Annual Financial Statements and Auditors' Report thereon before submission to the Board for its approval, with particular reference to:

- (i) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (ii) Changes, if any, in accounting policies and practices and reasons for the same;
 - (iii) Major accounting entries involving estimates based on the exercise of judgment by Management;
 - (iv) Significant adjustments made in the financial statements arising out of audit findings;
 - (v) Compliance with listing and other legal requirements relating to Financial Statements;
 - (vi) Disclosure of any Related Party Transactions;
 - (vii) Modified opinion(s) in the draft Audit Report;
- 5) Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval;
 - 6) Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for the purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 - 7) Monitoring the end use of funds raised through public offers and related matters;
 - 8) Reviewing and monitoring the Auditors' independence and performance and effectiveness of audit process;
 - 9) Approval or any subsequent modification of transactions with Related Parties of the Company;
 - 10) Scrutiny of Inter-Corporate Loans and Investments;
 - 11) Considering valuation of undertakings or assets of the Company, wherever it is necessary;
 - 12) Evaluation of internal financial controls and risk management systems;
 - 13) (a) Reviewing, with the Management, performance of Statutory Auditors, Internal Auditors, Cost Auditors and Secretarial Auditors;
 - (b) Reviewing with the Management, adequacy of the internal control systems;
 - 14) Reviewing the adequacy of internal audit function, if any, including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - 15) Discussion with Internal Auditors of any significant findings and follow up thereon;
 - 16) Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 - 17) Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
 - 18) To look into the reasons for substantial defaults, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors;
 - 19) Reviewing the functioning of the Whistle Blower mechanism / oversee the vigil mechanism;
 - 20) Approval of appointment of Chief Financial Officer after assessing qualifications, experience and background etc. of the candidate;
 - 21) Mandatorily reviewing the following:
 - (i) Management Discussion and Analysis of financial condition and results of operations;
 - (ii) Statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by the Management;
 - (iii) Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
 - (iv) Internal Audit Reports relating to internal control weaknesses;
 - (v) Appointment, removal and terms of remuneration of the Chief Internal Auditor;

- (vi) Statement of deviations:
- (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchanges(s) in terms of Regulation 32(1) of SEBI Listing Regulations.
 - (b) Annual statement of funds utilized for purpose other than those stated in the offer document / prospectus in terms of Regulation 32(7) of SEBI Listing Regulations;
- 22) Reviewing Financial Statements, in particular the investments made by the Company's unlisted subsidiaries;
 - 23) Review compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time, at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively;
 - 24) Noting the report of Compliance Officer as per the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - 25) Formulating the scope, functioning, periodicity of and methodology for conducting the internal audit;
 - 26) Reviewing show cause, demand, prosecution notices and penalty notices, which are materially important;
 - 27) Reviewing any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company;
 - 28) Reviewing any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that may have negative implications on the Company;
 - 29) Reviewing details of any Joint Venture or collaboration agreement;
 - 30) Reviewing sale of investments, subsidiaries, assets which are material in nature and not in normal course of business;
 - 31) Reviewing quarterly details of foreign exchange exposures and the steps taken by Management to limit the risks of adverse exchange rate movement, if material;
 - 32) Reviewing the utilization of loans and / or advances and investment by the holding company in the subsidiary exceeding ₹ 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
 - 33) Investigation into any above matter or referred to it by the Board of Directors and for this purpose, it to have full access to information contained in the records of the Company and take external professional advice, if necessary;
 - 34) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
 - 35) Making necessary amendments / revisions in the Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions of the Company and the Whistle Blower Policy of the Company from time to time, as it may deem fit;
 - 36) Carrying out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modifications as may be applicable.

Further, the Quorum for a Meeting of the Audit Committee shall either be 2 (Two) Members or 1/3rd (One-Third) of the total strength of the Committee, whichever is greater, with at least 2 (Two) Independent Directors in attendance and the Audit Committee shall meet at least 4 (Four) times in a year and not more than 120 (One Hundred and Twenty) days shall elapse between two consecutive Meetings.

The representatives of the Statutory Auditors and Internal Auditors were invited to the quarterly Audit Committee Meetings. They have attended all the quarterly Meetings held during the year. The Internal Auditor reports directly to the Audit Committee.

In terms of the Companies (Cost Records and Audit) Rules, 2014 read with the Companies (Audit and Auditors) Rules, 2014, the Company has maintained cost records in its books of accounts for the Financial Year 2024-25.

c) Meetings and Attendance:

During the Financial Year 2024-25, there were 5 (Five) Meetings of the Audit Committee of the Board of Directors which were held on May 8, 2024, August 1, 2024, October 29, 2024, January 31, 2025 and March 11, 2025. The necessary quorum was present for all the Meetings of the Audit Committee of the Board of Directors.

II. NOMINATION AND REMUNERATION COMMITTEE (“NRC”):

a) Composition:

In terms of Regulation 19 of the Listing Regulations and Section 178 of the Act, the Nomination and Remuneration Committee, as on March 31, 2025, comprised of the following 3 (Three) Directors as Members:

| Sr. No. | Name of the Director(s) | Nature of Membership & Designation |
|---------|-------------------------|---|
| 1. | Dr. Ritu Anand | Chairperson (Independent Director) |
| 2. | Ms. Nisaba Godrej | Member (Non-Executive & Non-Independent Director) |
| 3. | Ms. Roopa Purushothaman | Member (Independent Director) |

All the Members of the Nomination and Remuneration Committee are Non-Executive Directors, and more than half of the Members are Independent Directors. The Chairperson of the Nomination and Remuneration Committee is an Independent Director.

Mr. Vivek Raizada, Company Secretary & Compliance Officer, is the Secretary to the Nomination and Remuneration Committee.

There was no change in the composition of the Nomination and Remuneration Committee during the Financial Year 2024-25.

b) Terms of Reference:

The terms of reference of Nomination and Remuneration Committee include the matters specified in Section 178 of the Act as well as Part D Para A of Schedule II of the Listing Regulations.

The terms of reference of the Nomination and Remuneration Committee as on March 31, 2025, are as follows:

- 1) To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the appointment and remuneration in whatever form payable to the Directors, Key Managerial Personnel and other Senior Management employees;
- 2) To formulate criteria for evaluation of performance of Independent Directors and the Board of Directors in accordance with the Nomination and Remuneration Policy;
- 3) To devise a policy on diversity of Board of Directors;
- 4) To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and or removal;
- 5) To consider extension or continuation of the term of appointment of the Independent Directors on the basis of the report of performance evaluation of Independent Directors;
- 6) To specify the manner for effective evaluation of performance of Board, its Committees and Individual Directors to be carried out either by the Board or by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;
- 7) To recommend to the Board of Directors, qualifications, appointment, remuneration (in whatever form) and removal of Directors, Key Managerial Personnel and persons in Senior Management positions in accordance with the Nomination and Remuneration Policy;
- 8) To consider grant of stock options to eligible Directors and employees, to formulate detailed terms and conditions of Employee Stock Option Scheme (ESOS) and to administer and exercise superintendence over ESOS;
- 9) To make necessary recommendation(s) to the Board of Directors for amendment / revision of the Nomination and Remuneration Policy of the Company from time to time, as it may deem fit;
- 10) To carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modifications as may be applicable.

The quorum for a Meeting of the Nomination and Remuneration Committee shall either be 2 (Two) Members or 1/3rd (One-Third) of the total strength of the Committee, whichever is higher (including at least one Independent Director in attendance) and the Nomination and Remuneration Committee shall meet at least once in a year.

c) Meetings and Attendance:

During the Financial Year 2024-25, 2 (Two) Meeting of the Nomination and Remuneration Committee were held, viz., on May 8, 2024 & February 11, 2025, at which the necessary quorum was present.

The composition of the Nomination and Remuneration Committee is as prescribed by the Companies Act and the Listing Regulations, which is as follows:

- a) The Committee shall comprise of atleast 3 (Three) Directors, all of the Members shall be Non-Executive Directors and atleast 50% (Fifty percent) shall be Independent Directors.
- b) The Chairperson of the Nomination and Remuneration Committee shall be an Independent Director and shall be present at the Annual General Meeting.

d) Performance Evaluation Criteria for Independent Directors:

Performance evaluation of Directors is carried out through a structured questionnaire which 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 evaluation of Independent Directors shall be done by the entire Board of Directors which shall include:

- (a) Performance of the Directors; and
- (b) Fulfilment of the independence criteria as specified in SEBI Listing Regulations and their Independence from the Management:

Provided that in the above evaluation, the Directors who are subject to evaluation shall not participate.

In particular, 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 duties;
- iii. exercise his responsibilities in a bona fide manner in the interest of the Company;
- iv. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- v. not allow any extraneous considerations that will vitiate his 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 position to the detriment of the Company or its Shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- vii. refrain from any action that would lead to loss of his independence;
- viii. where circumstances arise which make an Independent Director lose his independence, the Independent Director must immediately inform the Board accordingly;
- ix. assist the Company in implementing the best corporate governance practices.

e) Remuneration to Directors:**Directors with Material Significant Related Party Transactions, Pecuniary or Business Relationship with the Company:**

Except for: (i) drawing of remuneration by the Managing Director and the Executive Director, (ii) receiving of Commission by the Non-Executive Directors (including Independent and Non-Independent Directors) and (iii) receiving of Sitting Fees by Independent Directors for attending the Board & Committee Meetings, none of the Directors have any other Material Significant Related Party Transactions, pecuniary or business relationship with the Company. Attention of the Shareholders is drawn to the disclosures of transactions with related parties set out in Note No. 56 to the Standalone Financial Statements forming part of the Annual Report for the Financial Year 2024-25.

In preparation of the Financial Statements, your Company has adopted accounting policies which are in line with the Indian Accounting Standards (Ind-AS) notified under Section 133 of the Companies Act, 2013 read together with the Companies (Indian Accounting Standards) Rules, 2015. The significant accounting policies, which are consistently applied, have been set out in the Notes to the Accounts. The Suitable disclosure as required by the Ind-AS 24 has been made in the Notes to the Financial Statements.

Remuneration to the Non-Executive Directors:

1) **Remuneration / Commission:**

The remuneration / commission to the Non-Executive Directors of the Company shall be in accordance with the statutory provisions of the Companies Act, 2013 and the Rules made thereunder for the time being in force.

2) **Sitting Fees:**

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of the Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per Meeting of the Board or Committee or such amount as may be prescribed by the applicable law from time to time.

Provided that Independent Directors are entitled to receive Sitting Fees for attending the Meetings of the Board and of Committees thereof in which they are Members.

3) **Limit of Remuneration / Commission:**

Remuneration / Commission paid to Non-Executive Directors is within the monetary limits as approved by Shareholders, as per Section 197 of the Companies Act, 2013.

Stock Options:

The Company has not granted Stock Options to any of its Promoter Directors / Independent Directors during the Financial Year 2024-25.

The details of Sitting Fees paid & Commission to be paid to Non-Executive Directors during / for the Financial Year 2024-25, are as follows:

| Sr. No. | Name of the Non-Executive Director | Sitting Fees (in ₹) | | Commission (in ₹) | Total (in ₹) |
|---------|------------------------------------|---------------------|------------------------|-------------------|--------------------|
| | | For Board Meetings | For Committee Meetings | | |
| 1. | Mr. Nadir B. Godrej | Nil | Nil | 7,50,000 | 7,50,000 |
| 2. | Ms. Tanya Dubash | Nil | Nil | 7,50,000 | 7,50,000 |
| 3. | Ms. Nisaba Godrej | Nil | Nil | 7,50,000 | 7,50,000 |
| 4. | Mr. Pirojsha Godrej | Nil | Nil | 7,50,000 | 7,50,000 |
| 5. | Dr. Ritu Anand | 6,00,000 | 3,50,000 | 7,50,000 | 17,00,000 |
| 6. | Ms. Aditi Kothari Desai | 5,00,000 | 2,00,000 | 7,50,000 | 14,50,000 |
| 7. | Ms. Roopa Purushothaman | 6,00,000 | 2,00,000 | 7,50,000 | 15,50,000 |
| 8. | Mr. Natarajan Srinivasan | 6,00,000 | 4,00,000 | 7,50,000 | 17,50,000 |
| 9. | Mr. Kannan Sitaram | 6,00,000 | Nil | 7,50,000 | 13,50,000 |
| 10. | Dr. Ashok Gulati | 6,00,000 | 1,00,000 | 7,50,000 | 14,50,000 |
| 11. | Ms. Ritu Verma | 6,00,000 | Nil | 7,50,000 | 13,50,000 |
| | Total | 41,00,000 | 12,50,000 | 82,50,000 | 1,36,00,000 |

The Shareholders of the Company have also approved the payment of Commission to the Non-Executive Directors not exceeding in aggregate 1% (One per cent) of the Net Profits of the Company for each Financial Year (as computed in the manner laid down in Section 198 of the Companies Act, 2013).

Remuneration to Mr. Balram S. Yadav, Managing Director:

Mr. Balram S. Yadav was re-appointed as “Managing Director” by the Board of Directors of the Company at its Meeting held on May 9, 2022, to hold office for a further term from September 1, 2022 upto April 30, 2025, subject to the approval of the Shareholders. The Shareholders’ approval was obtained by a Special Resolution passed at the 31st (Thirty-First) Annual General Meeting held on July 29, 2022.

The remuneration paid to Mr. Balram S. Yadav, Managing Director of the Company for the Financial Year 2024-25, is recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and as approved by the Shareholders of the Company at their 31st (Thirty-First) Annual General Meeting held on July 29, 2022. The remuneration and the terms of appointment of the Managing Director are governed by an agreement executed by the Company with him.

Upon recommendation of the Nomination & Remuneration Committee, the Board of Directors at its Meetings held on February 11, 2025, has approved the re-appointment of Mr. Balram S. Yadav as the “Managing Director” of the Company for a further period commencing from May 1, 2025 upto August 31, 2025.

The Members of the Company have also approved the aforementioned re-appointment of Mr. Balram Singh Yadav, through a resolution passed by Postal Ballot concluded on April 18, 2025. The current tenure of Mr. Balram S. Yadav as the “Managing Director” of the Company is for a period from May 1, 2025 upto August 31, 2025.

The details of remuneration paid to Mr. Balram S. Yadav, Managing Director during the Financial Year 2024-25 are as follows:

| Particulars | Amount in ₹ |
|---|--------------------|
| Gross Salary: | 8,76,58,269 |
| (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 | 7,43,46,702 |
| (b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961 | 1,33,11,567 |
| (c) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961 | 0 |
| Stock Option | 0 |
| Sweat Equity | 0 |
| Commission | 0 |
| As a % of Profit | 0 |
| Others (specify) | 0 |
| Total | 8,76,58,269 |

The Board of Directors at its Meeting held on February 11, 2025 has approved the re-appointment and remuneration of Mr. Balram S. Yadav as the “Managing Director” of the Company for a period from May 1, 2025 upto August 31, 2025, subject to approval of the Shareholders. The Shareholder of the Company through a Special Resolution passed by Postal Ballot concluded on April 18, 2025, as confirmed the aforementioned re-appointment and remuneration of Mr. Balram S. Yadav as the “Managing Director” of the Company for a period from May 1, 2025 upto August 31, 2025.

The details of current terms of appointment, including remuneration of Mr. Balram Singh Yadav as the “Managing Director” are as follows:

Terms of Remuneration:

a. Fixed Remuneration:

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

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

b. Flexible Remuneration:

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

- i. Housing or House Rent Allowance as per the rules of the Company;
- ii. Supplementary Allowance as per the rules of the Company;
- iii. Education Allowance as per the rules of the Company;
- iv. Leave Travel Assistance in accordance with the rules of Company;

- v. Payment / reimbursement of food expenses / food vouchers as per the rules of the Company;
- vi. Company car, car maintenance and petrol reimbursement as per the rules of the Company.

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

c. Variable Pay and Other Incentives:

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

ii. **Stock Options** granted / to be granted as per the prevailing schemes of the Company:

The total Stock Options granted to Mr. Balram Singh Yadav under Employees Stock Grant Scheme, 2018 of the Company (“ESGS 2018”) are as follows:

| Particulars | Grant during 2022 (Grant-5) | Grant during 2023 (Grant-6) | Grant during 2024 (Grant-7) | Total |
|---|-----------------------------|-----------------------------|-----------------------------|-----------------|
| No. of Options Granted | 14,257 | 17,043 | 13,330 | 44,630 |
| No. of Options Vested as on date | 14,257 | 11,362 | 4,443 | 30,062 |
| No. of Options Exercised & Shares Allotted as on date | (14,257) | (11,362) | (4,443) | (30,362) |
| No. of Options Outstanding as on date | Nil | 5,681 | 8,887 | 14,568 |

d. Other Benefits:

Other benefits include Company’s Driver, payment / reimbursement of telephone / mobile phone / internet expenses, entertainment allowance, Group term life insurance cover, Group medical cover, payment / reimbursement of club membership fees, encashment of leave, housing loan, contingency loan, etc., as per the rules of the Company.

Any reimbursements of actual expenses connected to business pertaining to entertainment and travel and other privileges, as in force from time-to-time. Perquisites shall be valued at actual cost, or if the cost is not ascertainable, the same shall be valued as per the applicable Income Tax Rules.

Overall Remuneration:

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

Minimum Remuneration:

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

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

Remuneration to Mr. Burjis Godrej, Executive Director:

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 31st (Thirty-First) Annual General Meeting held on July 29, 2022.

The remuneration paid to Mr. Burjis Godrej, Executive Director of the Company for the Financial Year 2024-25, is recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and as approved by the Shareholders of the Company at their 31st (Thirty-First) Annual General Meeting held on July 29, 2022. The remuneration and the terms of appointment of the Executive Director are governed by an agreement executed by the Company with him.

The current tenure of Mr. Burjis Godrej as the "Executive Director" of the Company is for a period from November 1, 2022 upto October 31, 2027.

The details of remuneration paid to Mr. Burjis Godrej, Executive Director during the Financial Year 2024-25 are as follows:

| Particulars | Amount in ₹ |
|---|--------------------|
| Gross Salary: | 1,41,84,766 |
| (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 | 1,41,84,766 |
| (b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961 | 0 |
| (c) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961 | 0 |
| Stock Option | 0 |
| Sweat Equity | 0 |
| Commission | 0 |
| As a % of Profit | 0 |
| Others (specify) | 0 |
| Total | 1,41,84,766 |

The details of current terms of appointment, including remuneration of Mr. Burjis Godrej as the "Executive Director" are as follows:

a. Fixed Remuneration:

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

- Fixed Remuneration shall be in the range of ₹ 35,00,000/- (Rupees Thirty Five Lakh Only) per annum to ₹ 80,00,000/- (Rupees Eighty Lakh Only) per annum, payable monthly;
- The revisions in annual Basic Salary and increments in remuneration may be as approved by the Nomination and Remuneration Committee and/or the Board of Directors, depending on the performance of Mr. Burjis Godrej as an Executive Director, the profitability of the Company and other relevant factors.

b. Flexible Remuneration:

In addition to the Fixed remuneration, Mr. Burjis Godrej will be entitled to allowances, perquisites, benefits, facilities and amenities subject to the relevant provisions of the Act, as amended (collectively, the "perquisites and allowances"), which may be granted to Mr. Burjis Godrej as per the rules of the Company or in the manner as the Nomination and Remuneration Committee may recommend and the Board of Directors may decide.

c. Variable Pay and Other Incentives:

PLVR (Performance Linked Variable Remuneration) shall be according to the applicable scheme of the Company for each of the financial year as relevant to the period of appointment or as may be recommended by the Nomination & Remuneration Committee upto ₹ 1,20,00,000/- (Rupees one Crore and Twenty Lakh Only).

d. Other Benefits:

Other benefits include Company's Driver, Group term life insurance cover, Group medical cover, payment / reimbursement of club membership fees, encashment of leave, housing loan, contingency loan, etc., as per the rules of the Company.

Any reimbursements of actual expenses connected to business pertaining to entertainment and travel and other privileges, as in force from time-to-time. Perquisites shall be valued at actual cost, or if the cost is not ascertainable, the same shall be valued as per the applicable Income Tax Rules.

Overall Remuneration:

The aggregate remuneration as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion may pay to the Executive Director from time-to-time, shall not exceed the limits prescribed from time-to-time under Section 197 and other applicable provisions of the Act read with Schedule V to the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment(s) thereof as may for the time being in force.

Minimum Remuneration:

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

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

Other Major Terms and Conditions:

- a) The Executive Director is not liable to retire by rotation. The appointment is terminable by giving 3 (three) months' notice in writing on either side.
- b) The Executive Director shall not, during the continuance of his employment or at any time thereafter, divulge or disclose to whomsoever, or make any use whatsoever, whether for his own or for any other purpose other than that of the Company, any information or knowledge obtained by him during his employment concerning / in connection with the business or affairs or other matters whatsoever of the Company and it shall be the Executive Director's endeavour, during the continuance of his employment, to prevent any other person from disclosing the aforesaid information.
- c) If the Executive Director found guilty of such inattention to or negligence in the conduct of the business of the Company or of misconduct or of any other act or omission inconsistent with his duties as a Director or any breach of this Agreement, as in the opinion of all other Directors renders his retirement from the office desirable, the opinion of such other Directors shall be final, conclusive and binding on the Executive Director and the Company may, by giving 30 (thirty) days' notice in writing to the Executive Director, determine this Agreement and he shall cease to be the Executive Director of the Company, upon expiration of such notice.
- d) In the event of any re-enactment or re-codification of the Companies Act, 2013 or the Income Tax Act, 1961 or amendment(s) thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendment(s) thereto or the Rules and notifications issued thereunder.
- e) The terms and conditions of the Agreement are subject to such alterations / variations as may be mutually agreed upon in writing between the Company and the Executive Director from time to time.

e. Policy for Selection and Appointment of Directors and their Remuneration:

The Nomination and Remuneration Committee has adopted a Policy which, *inter alia*, deals with the manner of selection / appointment of Directors on the Board of Directors, including Managing Director, Executive Director and Whole Time Director, if any, and their remuneration.

The Nomination & Remuneration Committee evaluates the candidature of prospective in line with the Nomination and Remuneration Policy and the skill sets stated above and makes suitable recommendation to the Board for final approval.

The appointment of all the Directors is also subject to Shareholders' approval.

The Nomination and Remuneration Policy of the Company has been uploaded and can be accessed on the Company's website at <https://www.godrejagrovet.com/sustainability/codes-and-policies>.

III. STAKEHOLDERS' RELATIONSHIP COMMITTEE ("SRC"):

a) Composition:

In terms of Regulation 20 of the Listing Regulations and Section 178 of the Act, the Stakeholders' Relationship Committee of the Board, as on March 31, 2025, comprised of the following 3 (Three) Directors as Members:

| Sr. No. | Name of the Director(s) | Nature of Membership & Designation |
|---------|--------------------------|---|
| 1. | Mr. Nadir B. Godrej | Chairman (Non-Executive & Non-Independent Director) |
| 2. | Mr. Balam S. Yadav | Member (Managing Director) |
| 3. | Mr. Natarajan Srinivasan | Member (Independent Director) |

Mr. Vivek Raizada, Company Secretary & Compliance Officer, is the Secretary to the Stakeholders' Relationship Committee.

b) Terms of Reference:

The terms of reference of the Stakeholders' Relationship Committee include the matters specified in Section 178 of the Companies Act, 2013 as well as Part D Para B of Schedule II of the Listing Regulations.

The terms of reference of the Stakeholders' Relationship Committee, as on March 31, 2025 are as follows:

- 1) To oversee and review all matters connected with transfer of Company's securities;
- 2) To approve issue of duplicate of shares / debentures certificates;
- 3) To oversee the performance of the Company's Share Transfer Agent;
- 4) To resolve the grievances of the securityholders of the Company including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc.;
- 5) To investigate into complaints relating to allotment of shares, approval of transfers or transmission of shares, debentures or any other securities;
- 6) To review the measures taken for effective exercise of voting rights by Shareholders;
- 7) To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Share Transfer Agent and recommend methods to upgrade the service standards adopted by the Company;
- 8) To review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the security holders of the Company;
- 9) To specifically look into various aspects of Shareholders, Debenture-holders and other security-holders;
- 10) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modifications as may be applicable.

The Stakeholders' Relationship Committee shall comprise of at least 3 (Three) Directors, at least 1 (One) being Independent Director or the composition shall be as may be prescribed by the Companies Act and the Listing Regulations. The Chairperson of the Stakeholders' Relationship Committee shall be a Non-Executive Director and shall be present at the Annual General Meeting.

The Stakeholders' Relationship Committee shall meet at least once in a year.

c) Meetings & Attendance:

During the Financial Year 2024-25, 1 (One) Meeting of the Stakeholders' Relationship Committee was held on October 29, 2024, at which the requisite quorum was present.

Name and Designation of Compliance Officer:

Mr. Vivek Raizada is the Company Secretary & Compliance Officer of the Company.

Details of Investor Complaints received during the Financial Year 2024-25, are as follows:

| Particulars | No. of Complaints |
|---|-------------------|
| Complaints outstanding as on April 1, 2024 | Nil |
| Add: Complaints received during the Financial Year 2024-25 | 11 |
| Less: Complaints resolved during the Financial Year 2024-25 | 11 |
| Complaints outstanding as on March 31, 2025 | Nil |

During the Financial Year 2024-25, no shares in physical form were processed for transfer. There were no pending shares for transfer as on March 31, 2025.

IV. RISK MANAGEMENT COMMITTEE (“RMC”):

a) Composition:

In terms of Regulation 21 of the Listing Regulations, the Risk Management Committee of the Board of Directors, as on March 31, 2025, comprised of the following 3 (Three) Members:

| Sr. No. | Name of the Director(s) | Nature of Membership & Designation |
|---------|--------------------------|---|
| 1. | Mr. Nadir. B. Godrej | Chairman (Non-Executive & Non-Independent Director) |
| 2. | Mr. Balram S. Yadav | Member (Managing Director) |
| 3. | Mr. Natarajan Srinivasan | Member (Independent Director) |

All the Members of the Risk Management Committee, including Chairman, are Directors of the Company and none of the senior executives of the Company is a Member of the Committee.

Mr. Vivek Raizada, Company Secretary & Compliance Officer, is the Secretary to the Committee.

b) Terms of Reference:

The terms of reference of the Risk Management Committee as on March 31, 2025 are as follows:

- To lay down procedures to inform Board Members about the risk assessment and minimization procedures;
- To frame, implement and monitor the risk management plan for the Company;
- To monitor and review the risk management plan;
- To ensure proper procedures and mechanism exists for monitoring and reviewing cyber security risks;
- Perform such other functions as may be necessary or appropriate for the performance of its duties;
- To make necessary recommendation(s) to the Board of Directors for amendment / revision of the Risk Management Policy of the Company, from time to time, as it may deem fit;
- To review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any);
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for the performance of its duties.

c) Meetings and Attendance:

During the Financial Year 2024-25, 2 (Two) Meetings of the Risk Management Committee were held, viz., on July 10, 2024 and January 31, 2025. The requisite quorum was present at the Meeting of the Risk Management Committee.

V. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

a) Composition:

In terms of Section 135 of the Act read with the corresponding Rules framed thereunder, the Corporate Social Responsibility (CSR) Committee of the Board of Directors of the Company consists of the following 4 (Four) Directors as Members as on March 31, 2025:

| Sr. No. | Name of the Director(s) | Nature of Membership & Designation |
|---------|-------------------------|---|
| 1. | Dr. Ashok Gulati | Chairman (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 (Independent Director) |

Mr. Vivek Raizada, Company Secretary & Compliance Officer, is the Secretary to the Committee.

b) Terms of Reference:

The terms of reference of the CSR Committee as on March 31, 2025 are as follows:

- To formulate and recommend to the Board of Directors, the Corporate Social Responsibility Policy, indicating the Corporate Social Responsibility activities to be undertaken;
- To recommend the amount of expenditure to be incurred on the Corporate Social Responsibility activities;
- To monitor the Corporate Social Responsibility Policy and its implementation by the Company from time to time;
- To constitute a transparent monitoring mechanism for implementation of Corporate Social Responsibility projects or programs or activities undertaken by the Company;
- To review, approve and sign the Annual Report on Corporate Social Responsibility to be annexed to the Board's Report; and
- To perform such other functions or responsibilities and exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act and the Rules framed thereunder.

c) Meetings and Attendance:

During the Financial Year 2024-25, 2 (Two) Meetings of the CSR Committee of the Board of Directors were held, i.e., on May 8, 2024 and October 29, 2024. The requisite quorum was present for both the Meetings of the CSR Committee.

VI. OTHER COMMITTEES:

A. MANAGING COMMITTEE:

a) Composition:

The terms of reference of the Managing Committee includes 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.

The Managing Committee comprises of the following 4 (four) Members, as on March 31, 2025:-

| Sr. No. | Name of the Director(s) | Nature of Membership & Designation |
|---------|-------------------------|--|
| 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) |

Mr. Vivek Raizada, Company Secretary & Compliance Officer, is the Secretary to the Managing Committee.

b) Meetings and Attendance:

During the Financial Year 2024-25, 9 (Nine) Meetings of the Managing Committee of the Board of Directors were held, i.e., on April 23, 2024, May 8, 2024, June 17, 2024, August 1, 2024, September 3, 2024, October 29, 2024, November 29, 2024, January 31, 2025, and March 11, 2025. The requisite quorum was present for all the Meetings of the Managing Committee.

B. MEETING OF INDEPENDENT DIRECTORS:

Pursuant to Schedule IV of the Companies Act, 2013 & Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, more than one-half of the composition of the Board of Directors consists of Independent Directors.

During the Financial Year 2024-25, the Independent Directors met on May 8, 2024, *inter alia*, to: -

- Review the assessment / evaluation of performance of Non – Independent Directors and the Board of Directors as a whole;
- Review the assessment / evaluation of performance of the Chairman of the Company, taking into account the views of the Executive Director and Non – Executive Directors;
- Assess the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors have submitted declarations that they meet the criteria of Independence laid down under the Companies Act, 2013 and the Listing Regulations and are Independent from the Management. The Company has also issued formal appointment letters to all the Independent Directors in the manner provided under the Companies Act, 2013 read with the Rules issued thereunder. The terms and conditions for appointment of Independent Directors and letter(s) of appointment issued to the Independent Directors are hosted on the Company’s website at <https://www.godrejagrovvet.com/investors/shareholder-information>.

Confirmation by the Board of Directors:

In the opinion of the Board of Directors, all the Independent Directors of the Company fulfil the conditions prescribed in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 (as amended from time to time) and are independent of the Management of the Company.

Resignation of Independent Director(s):

During the Financial Year 2024-25, none of the Independent Directors ceased from the directorship of the Company on account of resignation.

4. Senior Management:

The particulars of Senior Management Personnel of the Company as on March 31, 2025, are as follows:

| Sr. No | Name | Designation |
|--------|---------------------------|--|
| 1. | Mr. S. Varadaraj | Chief Financial Officer & Head – Finance & Legal |
| 2. | Mr. Vivek Raizada | Head – Legal & Company Secretary & Compliance Officer |
| 3. | Mr. Dhruva Jyoti Banerjee | Chief Operating Officer – Aqua Feed & Animal Feed Business |
| 4. | Mr. N. K. Rajavelu | Chief Executive Officer – Crop Protection Business |
| 5. | Mr. Sougata Niyogi | Chief Executive Officer – Oil Palm Business |
| 6. | Capt. (Dr.) A.Y. Rajendra | Chief Executive Officer – Aqua Feed & Animal Feed Business |
| 7. | Mr. Sivaram Yadavalli | Head – Strategy & Business Development |
| 8. | Mr. Kamlesh Fondekar | Head – Research & Development |
| 9. | Ms. Mallika Mutreja | Head – Human Resources |
| 10. | Ms. Ashima Seth Bajaj | Chief Digital & Information Officer |
| 11. | Mr. Venkatesh K. | Associate Vice President – Export |

The details of changes in the Senior Management Personnel since the closure of the previous Financial Year, are as follows:

| Sr. No | Name | Designation | Appointment / Cessation |
|--------|-----------------------|--|---|
| 1. | Ms. Ashima Seth Bajaj | Chief Digital & Information Officer | Appointed as a Chief Digital & Information Officer with effect from September 27, 2024 |
| 2. | Mr. Y. V. Sathish | Head – Manufacturing & Supply Chain Excellence | Appointed as an “Head – Manufacturing & Supply Chain Excellence” with effect from March 24, 2025. |
| 3. | Mr. Prafulla Bhat | Head – Manufacturing & Supply Chain Excellence | Ceased to be “Head – Manufacturing & Supply Chain Excellence” due to early superannuation from the service of the Company with effect from April 1, 2025. |

5. General Body Meetings:

a) Details of last 3 (Three) Annual General Meetings:

The date, time and venue of Annual General Meetings (AGMs) held during the preceding 3 (three) Financial Years are as follows:

| AGM for the Financial Year (F.Y.) | Date | Time | Venue |
|-------------------------------------|----------------|-----------------|---|
| F.Y. 2021-22 (31 st AGM) | July 29, 2022 | 4.00 p.m. (IST) | Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") |
| F.Y. 2022-23 (32 nd AGM) | August 1, 2023 | 4.00 p.m. (IST) | |
| F.Y. 2023-24 (33 rd AGM) | August 1, 2024 | 4.00 p.m. (IST) | |

b) Details of Special Resolutions passed during the previous 3 (Three) Financial Years (i.e., 2022-23, 2023-24 and 2024-25):

i. Special Resolutions passed in the Annual General Meetings (AGMs):

| Date of AGM | Number of Special Resolution(s) passed | Details of Special Resolution(s) passed |
|---------------------------------------|--|---|
| July 29, 2022 (31 st AGM) | 2 | 1) Appointment of Mr. Burjis Godrej (DIN: 08183082) as an "Executive Director" of the Company for a term of 5 (Five) years to be effective from November 1, 2022 upto October 31, 2027 2) Re-appointment of Mr. Balram S. Yadav (DIN: 00294803) as the "Managing Director" of the Company for a further period commencing from September 1, 2022 upto April 30, 2025 |
| August 1, 2023 (32 nd AGM) | - | None |
| August 1, 2024 (33 rd AGM) | - | None |

ii. Special Resolutions passed at the Extra-ordinary General Meetings (EGMs):

No Extra-Ordinary General Meeting of the Shareholders was held during the Financial Years 2022-23, 2023-24 and 2024-25.

iii. Special Resolutions passed by Postal Ballot and Procedure thereof:

During the Financial Years 2022-23, 2023-24 and 2024-25, the Company had transacted certain matters through Postal Ballot pursuant to the provisions of Section 110 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014 and Regulation 44 of the Listing Regulations.

The Notice of Postal Ballot was sent by e-mail to all the Shareholders having their e-mail addresses registered and notice thereof was published in the newspapers. The Notice of Postal Ballot was also made available on the websites of the Company, the Stock Exchanges where the Equity Shares of the Company are listed (BSE Limited and the National Stock Exchange of India Limited) and National Securities Depository Limited ("NSDL").

The Company had provided e-voting facility through NSDL to the eligible Shareholders, in order to enable them to cast their votes electronically.

M/s. BNP & Associates, Practicing Company Secretarial (**ICSI Registration No.: P2014MH037400 and Peer Review No.: 6316/2024**), were appointed as the 'Scrutinizer' for the Postal Ballot process, to submit the report to the Chairman / Managing Director of the Company.

The details of the results of the Postal Ballots and Special Resolutions passed through Postal Ballots are given below:

| Financial Year | Date of Announcement of Result of Postal Ballot | No. of Resolution(s) passed by Postal Ballot | Details of Special Resolutions passed |
|----------------|---|--|---|
| 2022-23 | July 2, 2022 | 1 (One) | Special Resolution: Re-appointment of Mr. Natarajan Srinivasan (DIN: 00123338), as an "Independent Director" of the Company for a second term of 5 (Five) years with effect from July 18, 2022 upto July 17, 2027. |
| | March 5, 2023 | 1 (One) | Special Resolution: Appointment of Ms. Ritu Verma (DIN: 05262828) as an "Independent Director" of the Company for a term of 5 (Five) years commencing from January 27, 2023 upto January 26, 2028. |

| Financial Year | Date of Announcement of Result of Postal Ballot | No. of Resolution(s) passed by Postal Ballot | Details of Special Resolutions passed |
|----------------|---|--|---|
| 2023-24 | - | - | - |
| 2024-25 | September 16, 2024 | 1 (One) | Ordinary Resolution: Approval for the requests received for re-classification of certain members of the Promoter and Promoter Group of Godrej Agrovet Limited to 'Public' category. |
| | April 18, 2025 | 4 (Four) | <p>Special Resolution: Approval for re-appointment and remuneration of Mr. Balram Singh Yadav (DIN: 00294803) as the "Managing Director" of the Company, for a further period commencing from May 1, 2025 upto August 31, 2025.</p> <p>Ordinary Resolution: Approval for appointment of Mr. Sunil Kataria (DIN: 06863609) as a "Director" of the Company.</p> <p>Special Resolution: Approval for appointment and remuneration of Mr. Sunil Kataria (DIN: 06863609) as the "Chief Executive Officer & Managing Director - Designate" of the Company, for a period commencing from May 5, 2025 upto August 31, 2025.</p> <p>Special Resolution: Approval for appointment and remuneration of Mr. Sunil Kataria (DIN: 06863609) as the "Chief Executive Officer & Managing Director" of the Company, after superannuation of Mr. Balram Singh Yadav, for a term of 5 (Five) Years, commencing from September 1, 2025 upto August 31, 2030</p> |

The procedure adopted by the Company for passing resolution(s) by Postal Ballot is as follows:

- The Board of Directors, at its Meeting, approves the items to be passed through Postal Ballot and authorizes one of the Directors and the Company Secretary to be responsible for the entire process of Postal Ballot.
- A professional such as a Company Secretary, who is not in employment of the Company, is appointed as the Scrutinizer for the poll process.
- Notice of Postal Ballot is sent to the Shareholders. E-voting facility is also offered to eligible Shareholders to enable them to cast their votes electronically.
- An advertisement is published in a national newspaper and a vernacular newspaper about the dispatch of Notice of Postal Ballot.
- Upon completion of voting, the Scrutinizer gives his/her report and the results of the Postal Ballot are announced.
- The results are intimated to the Stock Exchanges and hosted on the Company's website, www.godrejagrovet.com.

6. MEANS OF COMMUNICATION:

All vital information relating to the Company and its performance, including Quarterly and Annual Financial Results, official press releases, disclosures of material events are posted on the website of the Company, viz., www.godrejagrovet.com.

The Quarterly Financial Results of the Company's performance are published in leading English daily newspapers 'Financial Express' and 'Business Standard' in English language and in regional language (Marathi) daily newspapers 'Loksatta' and 'Mumbai Lakshadeep' in Marathi language. The Financial Results of the Company are also available on the websites of BSE Limited and National Stock Exchange of India Limited, viz., www.bseindia.com and www.nseindia.com, respectively, being the Stock Exchanges where the Equity Shares of the Company are listed.

The Company files electronically the Quarterly and Annual Financial Results, Corporate Governance Report, Shareholding Pattern, etc. with BSE Limited through BSE Listing Centre and with National Stock Exchange of India Limited through NSE Electronic Application Processing System (NEAPS).

All the disclosures of presentations made to Institutional Investors or to the Analysts are posted on the weblink viz., <https://www.godrejagrovet.com/investors/financial-updates>. The presentations made to Institutional Investors or to the Analysts are also available on the websites of BSE Limited and National Stock Exchange of India Limited, viz., www.bseindia.com and www.nseindia.com, respectively.

7. DISCLOSURES:

I. Material Significant Related Party Transactions:

All the transactions entered into by the Company with the Related Parties as defined under the Companies Act, 2013 and the Listing Regulations, during the Financial Year 2024-25, were in the ordinary course of business and at arm's length price.

During the Financial Year 2024-25, the Company has not entered into any Related Party Transactions which were not in ordinary course of business of the Company and / or not at an arm's length price:

There were no material significant transactions with Related Parties during the Financial Year 2024-25 that may have potential conflict with the interests of the Company at large.

In preparation of the Financial Statements for the Financial Year 2024-25, your Company has adopted accounting policies which are in line with the Indian Accounting Standards notified under Section 133 of the Act, read together with the Companies (Indian Accounting Standards) Rules, 2015. The significant accounting policies, which are consistently applied, have been set out in the Notes to the Accounts. Suitable disclosure as required by the Indian Accounting Standards (Ind-AS 24) has been made in the Notes to the Financial Statements. Attention of the Shareholders is drawn to the disclosure of transactions with Related Parties as set out for the Financial Year 2024-25 in Note No. 56 of the Standalone Financial Statement, forming a part of this Annual Report. None of the transactions with any of the Related Parties were in conflict with the Company's interest.

The Related Party Transactions are entered into based on considerations of various business exigencies, such as synergy in operations, sectoral specialization and the Company's long-term strategy for sectoral investments, profitability, liquidity and capital resources. All the Related Party Transactions are on arm's length basis and are intended to further the Company's interests.

The Policy on Related Party Transactions is available on the website of the Company at the weblink <https://www.godrejagrovet.com/sustainability/codes-and-policies>.

Except for: (i) drawing of remuneration by the Managing Director and the Executive Director, (ii) receiving of Commission by the Non-Executive Directors (including Independent and Non-Independent Directors) and (iii) receiving of Sitting Fees by Independent Directors for attending the Board & Committee Meetings, none of the Directors have any other Material Significant Related Party Transactions, pecuniary or business relationship with the Company.

II. Policy on Material Subsidiaries:

Your Company has formulated a Policy for determining the Material Subsidiaries as defined in Regulation 16 of the Listing Regulations. Creamline Dairy Products Limited, Godrej Foods Limited (Formerly known as "Godrej Tyson Foods Limited") and Astec LifeSciences Limited, are the Material Subsidiaries of your Company whose income or net worth (i.e., Paid-up Capital and Free Reserves) exceeds 10% (Ten per cent) of the consolidated turnover or net worth respectively of the Company and its subsidiary in the immediately preceding accounting year.

Copies of the Minutes of the Board Meetings of Subsidiary Companies are circulated at the subsequent Board Meetings.

The Management of the unlisted Subsidiary periodically brings to the notice of the Board of Directors of your Company, a statement of all significant transactions and arrangements entered into by the unlisted Subsidiary.

This Policy on Material Subsidiaries is available on the website of the Company at <https://www.godrejagrovet.com/sustainability/codes-and-policies>.

III. Vigil Mechanism and Whistle Blower Policy:

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 shall be protected from any adverse action for reporting any unacceptable or improper practice or any unethical practice, fraud, or violation of any law, rule, or regulation.

This Policy is also applicable to the Company's Directors and employees and it is available on the internal employee portal and the website of the Company. Mr. V. Swaminathan, Head - Corporate Audit & Assurance & "Internal Auditor" of the Company, 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. The confidentiality of the reported violations, if any, is maintained and the employees reporting violations are not subjected to any discriminatory practice. no personnel has been denied access to the audit committee during the Financial Year 2024-25.

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

Vigil Mechanism / Whistle Blower Policy is posted on the website of your Company at www.godrejagrovet.com.

IV. Details of Compliance with Mandatory Requirements and Adoption of Non-Mandatory Requirements:

The Company complies with all the mandatory requirements of Company law, Securities law & other applicable laws and has also adopted and complied with the following non-mandatory requirements:

- **Separate Positions of Chairperson and Managing Director / Executive Director:**

The Company has separate positions for Chairman and Managing Director. Mr. Nadir B. Godrej is the “Chairman” of the Company. Mr. Balram S. Yadav is the “Managing Director” and Mr. Burjjs Godrej is the “Executive Director” of the Company.

- **Reporting of Internal Auditors:**

The Internal Auditors of the Company give their quarterly report to the Audit Committee and the same is taken for review at the time of meetings of the Audit Committee.

V. Policy for Prevention of Sexual Harassment at the Workplace:

Your Company is committed to create and maintain an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behaviour is prohibited. Your Company has constituted an Internal Complaints Committee pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“the said Act”) to deal with the complaints relating to sexual harassment at workplace. While the said Act is applicable only to the women employees, your Company’s policy covers all employees.

The details of complaints received during the Financial Year ended March 31, 2025 are as follows:

| Sr. No. | Particular | No. of Complaints |
|---------|---|-------------------|
| a) | Number of Complaints pending as on April 1, 2024 | 1 |
| b) | Number of Complaints filed during the Financial Year 2024-25 | 3 |
| c) | Number of Complaints disposed-off during the Financial Year 2024-25 | 4 |
| d) | Number of Complaints pending as on March 31, 2025 | 0 |

VI. Details of Non-Compliance on Matters related to Capital Markets:

There has not been any non-compliance by the Company and no penalties or strictures were imposed on your Company by any of the Stock Exchange(s) or the Securities and Exchange Board of India or any Statutory Authority, on any matter related to Capital Markets, during the last 3 (three) Financial Years.

VII. Details of Utilization of Funds raised through Preferential Allotment or Qualified Institutions Placement as specified under Regulation 32 (7A) of Listing Regulations:

During the Financial Year 2024-25, the Company has not raised funds through any kind of issue (public issue, rights issue, preferential issue, etc.), except issue of shares pursuant to the Employee Stock Grant Scheme, 2018.

VIII. Certificate from a Company Secretary in Practice that none of the Directors on the Board 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 / Ministry of Corporate Affairs or any such statutory authority:

Certificate issued by M/s. BNP & Associates, Company Secretaries, who are also the ‘Secretarial Auditors’ of the Company, confirming that none of the Directors on the Board 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 Ministry of Corporate Affairs (MCA) or any such statutory authority is annexed to this Corporate Governance Report.

IX. Disclosure about Instances where the Board had not accepted any Recommendation of any Committee of the Board which is mandatorily required, in the relevant Financial Year, the same to be disclosed along with the reasons thereof:

During the Financial Year 2024-25, there were no instances required to be reported / recorded, where the Board of Directors of the Company did not accept recommendation(s) of any of its Committees.

X. Total Fees for all the Services paid by the Company and its Subsidiaries, on a Consolidated basis, to the Statutory

Auditors and all Entities in the Network Firm / Network Entity of which the Statutory Auditors are a part:

| Name of the Company | Name of the Statutory Auditor | Audit Fees (including limited reviews) (₹ in Crore) | Fees for Other Matters (₹ in Crore) | Reimbursement of Expenses (₹ in Crore) | TOTAL Amount (₹ in Crore) |
|---|-------------------------------|---|-------------------------------------|--|---------------------------|
| Godrej Agrovvet Limited | B S R & Co. LLP | 0.84 | 0.01 | 0.02 | 0.87 |
| Astec LifeSciences Limited | | 0.19 | 0.02 | 0.01 | 0.22 |
| Creamline Dairy Products Limited | | 0.34 | 0.02 | 0.03 | 0.39 |
| Godrej Foods Limited (Formerly known as "Godrej Foods Tyson Limited") | | 0.19 | - | 0.04 | 0.23 |
| Godvet Agrochem Limited | Kalyaniwalla & Mistry LLP | 0.01 | 0.01 | - | 0.01 |
| Godrej Cattle Genetics Private Limited (Formerly known as "Godrej Maxximilk Private Limited") | | 0.05 | 0.02 | - | 0.07 |

XI. Risk Management:

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. Your Company has formulated Risk Management Policy for identification of risks and has formed a Risk Management Committee to ensure implementation of the Policy.

Risk Management Policy is also made available on the website of your Company at the weblink: <https://www.godrejagrovvet.com/sustainability/codes-and-policies>. The Board of Directors of your Company is of the opinion that, at present, there are no elements of risks which may threaten the existence of your Company.

The Risk Management Committee meets at least 2 (Two) times in a year, (on July 10, 2024 and January 31, 2025 during the Financial Year 2024-25), to ensure that appropriate methodologies, processes and systems are in place to monitor and evaluate risks associated with the business of the Company and also to monitor and oversee the implementation of the Risk Management Policy.

The Board of Directors of your Company is of the opinion that, at present, there are no elements of risks which may threaten the existence of your Company.

XII. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:**Commodity Price Risk:**

The Company is an Agri Company manufacturing agri products. Hence, volatility in raw material input prices poses risk for the business.

Currency Risk:

The functional currency of Company is primarily the local currency in which it operates. The currencies in which the transactions are primarily denominated are in Indian Rupees (INR). The Company is exposed to currency risk in respect of transactions in foreign currency. Foreign currency revenues and expense are in the nature of export sales and import purchases. The Company's Risk Management Policy requires to hedge its foreign currency exposure in accordance with the exposure limits advised from time to time. The Company uses forward exchange contracts to hedge its currency risk. Such contracts are generally designated as cash flow hedges.

The forward exchange contracts are denominated in the same currency as the highly probable future transaction value; therefore, the hedge ratio is 1:1. Most of these contracts have a maturity of 18 months from the reporting date. The Company's policy is for the critical terms of the forward exchange contracts to align with the hedged item.

The Company determines the existence of an economic relationship between the hedging instruments and hedged item based on the currency, amount and timing of their respective cash flows.

The Company assesses whether the derivative designated in each hedging relationship is expected to be and has been effective in offsetting the changes in the cash flows of the hedged item using the hypothetical derivative method.

In these hedge relationships, changes in timing of the hedged transactions are the main source of hedge ineffectiveness.

XIII. GENERAL SHAREHOLDER INFORMATION:

a) Registered Office:

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

b) 34th Annual General Meeting:

| Date | Day | Time | Venue |
|----------------|-----------|-----------------|---|
| August 6, 2025 | Wednesday | 4.00 p.m. (IST) | Through Video Conferencing (“VC”) / Other Audio Video Means (“OAVM”) Deemed Venue - Registered Office: “Godrej One”, 3 rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400079, Maharashtra, India |

c) Financial Year:

Financial Year: From April 1, 2024 to March 31, 2025

Financial Results for the Financial Year 2024-25 were announced on the Stock Exchanges / Published in the newspaper as under:

| Quarter / Annual | Date of Announcement on the Stock Exchange | Date of Newspaper Publication |
|------------------|--|-------------------------------|
| First Quarter | August 1, 2024 | August 2, 2024 |
| Half Year | October 29, 2024 | October 30, 2024 |
| Third Quarter | January 31, 2025 | February 1, 2025 |
| Annual | April 30, 2025 | May 1, 2025 |

d) Book Closure Dates and Dividend Payment Date:

The Book Closure dates are from **Friday, August 1, 2025 to Tuesday, August 5, 2025 (both days inclusive)** and **Record Date is Thursday, July 31, 2025**. The Final Dividend, if declared by the Shareholders at the 34th Annual General Meeting, will be paid by **Monday, August 11, 2025**.

e) Corporate Identification Number (CIN):

Your Company’s CIN, allotted by the Ministry of Corporate Affairs (MCA) is **L15410MH1991PLC135359**. Your Company is registered at Mumbai in the State of Maharashtra, India.

f) Listing Details and Listing Fees:

Payment of Listing Fees:

The Company is listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”).

The International Securities Identification Number (ISIN) of the Company for both NSDL & CDSL is: INE850D01014.

Your Company has paid the Annual Listing Fees for the Financial Year 2025-26 to BSE and NSE.

Payment of Depository Fees:

Annual Custody / Issuer Fee for the Financial Year 2025-26 has been paid by your Company to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

g) Stock Data:

| Name of Stock Exchange | Scrip Code |
|--|------------|
| National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra, India | GODREJAGRO |
| BSE Limited (BSE) P. J. Towers, Dalal Street, Fort, Mumbai - 400 001, Maharashtra, India | 540743 |

Table 1: Distribution of Shareholding by Size as on March 31, 2025:

| Number of Shares | Number of Shareholders | Shareholders % | Shareholding % |
|-------------------|------------------------|----------------|----------------|
| 1 - 5,000 | 1,13,258 | 95.8367 | 3.3413 |
| 5,001 - 10,000 | 2,668 | 2.2576 | 1.0387 |
| 10,001 - 20,000 | 1,147 | 0.9705 | 0.8578 |
| 20,001 - 30,000 | 356 | 0.3012 | 0.4653 |
| 30,001 - 40,000 | 161 | 0.1362 | 0.2981 |
| 40,001 - 50,000 | 137 | 0.1159 | 0.3339 |
| 50,001 - 1,00,000 | 209 | 0.1768 | 0.7817 |
| 1,00,001 & Above | 242 | 0.2047 | 92.8831 |
| Total | 1,18,178 | 100.00 | 100.00 |

Table 2: Distribution of Shareholding by Ownership as on March 31, 2025:

| Category | No. of Equity Shares | % of Shareholding |
|-------------------------------------|----------------------|-------------------|
| PROMOTERS BODIES CORPORATE | 12,47,14,957 | 64.8657 |
| RESIDENT INDIVIDUALS | 1,84,84,390 | 9.6139 |
| TRUSTS | 93,71,786 | 4.8744 |
| FOREIGN PORTFOLIO - CORP | 72,54,811 | 3.7733 |
| FOREIGN CORPORATE BODIES | 72,43,302 | 3.7673 |
| MUTUAL FUNDS | 60,52,930 | 3.1482 |
| PROMOTER GROUP | 51,66,108 | 2.6870 |
| QUALIFIED INSTITUTIONAL BUYER | 40,48,714 | 2.1058 |
| DIRECTORS | 33,42,053 | 1.7382 |
| BODIES CORPORATES | 32,48,011 | 1.6893 |
| EMPLOYEES | 16,02,512 | 0.8335 |
| NON RESIDENT INDIANS | 5,23,944 | 0.2725 |
| H U F | 4,59,464 | 0.2391 |
| NON RESIDENT INDIAN NON REPATRIABLE | 3,76,639 | 0.1959 |
| ALTERNATIVE INVESTMENT FUND | 3,67,131 | 0.1909 |
| PROMOTER DIRECTOR | 5,198 | 0.0027 |
| CLEARING MEMBERS | 3,410 | 0.0018 |
| NBFC | 925 | 0.0005 |
| BANKS | 51 | 0.0000 |
| PROMOTER TRUST | 11 | 0.0000 |
| Total | 19,22,66,347 | 100.00 |

The details given above are as per BENPOS received from KFin Technologies Limited, Registrar and Share Transfer Agent of the Company, as on March 31, 2025.

I. Shares held in Physical and Dematerialized form:

As on March 31, 2025, the break-up of share capital of the Company held in physical and dematerialized form is as under:

| Mode | No. of Equity Shares | Percentage (%) |
|------------------------------|----------------------|----------------|
| Demat shares with CSDL | 88,11,395 | 4.58 |
| Demat shares with NSDL | 18,34,50,010 | 95.42 |
| Shares held in physical mode | 4,942 | 0.00 |
| Total | 19,22,66,347 | 100.00 |

II. Liquidity:

For the Financial Year 2024-25, higher trading activity is witnessed on NSE. The relevant data for the daily turnover on both the Stock Exchange for the said Financial Year is given below:

| Particulars | Stock Exchange | | Total |
|--------------------|----------------|-------------|-------------|
| | BSE | NSE | |
| Shares | 54,36,271 | 8,25,11,863 | 8,79,48,134 |
| Value (₹ in Crore) | 399.50 | 6,117.56 | 6,517.06 |

III. Share Transfer System:

Share transfer is given effect within a maximum period of 30 (Thirty) days from the date of receipt, if any, subject to documents being valid and complete in all respects. The Board has delegated the authority for approving transfer / transmission / transposition of securities of the Company pursuant to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the Stakeholders' Relationship Committee / Chief Financial Officer and Compliance officer of the Company / Registrar and Share Transfer Agent as per the following limits:

| Sr. No. | Particulars | Limit |
|---------|--|---|
| 1. | Stakeholders' Relationship Committee | Above 2,000 Equity Shares |
| 2. | Chief Financial Officer and Compliance Officer | From 500 Equity Shares to 2,000 Equity Shares |
| 3. | Registrar and Share Transfer Agent | Upto 500 Equity Shares |

Further, the Chief Financial Officer or Compliance Officer of the Company are authorized by the Board of Directors of the Company to effect issue or re-materialization of the Securities of the Company upto a limit of 500 Equity Shares in a calendar Quarter pursuant to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A summary of transfer / transmission of shares of the Company so approved by the Company Secretary / Authorised Representatives of KFin Technologies Limited, if any, was placed at the Stakeholders' Relationship Committee Meeting.

In terms of Regulation 40(1) of SEBI Listing Regulations, the transfer / transmission and / transposition of the securities can only be given effect if it is in dematerialized form. Members holding shares in physical form are requested to consider converting their holding to dematerialized form. Transfers of equity shares in electronic form are affected through the depositories with no involvement of the Company.

IV. Reconciliation of Share Capital Audit Report:

As per Regulation 76 of the Securities and Exchange Board of India (Depository and Participants) Regulations, 2018, a qualified Practicing Company Secretary carried out an Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and total physical holding with the total issued and listed capital. As on March 31, 2025, the total physical shareholding of the Company was 4,942.

This Audit is carried out every quarter and report thereon has been submitted to the Stock Exchange(s) where the Company's shares are listed. The Audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form, as stated in the Reconciliation Share Capital Audit Report submitted to the Stock Exchange(s).

V. Outstanding Global Depository Receipts (GDRs) / American Depository Receipts (ADRs) / Warrants / Any Convertible Instruments and their likely impact on Equity:

The Company does not have any outstanding GDRs / ADRs / warrants / convertible instruments.

VI. Disclosure of Commodity Price Risk / Foreign Exchange Risk and Hedging Activities:

1. Risk Management Policy of the Company with respect to Commodities including through Hedging:

Commodities form a major part of the raw materials required for the Company's products portfolio and hence commodity price risk is one of the important market risks for the Company. Your Company enters into fixed price contracts with vendors and also uses commodity derivatives on recognized exchanges to hedge the commodity prices volatility.

The commodity procurement team, based on intelligence and monitoring, forecasts commodity prices and movements and finalizes the commodity stocking strategy. A robust planning and strategy help to manage the risks despite volatility in commodity prices.

Your Company does not enter into any derivative instruments for speculative purposes.

In respect of Commodities which are imported, there is a foreign currency risks and mitigation of the same is managed by the forex committee. The forex committee meets periodically and reviews the overall foreign exchange currency exposure, and the Company enters into forward contracts to hedge the currency risks. The details of hedged and un-hedged of foreign currency exposures are available in the notes to Financial Statements of the Annual Report.

2. **Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:**

Risk Management Policy of the Company with respect to commodities including through hedging & Commodity Risks faced by the Company during the year and management thereof.

The Company is exposed to commodity risks on a routine basis due to multiple commodities (imported or domestically procured) utilized in its manufacturing operations. Such risks are managed by tracking the commodity prices on a daily basis taking physical position of commodity as well as entering into fixed price contracts with the domestic and overseas suppliers in order to hedge price volatility, as per the Risk Management Policy of the Company which is available on the Company's website at <https://www.godrejagrovet.com/sustainability/codes-and-policies>.

Commodity Price Risk:

The Company is an Agri Company manufacturing agri products. Hence, volatility in raw material input prices poses risk for the business.

Currency Risk:

The functional currency of Company is primarily the local currency in which it operates. The currencies in which the transactions are primarily denominated are in Indian Rupees (INR). The Company is exposed to currency risk in respect of transactions in foreign currency. Foreign currency revenues and expense are in the nature of export sales and import purchases. The Company's

Risk Management Policy requires to hedge its foreign currency exposure in accordance with the exposure limits advised from time to time. The Company uses forward exchange contracts to hedge its currency risk. Such contracts are generally designated as cash flow hedges.

The forward exchange contracts are denominated in the same currency as the highly probable future transaction value; therefore, the hedge ratio is 1:1. Most of these contracts have a maturity of 18 (eighteen) months from the reporting date. The Company's policy is for the critical terms of the forward exchange contracts to align with the hedged item.

The Company determines the existence of an economic relationship between the hedging instruments and hedged item based on the currency, amount and timing of their respective cash flows.

The Company assesses whether the derivative designated in each hedging relationship is expected to be and has been effective in offsetting the changes in the cash flows of the hedged item using the hypothetical derivative method

VII. **Registrar and Share Transfer Agents and Share Transfer System:**

The Registrar and Share Transfer Agents of your Company and their contact details are as under:

KFin Technologies Limited

(Formerly known as 'KFin Technologies Private Limited')

Selenium Tower B, Plot No. 31 & 32,

Financial District, Nanakramguda,

Hyderabad - 500032, Telangana, India

Tel.: (040) 6716 2222 Fax: (040) 2343 1551

Investor Grievance E-mail: einward.ris@kfintech.com

Website: www.kfintech.com

VIII. **Credit Ratings:**

During the Financial Year 2024-25, your Company has increased its Commercial Paper Programme from ₹ 1,000 Crore (Rupees One Thousand Crore Only) to ₹ 1,200 Crore (Rupees One Thousand and Two Hundred Crore Only) and had obtained a dual credit rating for the same, 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).

The borrowing by way of issuance of Commercial Papers upto the aforesaid aggregate limit of ₹ 1,200 Crore (Rupees One Thousand and Two Hundred Crore Only) has been approved by the Board of Directors of the Company.

Moreover, your Company continues to enjoy long term rating of “ICRA AA” (pronounced as ‘ICRA double A’ for its ₹ 23.25 Crore Bank limits / facilities and short-term rating of “ICRA A1+” (pronounced as ‘ICRA A one plus’ rating) for its ₹ 620.20 Crore Bank limits / facilities.

IX. Plant Locations:

The Company has plants at various locations across the country, including 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), Bundi (Rajasthan), Medchal (Telangana)

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).

X. Address for Correspondence:

Mr. S. Varadaraj

Chief Financial Officer

“Godrej One”, 3rd Floor, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079, Maharashtra
Phone: 022 – 2519 4416, Fax: 022 - 2519 5124
E-mail Id: s.varadaraj@godrejagrovet.com;
Website: www.godrejagrovet.com

Mr. Vivek Raizada

Company Secretary & Compliance Officer

“Godrej One”, 3rd Floor, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079, Maharashtra
Phone: 022 – 2519 4416, Fax: 022 - 2519 5124
E-mail Id: vivek.raizada@godrejagrovet.com;
Website: www.godrejagrovet.com

Investor Correspondence should be addressed to:

KFin Technologies Limited

(Formerly known as KFin Technologies Private Limited)

Selenium Tower B, Plot No. 31 & 32,
Financial District, Nanakramguda,
Hyderabad - 500 032, Telangana, India
Tel.: (040) 6716 2222 Fax: (040) 2343 1551
Investor Grievance E-mail: einward.ris@kfintech.com
Website: www.kfintech.com

Exclusive E-mail ID for Investors / Shareholders:

The Company has designated gavlinvestors@godrejagrovet.com as an e-mail ID to enable the Shareholders and Investors to correspond with the Company.

XI. SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralized web-based complaints redress system.

The salient features of this system are:

1. Centralized database of all complaints;
2. Online upload of Action Taken Reports (ATRs) by concerned companies; and

3. Online viewing by investors of actions taken on the complaint and its current status.

Dispute Resolution Mechanism:

Securities and Exchange Board of India (“SEBI”) has, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, issued a Standard Operating Procedure (“SOP”) for dispute resolution under the Stock Exchange Arbitration Mechanism for disputes between a listed company and/or registrars to an issue and share transfer agents and its shareholder(s)/investor(s).

SEBI SCORES: A centralised web based complaints redress system ‘SCORES’ which serves as a centralised database of all complaints received, enables uploading of Action Taken Reports by the concerned companies and online viewing by the investors of actions taken on complaints and its current status.

Online Dispute Resolution Portal (‘ODR Portal’): A mechanism to streamline and strengthen the existing dispute resolution in the Indian Securities Market, SEBI, vide Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023 (updated as on December 20, 2023), introduced the ODR Portal. This mechanism enhanced the degree of regulatory supervision by SEBI over disputes between aggrieved parties and the ODR order is binding on both the parties to the dispute.

Pursuant to above-mentioned Circulars, the aggrieved party can initiate the mechanism through the ODR portal, after exercising the primary options to resolve the issue directly with the Company and through the SCORES platform.

XII. Non-compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) of Para C to Schedule V of the Listing Regulations:

Except as stated in this report, the Company has complied with all the requirements in this regard, to the extent applicable.

XIII. Code of Conduct:

The Code of Conduct for the Board of Directors and the Senior Management Personnel has been disclosed on the website of your Company at <https://www.godrejagrovet.com/sustainability/codes-and-policies>.

The declaration by the Managing Director stating that all the Board Members and Senior Management Personnel have affirmed their compliance with the Code of Conduct of the Company for the Financial Year ended March 31, 2025, is annexed to this Corporate Governance Report.

XIV. Disclosures by Management to the Board of Directors:

Your Company had received disclosures from all the Senior Management Personnel stating that none of them had any personal interest in any of the financial and commercial transactions entered into by the Company during the Financial Year 2024-25.

XV. Public, Rights and Other Issues:

There were no Public, Rights and Other Issues during the Financial Year 2024-25, except grant of Stock Options under Employees Stock Grant Scheme, 2018.

XVI. CEO and CFO Certification:

Mr. Balram Singh Yadav, Managing Director and Mr. S. Varadaraj, Chief Financial Officer, have issued the Certificate in accordance with Regulation 17(8) of the Listing Regulations with regards to Quarter and Annual Financial Statements for the Financial Year ended March 31, 2025.

XVII. Management Discussion and Analysis Report:

Management Discussion and Analysis Report for the Financial Year 2024-25 forms a part of this Annual Report.

XVIII. Disclosure of Accounting Treatment in preparation of Financial Statements:

The Financial Statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India and comply with the Indian Accounting Standards (Ind-AS) specified under Section 133 of the Companies Act, 2013.

XIX. Compliance Certificate on Corporate Governance:

As per Para E of Schedule V of the Listing Regulations, the Certificate issued by M/s. BNP & Associates, Company

Secretaries, regarding compliance of conditions of Corporate Governance is annexed to this Corporate Governance Report.

XX. Disclosures of compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of the Listing Regulations:

| Sr. No. | Particulars | Regulation | Compliance Status Yes/ No/N.A. | Compliance observed for the following: |
|---------|---|------------|--------------------------------|---|
| 1. | Board of Directors | 17 & 17A | Yes | <ul style="list-style-type: none"> ● Board Composition ● Meeting of Board of Directors ● Review of Compliance Reports ● Plans for Orderly Succession for Appointments ● Code of Conduct ● Fees / Compensation ● Minimum Information to be placed before the Board ● Compliance Certificate ● Risk Assessment and Management ● Performance Evaluation of Independent Directors ● Explanatory Statement to be annexed ● Maximum Number of Directorship ● Recommendation of Board |
| 2. | Audit Committee | 18 | Yes | <ul style="list-style-type: none"> ● Composition of Audit Committee ● Meeting of Audit Committee ● Powers of Audit Committee ● Role of Audit Committee and ● Review of Information by the Committee |
| 3. | Nomination and Remuneration Committee ("NRC") | 19 | Yes | <ul style="list-style-type: none"> ● Composition of NRC ● Meetings of NRC ● Powers of NRC ● Role of NRC |
| 4. | Stakeholders' Relationship Committee ("SRC") | 20 | Yes | <ul style="list-style-type: none"> ● Composition of SRC ● Role of SRC ● Meetings of SRC |
| 5. | Risk Management Committee ("RMC") | 21 | Yes | <ul style="list-style-type: none"> ● Composition of RMC ● Role of RMC ● Meetings of RMC |
| 6. | Vigil Mechanism | 22 | Yes | <ul style="list-style-type: none"> ● Formulation of Vigil Mechanism for Directors and Employees ● Direct access to Chairperson of Audit Committee |
| 7. | Related Party Transactions | 23 | Yes | <ul style="list-style-type: none"> ● Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions ● Related Party Transactions of the Company are in accordance with contracts duly approved by the Audit Committee, Board of Directors and Shareholders. ● Review of transactions pursuant to aforesaid Contracts ● Disclosure of Related Party Transactions |

| Sr. No. | Particulars | Regulation | Compliance Status Yes/ No/N.A. | Compliance observed for the following: |
|---------|---|-------------------|--------------------------------|--|
| 8. | Corporate Governance requirements with respect to subsidiary of Listed entity | 24 & 24A | Yes | <ul style="list-style-type: none"> Review of Investments made by unlisted subsidiary companies by the Audit Committee. Minutes of Meetings of Board of Directors of unlisted subsidiary companies placed at the Meetings of the Board of Directors of the Company. Review of significant transactions and arrangements entered into by the Unlisted subsidiary companies. Secretarial Audit Report of Material Subsidiary to be annexed. |
| 9. | Obligations with respect to Independent Directors | 25 | Yes | <ul style="list-style-type: none"> Maximum Directorships and Tenure Meeting of Independent Directors Familiarization of Independent Directors |
| 10. | Obligations with respect to Directors and Senior Management | 26 | Yes | <ul style="list-style-type: none"> Memberships / Chairmanships in Committees Affirmation with compliance to Code of Business conduct and Ethics from Directors and Management |
| 11. | Other Corporate Governance Requirements | 27 | Yes | <ul style="list-style-type: none"> Compliance with discretionary requirements Filing of quarterly compliance report on Corporate Governance |
| 12. | Website | 46(20) (b) to (i) | Yes | <ul style="list-style-type: none"> Terms and conditions of appointment of Independent Directors. Composition of various Committees of Board of Directors. Code of Business Conduct and Ethics for Directors Management Personnel. Details of establishment of Vigil Mechanism / Whistle Blower Policy. Policy on dealing with Related Party Transactions. Details of familiarization programmes imparted to Independent Directors. |

XXI. Transfer of Unpaid / Unclaimed amounts of Dividend to Investor Education and Protection Fund:

During the Financial Year 2024-25, the Company was not required to transfer any amount to the Investor Education and Protection Fund (IEPF), pursuant to Rule 5(4) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as no such amount of dividend was lying in the unpaid / unclaimed dividend account for 7 (Seven) years or more.

XXII. Disclosure of Loans and Advances of the Company and its Subsidiaries in the nature of loans to Firms / Companies in which Directors are interested by name and amount:

The Company has not made any loans and advances in the nature of loans to firms/ companies in which Directors are interested by name and amount.

XXIII. Details of Material Subsidiaries of the Company, including the date and place of incorporation and the name and date of appointment of the Statutory Auditors of such Subsidiaries:

| Sr. No. | Particulars of the Material Subsidiary | Details of Material Unlisted Subsidiary | Details of Material Unlisted Subsidiary | Details of Material Listed Subsidiary |
|---------|---|---|---|---|
| 1. | Name | Creamline Dairy Products Limited ("CDPL") | Godrej Foods Limited ("GFL") (formerly known as "Godrej Tyson Foods Limited") | Astec LifeSciences Limited ("Astec") |
| 2. | Place of Incorporation | Hyderabad, India | Mumbai | Mumbai |
| 3. | Name of the Statutory Auditors | BSR & Co. LLP, Chartered Accountants | BSR & Co. LLP, Chartered Accountants | BSR & Co. LLP, Chartered Accountants |
| 4. | Date of Appointment of Statutory Auditors | At the 35 th (Thirty-Fifth) Annual General Meeting of CDPL held on July 27, 2022, BSR & Co. LLP, The Chartered Accountants having Firm Registration No. 101248W / W-100022 was appointed to conduct the Statutory Audit of CDPL from the Financial Year 2022-23 upto the Financial Year 2026-27. | At the 14 th (Fourteenth) Annual General Meeting of GTFL held on July 26, 2022, BSR & Co. LLP, The Chartered Accountants having Firm Registration No.101248W/W-100022 was appointed to conduct the Statutory Audit of GFL from the Financial Year 2022-23 upto the Financial Year 2026-27. | At the 28 th (Twenty-Eighth) Annual General Meeting of Astec held on July 25, 2022, BSR & Co. LLP, The Chartered Accountants having Firm Registration No.101248W / W-100022 was appointed to conduct the Statutory Audit of Astec from the Financial Year 2022-23 upto the Financial Year 2026-27. |

XXIV. Disclosure as per Part G of the Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the Financial Year 2024-25, the Company was informed by way of a family letter dated April 30, 2024, issued jointly by Mr. Adi Godrej (ABG), Mr. Nadir Godrej (NBG), Mrs. Smita Vijay Crishna (SVC) and Mr. Jamshyd Godrej (JNG) that the Godrej Family Members had entered into a Family Settlement Agreement and a brand & non-compete agreement on April 30, 2024. The Company was not a party to these agreements.

The settlement contemplated a realignment of *inter alia* the shareholding of Godrej Industries Limited, which is the holding company of the Company, subject to applicable regulatory approvals. On July 18, 2024, the Company received the intimation from Godrej Family Members that the realignment pursuant to the said Family Settlement Agreement was completed. Accordingly, pursuant to the realignment, the management and control of the Company continues to be with the ABG / NBG family, and the JNG / SVC family are not involved in the management and operations of the Company. Also, no members of the JNG / SVC Family are Directors on the Board of Directors of the Company, and they have been reclassified as 'public' category shareholders in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

XXV. Disclosures with respect to demat suspense account/ unclaimed suspense account

In accordance with the requirement of Regulation 34(3) and Part F of Schedule V to the SEBI Listing Regulations, details of Equity Shares of the Company in the suspense account are as follows:

| Particulars | Number of Shareholders | Number of Equity Shares |
|--|------------------------|-------------------------|
| Aggregate number of shareholders and the outstanding shares in the suspense account lying as on April 1, 2024 | - | - |
| Shareholders who approached the Company for transfer of shares from suspense account during the Financial Year 2024-25 | - | - |
| Shareholders to whom shares were transferred from the suspense account during the Financial Year 2024-25 | - | - |
| Shareholders whose shares are transferred to the demat account of the IEPF Authority as per Section 124 of the Act | - | - |
| Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2025 | - | - |

**DECLARATION BY MANAGING DIRECTOR
WITH RESPECT TO COMPLIANCE WITH CODE OF CONDUCT OF
GODREJ AGROVET LIMITED (“THE COMPANY”)**

As provided under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V of the said Regulations, this is to confirm that all the Members of the Board of Directors and the Senior Management have affirmed compliance with the Code of Conduct for the Financial Year ended March 31, 2025.

For Godrej Agrovat Limited

Sd/-

Balram S. Yadav
Managing Director
(DIN: 00294803)

Date: April 30, 2025

Place: Mumbai

**CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To,
**The Members of
Godrej Agrovat Limited**
Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway, Vikhroli (East),
Mumbai - 400079, Maharashtra

We have examined all relevant records of Godrej Agrovat Limited (further known as “the Company”) for the purpose of certifying compliance of the disclosure requirements and Corporate Governance norms as specified for the Listed Companies as prescribed in Regulations 17 to 27, clauses (b) to (l) of sub-regulation (2) of regulation 46 and paras C, D and E of Schedule V of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘LODR’), for the Financial Year ended March 31, 2025. We have obtained all the information and explanations to the best of our knowledge and belief, which were necessary for the purpose of this certification.

We state that the compliance of conditions of Corporate Governance is the responsibility of the Management, and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in the aforesaid for listed company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]

Sd/-

Avinash Bagul

Partner

FCS No: 5578 / C P No: 19862

PR No. 6316 /2024

UDIN : F005578G000242474

Place: Mumbai

Date: April 30, 2025

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Godrej Agrovet Limited,
 Godrej One, 3rd Floor, Pirojshanagar,
 Eastern Express Highway, Vikhroli (East),
 Mumbai- 400079, Maharashtra

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Godrej Agrovet Limited bearing CIN: L15410MH1991PLC135359 and having Registered Office at Godrej One, 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai 400079, Maharashtra (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for Financial Year ended March 31, 2025, have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, the Ministry of Corporate Affairs, or any such other Statutory Authority(ies).

| Sr. No. | Name of Director | DIN | Date of Appointment in Company* (DD/MM/YYYY) |
|---------|--------------------------|----------|---|
| 1. | Mr. Nadir B. Godrej | 00066195 | 25-11-1991 |
| 2. | Ms. Tanya Dubash | 00026028 | 10-04-2003 |
| 3. | Ms. Nisaba Godrej | 00597503 | 24-07-2006 |
| 4. | Mr. Pirojsha Godrej | 00432983 | 05-11-2018 |
| 5. | Mr. Burjis Godrej | 08183082 | 01-11-2022 |
| 6. | Mr. Balram S. Yadav | 00294803 | 01-09-2007 |
| 7. | Dr. Ritu Anand | 00363699 | 18-07-2017 |
| 8. | Ms. Aditi Kothari Desai | 00426799 | 18-07-2017 |
| 9. | Ms. Roopa Purushothaman | 02846868 | 18-07-2017 |
| 10. | Mr. Natarajan Srinivasan | 00123338 | 04-02-2019 |
| 11. | Mr. Kannan Sitaram | 01038711 | 17-06-2019 |
| 12. | Dr. Ashok Gulati | 07062601 | 07-05-2021 |
| 13. | Ms. Ritu Verma | 05262828 | 27-01-2023 |

Note: The date of appointment is as per the date appearing in MCA records.

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on February 11, 2025, has approved the re-appointment of and remuneration payable to Mr. Balram S. Yadav as the "Managing Director" of the Company for a further period commencing from May 1, 2025 upto August 31, 2025, subject to approval of the Shareholders. The Members of the Company, have also approved the aforementioned re-appointment and remuneration payable to Mr. Bairam S. Yadav, through a Special Resolution passed by Postal Ballot concluded on April 18, 2025.

The Board of Directors at its Meeting held on February 11, 2025 has approved the appointment and remuneration of Mr. Sunil Kataria as the "Chief Executive Officer & Managing Director - Designate" of the Company for a first term comprising of a period commencing from May 5, 2025 upto August 31, 2025 and as the "Chief Executive Officer & Managing Director", after superannuation of Mr. Bairam Singh Yadav, for a second term comprising of a period of 5 (Five) Financial Years commencing from September 1, 2025 upto August 31, 2030, subject to approval of the Shareholders. The Shareholders of the Company have approved the aforementioned appointment, re-appointment and remuneration payable to Mr. Sunil Kataria through Special Resolutions passed by Postal Ballot concluded on April 18, 2025.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For BNP & Associates
Company Secretaries
 Firm Registration. No. P2014MH037400
 PR. No: /2024

Sd/-
Avinash Bagul
Partner
 FCS No: 5578 / C P No: 19862
 UDIN: F005578G000242507

Date: April 30, 2025
Place: Mumbai

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (BRSR)

For the Financial Year ended March 31, 2025

SECTION A: GENERAL DISCLOSURES:

I. Details of the Listed Entity:

| | | |
|-----|---|---|
| 1. | Corporate Identity Number (CIN) of the Listed Entity | L15410MH1991PLC135359 |
| 2. | Name of the Listed Entity | GODREJ AGROVET LIMITED |
| 3. | Year of Incorporation | 1991 |
| 4. | Registered Office Address | “Godrej One”, 3 rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079 Maharashtra, India |
| 5. | Corporate Address | “Godrej One”, 3 rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079 Maharashtra, India |
| 6. | E-mail Address | gavlinvestors@godrejagrovet.com |
| 7. | Telephone No. | 022 - 2519 4416 |
| 8. | Website | www.godrejagrovet.com |
| 9. | Financial Year for which reporting is being done | 2024-25 (i.e., from April 1, 2024 to March 31, 2025) |
| 10. | Name(s) of the Stock Exchange(s) where Shares are listed | 1. National Stock Exchange of India Limited 2. BSE Limited |
| 11. | Paid-up Capital as on March 31, 2025 | ₹ 1,92,26,63,470/- (i.e., 19,22,66,347 Equity Shares of Face Value of ₹10/- each) |
| 12. | Name and Contact Details (Telephone, E-mail Address) of the person who may be contacted in case of any queries on this Report | Name: Mr. Balram Singh Yadav Designation: Managing Director DIN: 00294803 Telephone No.: 022 – 2519 4416 E-mail Address: bs.yadav@godrejagrovet.com |
| 13. | Reporting Boundary - Are the disclosures under this Report made on a Standalone basis (i.e., only for the Entity) or on a Consolidated basis (i.e., for the Entity and all the entities which form a part of its Consolidated Financial Statements, taken together) | The disclosures under this Report are made on a standalone basis, i.e., for the Company only. |
| 14. | Name of the Assurance Provider | SGS India Pvt. Ltd. (in respect of data covered under Principle 6) |
| 15. | Type of Assurance obtained | Limited Assurance (not mandatory for the Company) is in progress (in respect of data covered under Principle 6) |

II. Products / Services:

16. Details of Business Activities (accounting for 90% of the Turnover):

| Sr. No. | Description of Main Activity | Description of Business Activity | % of Turnover of the Entity |
|--------------|---------------------------------------|---|-----------------------------|
| 1. | Animal Feeds | Manufacture and Marketing of Animal Feeds | 68% |
| 2. | Agricultural Inputs / Crop Protection | Manufacture and Marketing of Agricultural Inputs / Crop Protection products | 12% |
| 3. | Vegetable Oil | Manufacture and Marketing of Vegetable Oil | 20% |
| TOTAL | | | 100% |

17. Products / Services sold by the Entity (accounting for 90% of the Entity's Turnover):

| Sr. No. | Product / Service | NIC Code | % of Total Turnover Contributed |
|--------------|---------------------------------------|----------------------------|---------------------------------|
| 1. | Animal Feeds | 10801, 10802, 10803 | 68% |
| 2. | Agricultural Inputs / Crop Protection | 20121, 20211, 20213, 20219 | 12% |
| 3. | Vegetable Oil | 10402 | 20% |
| TOTAL | | | 100% |

III. Operations:

18. Number of Locations where Plants and/or Operations / Offices of the Entity are situated:

| Location | No. of Plants | No. of Offices | No. of Research & Development Centers | Total |
|---------------|---------------|----------------|---------------------------------------|-------|
| National | 27 | 14 | 3 | 44 |
| International | - | - | - | - |

19. Markets served by the Entity:

a) Number of Locations:

| Locations | Number |
|----------------------------------|---------------------------------|
| National (No. of States) | 28 States & 5 Union Territories |
| International (No. of Countries) | 1 |

b) Contribution of Exports as a Percentage of the Total Turnover of the Entity: 0.01%

c) A Brief on Types of Customers:

The Company is a food and agri conglomerate, dedicated to improving the productivity of Indian farmers by innovating products and services that sustainably increase crop and livestock yields.

The Company's Animal Feed business provides a wide range of products including Cattle Feed, Poultry Feed, Aqua Feed and Specialty Feed. The Company works closely with farmers to provide on-farm technical support and engage them in skill building activities. The Company's Crop Protection business provides a wide range of products that cater to the entire crop lifecycle. As regards Oil Palm as well, we are one of the largest oil palm developers in India and work directly with the farmers for the entire lifecycle of their crop and our range of products, including Crude Palm Oil, Crude Palm Kernel Oil and Palm Kernel Cake. Our Aquafeed products enable higher farm profitability to the aquaculture industry and the Company offer solutions for better pond management to the farmers.

IV. Employees:20. Details as at the End of the Financial Year:a) Employees and Workers (including Differently Abled):

| Sr. No. | Particulars | Total (A) | Male | | Female | |
|------------------|--------------------------------|--------------|--------------|------------|------------|-----------|
| | | | No. (B) | % (B / A) | No. (C) | % (C / A) |
| EMPLOYEES | | | | | | |
| 1. | Permanent (D) | 1,809 | 1,600 | 88% | 209 | 12% |
| 2. | Other than Permanent (E) | 1,026 | 966 | 94% | 60 | 6% |
| 3. | Total Employees (D + E) | 2,835 | 2,566 | 91% | 269 | 9% |
| WORKERS | | | | | | |
| 4. | Permanent (F) | 884 | 878 | 99% | 6 | 1% |
| 5. | Other than Permanent (G) | 2,817 | 2,651 | 94% | 166 | 6% |
| 6. | Total Workers (F + G) | 3,701 | 3,529 | 95% | 172 | 5% |

b) Differently Abled Employees & Workers:

| Sr. No. | Particulars | Total (A) | Male | | Female | |
|------------------------------------|--------------------------------|-----------|-----------|-------------|----------|-----------|
| | | | No. (B) | % (B / A) | No. (C) | % (C / A) |
| DIFFERENTLY ABLED EMPLOYEES | | | | | | |
| 1. | Permanent (D) | 4 | 4 | 100% | 0 | 0% |
| 2. | Other than Permanent (E) | 0 | 0 | 0% | 0 | 0% |
| 3. | Total Employees (D + E) | 4 | 4 | 100% | 0 | 0% |
| DIFFERENTLY ABLED WORKERS | | | | | | |
| 4. | Permanent (F) | 8 | 8 | 100% | 0 | 0% |
| 5. | Other than Permanent (G) | 3 | 3 | 100% | 0 | 0% |
| 6. | Total Workers (F + G) | 11 | 11 | 100% | 0 | 0% |

21. Participation / Inclusion / Representation of Women (as on March 31, 2025):

| Particulars | Total (A) | No. & Percentage of Females | |
|--------------------------|-----------|-----------------------------|-----------|
| | | No. (B) | % (B / A) |
| Board of Directors | 13 | 6 | 46.15% |
| Key Managerial Personnel | 2 | 0 | 0% |

22. Turnover Rate for Permanent Employees and Workers:

(Disclose trends for the past 3 years)

| Particulars | Financial Year 2024-25 (Turnover Rate in Current Financial Year) | | | Financial Year 2023-24 (Turnover Rate in Previous Financial Year) | | | Financial Year 2022-23 (Turnover Rate in the Year prior to Previous Financial Year) | | |
|---------------------|--|--------|--------------|---|--------|--------------|---|--------|--------------|
| | Male | Female | Total | Male | Female | Total | Male | Female | Total |
| Permanent Employees | 24.2% | 22.2% | 24.2% | 21.7% | 30.6% | 22.4% | 21.2% | 24.6% | 21.4% |
| Permanent Workers | 7.68% | 0.0% | 7.79% | 7.3% | 50% | 7% | 7.0% | 50.0% | 7.0% |

V. Holding, Subsidiary & Associate Companies (including Joint Ventures):

23. (a) Names of Holding / Subsidiary / Associate Companies / Joint Ventures:

| Sr. No. | Names of the Holding / Subsidiary / Associate Companies / Joint Ventures (A) | Whether Holding / Subsidiary / Associate / Joint Venture | % of Shares held by Listed Entity | Whether the Entity indicated at Column A, participates in the Business Responsibility Initiatives of the Listed Entity? (Yes / No) |
|---------|--|---|-----------------------------------|--|
| 1. | Godrej Industries Limited | Holding Company (holding 64.88% of the Equity Shares of the Entity) | N/A | Has its own business responsibility initiatives |
| 2. | Godvet Agrochem Limited | Subsidiary Company | 100% | Not mandatorily required to comply with Section 135 of the Companies Act, 2013 |
| 3. | Godrej Cattle Genetics Private Limited | Subsidiary Company | 100% | Not mandatorily required to comply with Section 135 of the Companies Act, 2013 |
| 4. | Godrej Tyson Foods Limited | Subsidiary Company | 100% | Has its own business responsibility initiatives |
| 5. | Creamline Dairy Products Limited | Subsidiary Company | 51.91% | Has its own business responsibility initiatives |
| 6. | Astec LifeSciences Limited | Subsidiary Company | 64.76% | Has its own business responsibility initiatives |
| 7. | Behram Chemicals Private Limited | Subsidiary Company | N/A since a step-down subsidiary | Not mandatorily required to comply with Section 135 of the Companies Act, 2013 |
| 8. | Comercializadora Agricola Agroastrachem Cia Ltda | Subsidiary Company | N/A since a step-down subsidiary | Not Applicable since a foreign subsidiary |

("N/A" denotes "Not Applicable".)

VI. Corporate Social Responsibility (CSR) Details:

24. (i) Whether CSR is applicable as per Section 135 of the Companies Act, 2013: Yes
- (ii) Turnover: Rs. 69,884,193,909/-
- (iii) Net Worth: Rs. 25,733,445,224 /-

VII. **Transparency & Disclosures Compliances:**25. Complaints / Grievances on any of the Principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

| Stakeholder Group from whom Complaint is received | Grievance Redressal Mechanism in place (Yes / No) (If Yes, web-link for Grievance Redressal Policy) | Financial Year 2024-25 (Current Financial Year) | | | Financial Year 2023-24 (Previous Financial Year) | | |
|---|--|--|--|--|---|--|--|
| | | Number of Complaints filed during the Year | Number of Complaints pending resolution at close of the Year | Remarks | Number of Complaints filed during the Year | Number of Complaints pending resolution at close of the Year | Remarks |
| Communities | Not specific | 0 | 0 | Nil | 0 | 0 | Nil |
| Investors (other than Shareholders) | Not specific | 0 | 0 | Nil | 0 | 0 | Nil |
| Shareholders | Yes https://www.godrejagrovet.com/sustainability/codes-and-policies | 11 | 0 | Resolved | 85 | 0 | Resolved |
| Employees and Workers | Yes https://www.godrejagrovet.com/sustainability/codes-and-policies | 3 | 0 | 3 complaints have been received and resolved during the year | 3 | 1 | 2 complaints have been resolved while 1 complaint was filed close to the end of the year |
| Customers | Not specific | 1,046 | 0 | Resolved in a timely manner (Includes product related queries) | 1,227 | 0 | Resolved (Includes product related queries) |
| Value Chain Partners | Not specific | 0 | 0 | Nil | 0 | 0 | Nil |
| Others | - | 0 | 0 | Nil | 0 | 0 | Nil |

26. Overview of the Entity's Material Responsible Business Conduct Issues:

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

| Sr. No. | Material Issue Identified | Indicate whether Risk or Opportunity (R / O) | Rationale for identifying the Risk / Opportunity | In case of Risk, Approach to adapt or mitigate | Financial Implications of the Risk or Opportunity (Positive or negative implications) |
|---------|---------------------------|--|---|---|---|
| 1. | Water Stewardship | Risk | <p>Rising population, urbanization, and economic growth coupled with climate change significantly affects the availability, quality, and access to water in the world. In India, added dimensions of reliance on an increasingly unpredictable monsoon, diminishing groundwater resources, and changes in land use patterns further accentuate the water crisis.</p> <p>We are a diversified Agro company, with significant reliance on agriculture commodities - important raw materials for our operation. Also, our manufacturing plants at PAN India largely dependent on ground water – where quality of water matters the most.</p> | <p>Water Risk Assessment - We have conducted detailed water risk assessments for all our business. We use WRI Aqueduct, WWF water risk tool and CGWA report for assessment & scenario development. We have considered various parameters for the assessment, which include water stress, water depletion, interannual variability, seasonal variability, groundwater depletion, riverine flood and coastal flood. Based on business significance we identified & prioritized plants & developed detailed action plan for implementation.</p> <p>Integrated Watershed Development Project - Aims at restoring the ecological balance in the drought prone areas. Under this project, efforts have been to create infrastructure to recharge groundwater, make it available for irrigation and to improve farmer livelihoods. The local communities are further trained in water management and sustainable agriculture land management practices</p> <p>Our Sustainability Strategy “Good & Green” - We are undertaking several initiatives to reduce our specific water consumption, reduce dependency on freshwater withdrawal, increase recycle & reuse of water within operations and construction of rainwater harvesting or recharge zone within our operational facilities</p> | Negative |

| Sr. No. | Material Issue Identified | Indicate whether Risk or Opportunity (R / O) | Rationale for identifying the Risk / Opportunity | In case of Risk, Approach to adapt or mitigate | Financial Implications of the Risk or Opportunity (Positive or negative implications) |
|---------|--|--|--|--|---|
| 2. | Energy and Emissions Management | Opportunity | Energy and emission management are crucial for a sustainable future, offering benefits that extend beyond environmental protection to include economic advantages and improved operational efficiency. Effective management of energy and emissions reduces environmental impact, lowers operational costs, enhances corporate image, and contributes to a more sustainable and resilient economy. | <p>SBTI Commitment – Our company committed to reduction in Scope 1 & 2 greenhouse gas emissions by 37.5% and Scope 3 emissions by 16% by FY 2034-35, aligning to climate science of well below 2-degree scenario. With commitment of net zero in scope-1&2 by FY’35</p> <p>Transition towards Renewable Energy Portfolio - Targeting 90% of the total energy consumption through renewable sources by installation of Solar PV panels, green power procurement and solar captive projects.</p> <p>Consortium Approach to Value Chain Emission – To overcome challenges like Non-availability of India specific emission factors Traceability due to complex value chains, significant proportion of procurement from traders, Noncontiguous nature of suppliers etc. Our plan is to create a consortium of interested companies to develop programs based on the regenerative agriculture framework, targeted at specific commodities in specific Indian states. The goals of these programs will be twofold – create baseline datasets and MRV mechanisms for data collection, and in parallel, implement interventions to boost regen agricultural metrics including emissions.</p> | Positive |

| Sr. No. | Material Issue Identified | Indicate whether Risk or Opportunity (R / O) | Rationale for identifying the Risk / Opportunity | In case of Risk, Approach to adapt or mitigate | Financial Implications of the Risk or Opportunity (Positive or negative implications) |
|---------|---|--|---|---|---|
| 3 | Occupational Health & Safety (OHS) | Risk and Opportunity | <p>Occupational health and safety (OHS) is vital for us as it protects employees from harm, reduces accidents and illnesses, and ultimately boosts productivity and efficiency. By prioritizing OHS can lower costs associated with injuries and absenteeism, improve employee morale, and enhance overall reputation and brand image.</p> <p>As a company, we are committed to provide a healthy & safe working environment, equipment technology and systems to our teams & associated stakeholders</p> | <p>Safety & Health Management System (SHMS) – It is based on 25 safety standards with various critical elements and sub-elements. The SHMS policy is designed to enhance the performance of the Company’s individual units through target setting and continuous monitoring of key performance indicators as well as promoting a safety culture across the organization.</p> <p>Environment, Health & Safety (EHS) Risk Management Framework - which is reviewed on a regular basis along with mitigation plans for identified routine and non-routine activities. Our Company has implemented various techniques such as Hazard Identification Risk Assessment (HIRA), Hazard and Operability Analysis (HAZOP), green and brown field project audit, plant inspection checklists etc. and other consequence modelling studies.</p> <p>I-safe (Digital tool) for reporting of incident - Workers and employees across the Company’s manufacturing locations have access to this application to report all kinds of work-related unsafe acts and unsafe conditions. A well-defined Safe Operating Procedure (SOP) is in place for defining nature and severity of the reported incident as well as necessary corrective actions and continuous status monitoring of incidents raised on the platform.</p> | Negative |

| Sr. No. | Material Issue Identified | Indicate whether Risk or Opportunity (R / O) | Rationale for identifying the Risk / Opportunity | In case of Risk, Approach to adapt or mitigate | Financial Implications of the Risk or Opportunity (Positive or negative implications) |
|---------|--|--|--|--|---|
| 4. | Employee Engagement & Development | Opportunity | <p>Our people serve as the cornerstone of our company, and their engagement and development are crucial to the company's success, contributing to higher productivity, reduced turnover, improved customer satisfaction, and increased profitability. Engaged and developed employees are more likely to be passionate, innovative, and committed to the company's goals, ultimately driving organizational growth.</p> <p>Employee engagement and well-being significantly influence these outcomes, highlighting the importance of valuing and investing in employees.</p> | <p>Professional Education Policy – The company promotes a continuous Learning Culture by creating an ecosystem where learning is relevant to the employee's life cycle and serves both the organizational objectives as well as an individual's aspirations. We offer financial assistance to its employees through our professional education policy to encourage and facilitate continuous learning and knowledge enhancement of its employees. The objective of this policy is - To ensure continuous capability-building of employees to achieve business objectives and assist employees to acquire specific professional qualifications that will enhance their effectiveness and enable them on the growth path to their specific career aspiration.</p> <p>Leadership Development Program for Women - designed for our women talent at the mid-management level. This six-month initiative is built on three key pillars: Capability – Strengthening and refining leadership skills. Connect – Gaining mentorship and guidance from internal leaders. Community – Building meaningful, long-lasting professional relationships.</p> <p>Management Development Program - Designed to develop the skills and knowledge of mid-level managers, this program provides participants with a roadmap to become new-age leaders who are self-aware, financially savvy, analytical, and excellent communicators.</p> | Positive |

| Sr. No. | Material Issue Identified | Indicate whether Risk or Opportunity (R / O) | Rationale for identifying the Risk / Opportunity | In case of Risk, Approach to adapt or mitigate | Financial Implications of the Risk or Opportunity (Positive or negative implications) |
|---------|------------------------------------|--|---|---|---|
| 5. | Innovation & Technology | Opportunity | Aligning to our vision of – Improving the productivity of Indian farmer by innovative products & services that sustainably increase crop and livestock yields. Our company 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. | <p>Product Innovation - Godrej Cattle Genetics specializes in breeding and production of the highest genetic potential animal. We invest time and energy in procuring the best donors available from all around India. These donor animals are acclimatized to local conditions better than imported animals and exhibit a range of desired traits that would benefit dairy farmers: longevity, persistence, high and rich milk yield, disease resistance. We monitor the performance of our animals daily - using progressive state-of-the-art software: milk production, animal health, treatments, fertility, calves born, genetic lines, milk quality and much more. Furthermore, we keep full records of all our breeding events to allow our customers fully traceable and reliable information.</p> <p>Drone based Health Monitoring – Our Oil Palm Business, has successfully conducted a drone trials of palm plantations across Andhra Pradesh, marking a major step toward modernizing oil palm development in India. The survey focused on plantation health monitoring, and accurate tree count for enabling early detection of pest and nutrient deficiencies, and FFB (fresh fruit bunches) estimation. By utilizing cutting-edge drone technology, farmers empowered with real-time, data-driven insights to optimize yields and improve plantation health.</p> | Positive |

| Sr. No. | Material Issue Identified | Indicate whether Risk or Opportunity (R / O) | Rationale for identifying the Risk / Opportunity | In case of Risk, Approach to adapt or mitigate | Financial Implications of the Risk or Opportunity (Positive or negative implications) |
|---------|---|--|--|---|---|
| 6. | Human Rights & Labor welfare | Opportunity | <p>Respecting human and labor rights is integral to sustainable and ethical business operations. Our company is committed to upholding human rights as an integral part of our vision for a more equitable, inclusive, and greener world. Our deep respect for human rights is embedded in our corporate values, driving our obligations to our employees, our suppliers, customers, consumers and new business acquisitions and business partners including agents, clients and local communities where we operate.</p> <p>As a company committed to responsible business practices, this issue is material as an opportunity to foster inclusive workplaces, improve retention, enhance productivity, and meet stakeholder expectations including investors, customers, and regulators</p> | <p>Human right policy – To translate our commitment into action, we have established a robust Human Rights policy. It is aligned with the International Labour Organization’s Declaration on Fundamental Principles and Rights at Work, and our commitment extends to upholding the Human Rights Principles of the United Nations Global Compact and implementing the Voluntary Principles on Security and Human Rights.</p> <p>Human right due diligence - We assess and identify for actual and potential human rights impacts by regularly organising systematic human rights risk assessments. Our robust assessment deep dives into our operations and mirrors reality on ground. Working closely with our key stakeholders we identified 10 salient human rights issues in our operations. These are the most important human rights at risk of negative impacts on our business operations and activities.</p> | Positive |
| 7. | Animal Health & Welfare | Opportunity | <p>Animal health and welfare are crucial for both the well-being of animals and the broader society. Healthy animals are more productive, leading to increased food security and economic benefits. They also contribute to a balanced ecosystem and are less likely to spread diseases to humans.</p> <p>Our company actively promotes animal welfare through various initiatives, including developing high-quality animal feed, providing comprehensive dairy programs, and supporting farmers with knowledge and training on best livestock management practices.</p> | <p>Dairy program – The Company runs comprehensive dairy programs in various regions to support dairy farmers and improve cattle management practices. These programs include activities like veterinary camps, artificial insemination, and training sessions on proper feeding, hygiene, and farm management.</p> <p>Biosecurity at poultry farm – Our company prioritizes biosecurity through various measures like restricted farm access, thorough disinfection, and isolation of new animals. We emphasize preventive healthcare, focusing on hygiene and disease prevention rather than solely relying on vaccines. These protocols are crucial for maintaining the health and productivity of livestock, particularly pigs and poultry.</p> | Positive |

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES:

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the National Guidelines for Responsible Business Conduct (NGRBC) Principles (P1 to P9) and Core Elements.

| Disclosure Questions | | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|--|--|---|----|----|----|----|----|----|----|----|
| Policy and Management Processes: | | | | | | | | | | |
| 1. | a) Whether the Entity’s Policy / Policies cover each Principle and core elements of the NGRBCs [Yes (Y) / No (N)] | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| | b) Has the Policy been approved by the Board of Directors? [Yes (Y) / No (N)] | The Company has obtained approval of the Board of Directors for the Policies, wherever necessary. | | | | | | | | |
| | c) Web Link of the Policies, if available | The Policies formulated and adopted by the Company are available on the website of the Company at the weblink https://www.godrejagrovet.com/sustainability/codes-and-policies . | | | | | | | | |
| 2. | Whether the Entity has translated the Policy into procedures (Yes / No) | The Company endeavours to implement and translate all the Policies into procedures and practices in true letter and spirit. | | | | | | | | |
| 3. | Do the enlisted Policies extend to your Value Chain Partners? (Yes / No) | The Company encourages its value chain partners to uphold standards of ethics, fairness and transparency in all their dealings with the Company. | | | | | | | | |
| 4. | Name(s) of the National and International Codes / Certifications / Labels / Standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) Standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by the Entity and mapped to each Principle | The Company has ISO 27001: 2021 certification which depicts the Company’s commitment to the highest standards of data security and information management. All the cattle feed plants of the Company are BIS certified, which underscores the Company’s commitment to quality. | | | | | | | | |
| 5. | Specific Commitments, Goals and Targets set by the Entity with defined timelines, if any | Yes, the Company makes specific commitments and defines goals and targets. | | | | | | | | |
| 6. | Performance of the Entity against the specific Commitments, Goals and Targets, alongwith Reasons in case the same are not met | The Company monitors and periodically reviews its performance with respect to sustainability goals and targets and the action plans drawn for achieving the same. | | | | | | | | |
| Governance, Leadership & Oversight: | | | | | | | | | | |
| 7. | <u>Statement by Director responsible for the BRSR, highlighting ESG related Challenges, Targets and Achievements:</u> The Company remains deeply committed to addressing environmental challenges and supporting community development through purposeful, long-term initiatives. Our sustainability goals are aligned with the Godrej Group’s Good & Green vision, which aspires to build a more inclusive and environmentally sustainable future. For the second consecutive year, the Company has been included in the “A-” list – leadership band of Climate Disclosure Project (CDP). The Company’s CDP scores are ahead of the global averages. The Company made notable strides toward our 2025 sustainability goals, with 80% of its energy needs now being met through clean, renewable sources—progressing well towards its 90% target. Additionally, the Company continues to maintain its status as a water positive company, currently conserving 16 times more water than it consumes. The Company had successfully completed submission of Greenhouse Gas (GHG) emissions reduction roadmap target in line with Science Based Target’s (SBTi) “Well Below 20C” scenario. The Company was one of the first Agri company in India to commit to reduction in Scope 1 & Scope 2 GHG emissions by 37.5% and Scope 3 emissions by 16.0% by 2035. During the year, the Company achieved 19% reduction in Scope 1 & Scope 2 GHG emissions. Towards achieving Carbon Neutrality by 2035, the Company has sequestered 29,750 MT of CO2 in FY 2024-25 which accounts for 28% of the annual CO2 emission target of the Company. The Company was conferred the “CII Climate Action Program (CAP 2.0) Award,” a prestigious national recognition for proactive climate initiatives undertaken by industries. It received the “Oriented” rating - the second-highest category - highlighting our progress in climate action. This recognition strengthens stakeholder confidence and reinforces the Company’s commitment to managing climate-related risks responsibly. On the Corporate Social Responsibility (CSR) front, our livelihood initiatives remained centered on fostering sustainable economic growth for vulnerable and low-income communities. Through our CSR efforts, we enhanced the livelihoods of over 15,000 households and supported the educational journey of more than 16,000 students. | | | | | | | | | |

| Disclosure Questions | | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|----------------------|--|---|----|----|----|----|----|----|----|----|
| 8. | Details of the highest authority responsible for implementation and oversight of the Business Responsibility Policy (ies) | The implementation and oversight of the Company's Policy towards business responsibility is regularly carried out by: <ol style="list-style-type: none"> 1. Managing Director 2. Executive Director 3. Corporate Social Responsibility (CSR) Committee 4. Board of Directors | | | | | | | | |
| 9. | Does the Entity have a specified Committee of the Board / Directors responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details. | The Company has a Corporate Social Responsibility (CSR) Policy which approves and oversees CSR projects in line with the Company's strategy to bring about a positive impact on the communities through various CSR programmes. Further, Mr. Balram Singh Yadav, Managing Director and Mr. Burjis Godrej, Executive Director, also regularly look into and monitor the CSR projects implemented by the Company. | | | | | | | | |

10. Details of Review of NGRBCs by the Company:

| Subject for Review | Whether Review was undertaken by Director / Committee of the Board / any other Committee | | | | | | | | | Frequency (Annual / Half-Yearly / Quarterly / Any other) | | | | | | | | |
|--|--|----|----|----|----|----|----|----|----|---|----|----|----|----|----|----|----|----|
| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| Performance against above Policies and follow-up action | The performance is regularly reviewed by: <ol style="list-style-type: none"> 1. Managing Director 2. Executive Director 3. Corporate Social Responsibility (CSR) Committee 4. Board of Directors | | | | | | | | | The frequency of review is as follows: <ol style="list-style-type: none"> 1. Managing Director – Ongoing 2. Executive Director – Ongoing 3. Corporate Social Responsibility (CSR) Committee – Usually twice in a year 4. Board of Directors – Quarterly, usually at every Board Meeting | | | | | | | | |
| Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances | The compliance with the statutory requirements is monitored on a regular basis by: <ol style="list-style-type: none"> 1. Management 2. Audit Committee 3. Board of Directors | | | | | | | | | The frequency of review of compliance with the statutory requirements is as under: <ol style="list-style-type: none"> 1. Management – Ongoing 2. Audit Committee – Quarterly, at every Audit Committee Meeting 3. Board of Directors – Quarterly, at every Board Meeting | | | | | | | | |

| | | | | | | | | | | |
|-----|--|---|----|----|----|----|----|----|----|----|
| 11. | Has the Entity carried out independent assessment / evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency. | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| | | The working of all the Policies is internally monitored. Audit / evaluation by external agencies is carried out wherever necessary. | | | | | | | | |

12. If answer to Question (1) of Section B above is “No”, i.e., not all Principles are covered by a Policy, reasons to be stated:

| Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|----|----|----|----|----|----|----|----|----------------|
| The Entity does not consider the Principles material to its business. (Yes / No) | | | | | | | | | |
| The Entity is not at a stage where it is in a position to formulate and implement the Policies on specified Principles. (Yes / No) | | | | | | | | | Not Applicable |
| The Entity does not have the financial, human and technical resources available for the task. (Yes / No) | | | | | | | | | |
| It is planned to be done in the next Financial Year. (Yes / No) | | | | | | | | | |
| Any Other Reason (please specify) | | | | | | | | | |

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE:

PRINCIPLE 1: Businesses should conduct and govern themselves with Integrity, and in a manner that is Ethical, Transparent and Accountable

ESSENTIAL INDICATORS

1. Percentage Coverage by Training and Awareness Programmes on any of the Principles during the Financial Year:

| Segment | Total Number of Training and Awareness Programmes held | Topics / Principles covered under the Training and its Impact | % age of Persons in respective Segment covered by the Awareness Programmes |
|-----------------------------------|--|---|--|
| Board of Directors (BoD) | 4 | <ol style="list-style-type: none"> Corporate Law / Governance Updates Environment, Health & Safety Updates Risk Management Updates Corporate Social Responsibility (CSR) Updates | 100% |
| Key Managerial Personnel (KMP) | 4 | <ol style="list-style-type: none"> Corporate Law / Governance Updates Environment, Health & Safety Updates Risk Management Updates Corporate Social Responsibility (CSR) Updates | 100% |
| Employees other than BoD and KMPs | 42 | <ol style="list-style-type: none"> Code of Conduct Prevention of Sexual Harassment at the Workplace Occupational Health & Safety Good & Green – Energy Efficiency, Waste Management, Water Conservation | 100% |
| Workers | 28 | <ol style="list-style-type: none"> Occupational Health & Safety | 100% |

2. Details of Fines / Penalties / Punishment / Award / Compounding Fees / Settlement Amount paid in proceedings [by the Entity or by Directors / Key Managerial Personnel (KMPs)] with Regulators / Law Enforcement Agencies / Judicial Institutions, in the Financial Year, in the following format:

(Note: The Entity shall make disclosures on the basis of Materiality as specified in Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the Entity's website)

| Particulars | Monetary | | | Non-Monetary | |
|---|----------------|------------|-----------------|--------------|------------|
| | Penalty / Fine | Settlement | Compounding Fee | Imprisonment | Punishment |
| NGRBC Principle | | | | | |
| Name of Regulatory / Enforcement Agencies / Judicial Institutions | | | | | |
| Amount (INR) | | | Not Applicable | | |
| Brief of Case | | | | | |
| Has an Appeal been preferred (Yes / No) | | | | | |

3. Of the Instances pertaining to Fines / Penalties / Punishment / Award / Compounding Fees / Settlement Amount disclosed above, details of the Appeal / Revision preferred in Cases where Monetary or Non-Monetary Action has been appealed:

| | |
|---|----------------|
| Case Details | |
| Name of the Regulatory / Enforcement Agencies / Judicial Institutions | Not Applicable |

4. Does the Entity have an Anti-Corruption or Anti-Bribery Policy? If yes, provide details in brief and if available, provide a Web-link to the Policy:

The Company, as a responsible corporate citizen and as a company belonging to one of the largest professionally run private sector groups in the country, upholds highest standards of integrity, ethics, fairness and transparency in all its business operations and dealings and strictly prohibits corruption or bribery of any kind in its dealings. The Company has in place, a Code of Conduct applicable to all its employees as well as Directors, which is available on the website of the Company at the weblink <https://www.godrejagrovet.com/sustainability/codes-and-policies>.

Under the Code of Conduct, every employee or Director is bound:

- To carry out due diligence specific to anti-bribery and corruption when evaluating mergers, acquisitions and joint ventures;
- To prohibit money laundering and report unaccounted cash or suspicious transactions;
- Not to use one's official position to influence anyone for personal gains or favours;
- Not to give any form of bribery to government officials and their representatives and agents, whether directly or indirectly, nor accept the same from anyone;
- Not to accept, directly or indirectly, hospitality, gifts or donations that are intended for the purpose of obtaining business or might appear to incur an obligation.

Thus, accepting or giving a bribe in any form is strictly prohibited under the Company's Code of Conduct and the Company will demonstrate zero-tolerance towards any instances of violation. The Company's employees are also bound to familiarize the Company's business associates with the Company's policies and expectations as to anti-bribery or anti-corruption. The Company encourages its business partners, viz. suppliers, distributors, customers, contractors, etc. to follow ethics, transparency, fairness and accountability in their dealings with the Company.

5. Number of Directors / Key Managerial Personnel (KMPs) / Employees / Workers against whom Disciplinary Action was taken by any Law Enforcement Agency for the Charges of Bribery / Corruption:

| Particulars | Financial Year 2024-25 (Current Financial Year) | Financial Year 2023-24 (Previous Financial Year) |
|--------------------------|--|---|
| Board of Directors | Nil | Nil |
| Key Managerial Personnel | Nil | Nil |
| Employees | Nil | Nil |
| Workers | Nil | Nil |

6. Details of Complaints with regard to Conflict of Interest:

| Particulars | Financial Year 2024-25 (Current Financial Year) | | Financial Year 2023-24 (Previous Financial Year) | |
|--|--|---------|---|---------|
| | Number | Remarks | Number | Remarks |
| Number of Complaints received in relation to Issues of Conflict of Interest of Directors | Nil | - | Nil | - |
| Number of Complaints received in relation to Issues of Conflict of Interest of Key Managerial Personnel (KMPs) | Nil | - | Nil | - |

7. Details of any Corrective Action taken or underway on Issues related to Fines / Penalties / Action taken by Regulators / Law Enforcement Agencies / Judicial Institutions, on cases of Corruption and Conflicts of Interest:

Not Applicable

8. Number of Days of Accounts Payables ((Accounts Payable *365) / Cost of Goods/ Services procured) in the following format:

| Particulars | Financial Year 2024-25 (Current Financial Year) | Financial Year 2023-24 (Previous Financial Year) |
|-------------------------------------|--|---|
| Number of Days of Accounts Payables | 48 | 29 |

9. Open-ness of Business:

Provide details of Concentration of Purchases and Sales with Trading Houses, Dealers, and Related Parties, alongwith Loans and Advances & Investments, with Related Parties, in the following format:

| Parameter | Metrics | Financial Year 2024-25 (Current Financial Year) | Financial Year 2023-24 (Previous Financial Year) |
|---|---|--|---|
| Concentration of Purchases | a. Purchases from Trading Houses as % of Total Purchases | 0% | 0% |
| | b. Number of Trading Houses where Purchases are made from | 0 | 0 |
| | c. Purchases from top 10 Trading Houses as a % of Total Purchases from Trading Houses | 0% | 0% |
| Concentration of Sales | a. Sales to Dealers / Distributors as % of Total Sales | 59.8% | 70.4% |
| | b. No. of Dealers / Distributors to whom Sales are made | 8,700 | 9,586 |
| | c. Sales to top 10 Dealers / Distributors as a % of Total Sales to Dealers / Distributors | 4.7% | 10.4% |
| Share of Related Party Transactions (RPTs) in – | a. Purchases (Purchases with Related Parties / Total Purchases) | 4.5% | 4.7% |
| | b. Sales (Sales to Related Parties / Total Sales) | 7.8% | 8.1% |
| | c. Loans & Advances (Loans & Advances given to Related Parties / Total Loans & Advances) | 35.8% | 56.5% |
| | d. Investments (Investments in Related Parties / Total Investments made) | 98.7% | 96.2% |

LEADERSHIP INDICATORS

Awareness Programmes conducted for Value Chain Partners on any of the Principles during the Financial Year:

The Company has pan-India presence and operates across diverse business verticals. The Company creates awareness and encourages all its value chain partners to follow integrity, ethics, transparency and accountability in their dealings with the Company and adhere to sustainability and safety practices and standards in operations.

Does the Entity have Processes in place to avoid / manage Conflict of Interests involving Members of the Board of Directors? (Yes/No) and if yes, provide Details of the same:

The Company has formulated a Code of Conduct for Board of Directors and Senior Management Personnel, which clearly prohibits its Directors and Senior Management Personnel from engaging in any business, relationship or activity which detrimentally conflicts with the interest of the Company or brings discredit to it and further states that any situation that creates a conflict of interest between personal interests and the interests of the Company and its stakeholders must be avoided at all costs.

The Company obtains an annual declaration from its Directors and Senior Management Personnel to the effect that, during the Financial Year to which such declaration relates:

- they affirm compliance with and have not violated any of the provisions of the Code of Conduct for Board of Directors and Senior Management Personnel; and
- they did not have any personal interest in any of the material, financial and commercial transactions of the Company, which would have had any potential conflict with the interest of the Company at large.

The Code of Conduct for Board of Directors and Senior Management Personnel is available on the website of the Company (www.godrejagrovet.com) at the weblink <https://www.godrejagrovet.com/sustainability/codes-and-policies>.

PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

ESSENTIAL INDICATORS

- Percentage of Research & Development (R&D) and Capital Expenditure (Capex) Investments in Specific Technologies to improve the Environmental and Social Impacts of Product and Processes to Total R&D and Capex Investments made by the Entity, respectively:**

| Particulars | Financial Year 2024-25 (Current Financial Year) | Financial Year 2023-24 (Previous Financial Year) | Details of Improvements in Environmental and Social Impacts |
|-------------|--|---|---|
| R&D | 0% | 85.4% | R&D investments in Animal Research Centre with the objective of achieving increase in productivity and reduction in emissions |
| CAPEX | 8.8% | 14.6% | Solar projects across multiple manufacturing locations and rain water harvesting |

- Does the Entity have Procedures in place for Sustainable Sourcing? (Yes / No)**
 - If yes, what Percentage of Inputs were sourced sustainably?**

From sourcing of raw materials to the manufacturing technologies that the Company uses at its plants, the Company has been integrating sustainability into the very core of its business processes and value chain. The Company is also looking for ways to extend its sustainability efforts beyond its manufacturing plants to impact the entire life cycle of its products.

The Company has different sourcing procedures for its three key businesses – Animal Feed, Crop Protection and Vegetable Oils.

The Company's Animal Feed business has pan-India manufacturing presence and farmers remain a core constituent of the Company's sourcing of the input agri-commodities for feed business. The Company directly procures majority of its grains input from farmers / mandis located near manufacturing locations and processed commodities other than grains are procured from processors. In Crop Protection business, the Company has internal process for selection of suppliers and third parties which includes various parameters such as legal compliance, ISO certification, Environment Health & Safety practices, etc.

In Vegetable Oils business, the Company procures Fresh Fruit Bunches from farmers across Government-allocated districts which account for more than 90% of its input costs. The Company has always strived towards educating farmers on sustainable palm oil cultivation practices on a continuous basis and its extension teams are working closely with the farmers. The Company possesses a verification certification under the Indian Palm Oil Sustainability (IPOS) Framework, issued by an independent international certification body, in recognition of the sustainable practices adopted. This certification is a result of the Company's commitment to supporting farmers to enhance their farm management skills that lead to improved productivity.

3. Describe the Processes in place to safely reclaim Products for Reusing, Recycling and Disposing at the end of life, for (a) Plastics (including Packaging) (b) E-Waste (c) Hazardous Waste and (d) Other Waste:

| | |
|------------------------------------|--|
| (a) Plastics (including Packaging) | The Company has an established framework for management of plastic and hazardous waste in line with the Government regulations. As part of the compliance with Plastic Waste Management Guidelines, the Company engaged one of the leading pan India plastic waste management agency authorised by Central Pollution Control Board who helps the Company in collection and recycling / reusing plastic waste. The Company, as a brand owner and importer under Extended Producer Responsibility (EPR) Regulations, is responsible to collect and recycle rigid, flexible and multi-layered plastic waste on pan-India basis through agency/ies. The Company is also one of the signatories for India Plastic Pact 2021, business-led initiatives that helps transform the plastics packaging value chain for all formats and products. |
| (b) E-Waste | E-Waste is handled as per corporate scrap procedure, by selling it to selected Government-approved vendors and duly maintaining the required documentation. |
| (c) Hazardous Waste | Expired products and other hazardous waste (if any) are sent for disposal to authorized facilities in accordance with the prevailing applicable Hazardous Waste Management Regulations |
| (d) Other Waste | Not Applicable |

4. Whether Extended Producer Responsibility (EPR) is applicable to the Entity’s Activities (Yes / No) and if yes, whether the Waste Collection Plan is in line with the Extended Producer Responsibility (EPR) Plan submitted to Pollution Control Boards? If not, Steps taken to address the same:

Yes, the Company is registered as Brand Owner and Importer as per applicable Extended Producer Responsibility (EPR) Regulations. Waste collection plan is in line with the Pollution Control Board Guidelines.

LEADERSHIP INDICATORS

Has the Entity conducted Life Cycle Perspective / Assessments (LCA) for any of its Products (for Manufacturing Industry) or for its Services (for Service Industry)? If yes, provide details in the following format:

| NIC Code | Name of Product / Service | % of Total Turnover contributed | Boundary for which the Life Cycle Perspective / Assessment was conducted | Whether conducted by Independent External Agency (Yes/No) | Results communicated in Public Domain (Yes/No) If yes, provide the web-link |
|----------|---------------------------|---------------------------------|--|---|---|
|----------|---------------------------|---------------------------------|--|---|---|

Not Applicable

If there are any Significant Social or Environmental Concerns and/or Risks arising from Production or Disposal of your Products / Services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same, alongwith Action taken to mitigate the same.

| Name of Product / Service | Description of the Risk / Concern | Action Taken |
|---------------------------|-----------------------------------|--------------|
|---------------------------|-----------------------------------|--------------|

Not Applicable

Percentage of Recycled or Reused Input Material to Total Material (by Value) used in Production (for Manufacturing Industry) or providing Services (for Service Industry):

NIL

Of the Products and Packaging reclaimed at End of Life of Products, Amount (in Metric Tonnes) Reused, Recycled and Safely Disposed, for the Current Financial Year and the Previous Financial Year:

| Particulars | Financial Year 2024-25 (Current Financial Year) | | | Financial Year 2023-24 (Previous Financial Year) | | |
|--------------------------------|--|----------|-----------------|---|----------|-----------------|
| | Re-used | Recycled | Safely Disposed | Re-used | Recycled | Safely Disposed |
| Plastics (including Packaging) | - | - | 3,549 | - | - | 4,825 |
| E-Waste | - | - | - | - | - | - |
| Hazardous Waste | - | - | - | - | - | - |
| Other Waste | - | - | - | - | - | - |

Reclaimed Products and their Packaging Materials (as Percentage of Products Sold) for each Product Category:

The Company endeavours to use reclaimed products and their packaged materials to the extent possible and permissible.

PRINCIPLE 3: BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

ESSENTIAL INDICATORS

1. a. Details of Measures for the Well-being of Employees:
- b. Details of Measures for the Well-being of Workers:

| Category | Total (A) | Health Insurance | | Accident Insurance | | Maternity Benefits | | Paternity Benefits | | Day Care Facilities | |
|---------------------------------------|--------------|------------------|--------------|--------------------|--------------|--------------------|--------------|--------------------|--------------|---------------------|--------------|
| | | Number (B) | % (B / A) | Number (C) | % (C / A) | Number (D) | % (D / A) | Number (E) | % (E / A) | Number (F) | % (F / A) |
| PERMANENT EMPLOYEES | | | | | | | | | | | |
| Male | 1,600 | 1,600 | 100% | 1,600 | 100% | NA | NA | 1,600 | 100% | NA | NA |
| Female | 209 | 209 | 100% | 209 | 100% | 209 | 100% | NA | NA | 209 | 100% |
| Total | 1,809 | 1,809 | 100% | 1,809 | 100% | 209 | 12% | 1,600 | 88% | 209 | 12% |
| OTHER THAN PERMANENT EMPLOYEES | | | | | | | | | | | |
| Male | 966 | NA | NA | 710 | 73% | NA | NA | NA | NA | NA | NA |
| Female | 60 | NA | NA | 48 | 80% | 60 | 100% | NA | NA | NA | NA |
| Total | 1,026 | NA | NA | 758 | 74% | 60 | 6% | NA | NA | NA | NA |
| PERMANENT WORKERS | | | | | | | | | | | |
| Male | 878 | 878 | 100% | 878 | 100% | NA | NA | 878 | 1 | NA | NA |
| Female | 6 | 6 | 100% | 6 | 100% | 6 | 100% | NA | NA | NA | NA |
| Total | 884 | 884 | 100% | 884 | 100% | 6 | 1% | 878 | 99% | NA | NA |
| OTHER THAN PERMANENT WORKERS | | | | | | | | | | | |
| Male | 2,651 | NA | NA | 550 | 21% | NA | NA | NA | NA | NA | NA |
| Female | 166 | NA | NA | 89 | 54% | 166 | 100% | NA | NA | NA | NA |
| Total | 2,817 | NA | NA | 639 | 23% | 166 | 6% | NA | NA | NA | NA |

("NA" denotes "Not Applicable".)

c. **Spending on Measures towards Well-being of Employees and Workers (including Permanent and Other than Permanent) in the following format:**

| Particulars | Financial Year 2024-25 (Current Financial Year) | Financial Year 2023-24 (Previous Financial Year) |
|---|--|---|
| Cost incurred on Well-being Measures as a % of Total Revenue of the Company | 0.14% | 0.10% |

2. **Details of Retirement Benefits, for the Current Financial Year and the Previous Financial Year:**

| Benefits | Financial Year 2024-25 (Current Financial Year) | | | Financial Year 2023-24 (Previous Financial Year) | | |
|----------------------------------|--|--|--|---|--|--|
| | No. of Employees covered as a % of Total Employees | No. of Workers covered as a % of Total Workers | Deducted and Deposited with the Authority (Y / N / N.A.) | No. of Employees covered as a % of Total Employees | No. of Workers covered as a % of Total Workers | Deducted and Deposited with the Authority (Y / N / N.A.) |
| Provident Fund (PF) | 100% | 100% | Y | 100% | 100% | Y |
| Gratuity | 100% | 100% | Y | 100% | 100% | Y |
| Employees' State Insurance (ESI) | 0.77% to eligible employees | 16.6% to eligible employees | Y | 11.45% to eligible employees | 100% | Y |
| Others | - | - | - | - | - | - |

3. **Accessibility of Workplaces:**

Are the Premises / Offices of the Entity accessible to Differently abled Employees and Workers, as per the Requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any Steps are being taken by the Entity in this regard:

The Company's Registered Office at Godrej One, 3rd Floor, Vikhroli, Mumbai is accessible for differently abled employees and workers with infrastructural modifications being updated on an on-going basis.

4. **Does the Entity have an Equal Opportunity Policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a Web-link to the Policy:**

Yes, the Company's Code of Conduct outlines its commitment to offering equal opportunities for all team members. Any form of discrimination against any team member or applicant for employment on the basis of nationality, race, colour, religion, caste, gender, gender identity / expression, sexual orientation, disability, age, or marital status is strictly prohibited. Godrej Industries Group companies also subscribe to the CII-ASSOCHAM Code of Conduct for Affirmative Action.

The Company's Code of Conduct is available on the corporate website at the weblink: <https://www.godrejagrovet.com/sustainability/codes-and-policies>.

5. **Return to Work and Retention Rates of Permanent Employees and Workers that took Parental Leave:**

| Gender | Permanent Employees | | Permanent Workers | |
|--------------|---------------------|----------------|---------------------|----------------|
| | Return to Work Rate | Retention Rate | Return to Work Rate | Retention Rate |
| Male | 100% | 100% | 100% | 100% |
| Female | 100% | 100% | 100% | 100% |
| Total | 100% | 100% | 100% | 100% |

6. Is there a Mechanism available to receive and redress Grievances for the following Categories of Employees and Workers? If yes, give Details of the Mechanism in brief:

| Category | Yes / No | If Yes, Details of the Mechanism in brief |
|---|----------|---|
| Employees (Permanent & Other than Permanent) | Yes | In line with the Godrej Philosophy, the Company has multiple engagement forums available for its employees to share their concerns, suggestions, etc. with line managers, Human Resource Departments and senior leadership team. Policies related to Prevention of Sexual Harassment at Workplace and Vigil Mechanism / Whistle Blower are also available to all employees and workers. The Company is committed to creating and maintaining an atmosphere in which all employees can work together, without fear of sexual harassment, exploitation or intimidation. A gender-neutral Policy on Prevention of Sexual Harassment has been in place for years. All employees are required to go through mandatory training on Prevention of Sexual Harassment. |
| Workers (Permanent & Other than Permanent) | | Whistle Blower Policy enables employees to raise concerns about unacceptable, improper or unethical practices being followed in the organization, without necessarily informing their supervisors. A Whistleblowing Officer has been designated for the purpose of receiving and recording any complaints under this Policy. The Company has recently partnered with Deloitte, for setting up a new Whistleblower hotline tool for any Directors and employees to raise Whistleblower complaints / concerns. The mechanism for Whistleblower would involve the following 4 (four) reporting channels: (1) Toll Number; (2) E-mail; (3) Web Portal; (4) Chat Bot. |

7. Membership of Employees and Workers in Association(s) or Union(s) recognized by the Entity, for the Current Financial Year and the Previous Financial Year:

| Category | Financial Year 2024-25 (Current Financial Year) | | | Financial Year 2023-24 (Previous Financial Year) | | |
|----------------------------------|--|--|------------|--|--|------------|
| | Total Employees / Workers in respective category (A) | No. of Employees / Workers in respective category, who are part of Association(s) or Union (B) | % (B / A) | Total Employees / Workers in respective category (C) | No. of Employees / Workers in respective category, who are part of Association(s) or Union (D) | % (D / C) |
| Total Permanent Employees | 1,809 | 0 | 0% | 1,757 | 0 | 0% |
| Male | 1,600 | 0 | 0% | 1,612 | 0 | 0% |
| Female | 209 | 0 | 0% | 145 | 0 | 0% |
| Total Permanent Workers | 884 | 597 | 68% | 907 | 692 | 76% |
| Male | 878 | 597 | 68% | 906 | 692 | 76% |
| Female | 6 | 0 | 0% | 1 | 0 | 0% |

8. Details of Training given to Employees and Workers:

| Category | Financial Year 2024-25 (Current Financial Year) | | | | | Financial Year 2023-24 (Previous Financial Year) | | | | |
|------------------|--|-----------------------------|-------------|-----------------------|------------|---|-----------------------------|------------|-----------------------|---------------|
| | Total (A) | On Health & Safety Measures | | On Skills Upgradation | | Total (D) | On Health & Safety Measures | | On Skills Upgradation | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | | No. (E) | % (E/D) | No. (F) | % (F/D) |
| EMPLOYEES | | | | | | | | | | |
| Male | 1,600 | 1,600 | 100% | 813 | 51% | 1,612 | 606 | 38% | 745 | 46% |
| Female | 209 | 209 | 100% | 209 | 100% | 145 | 43 | 30% | 145 | 100% |
| Total | 1,809 | 1,809 | 100% | 1022 | 56% | 1,757 | 649 | 37% | 890 | 50.65% |
| WORKERS | | | | | | | | | | |
| Male | 878 | 878 | 100% | 445 | 51% | 906 | 770 | 85% | (*) | (*) |
| Female | 6 | 6 | 100% | 6 | 100% | 1 | 1 | 100% | (*) | (*) |
| Total | 874 | 874 | 100% | 451 | 52% | 907 | 771 | 85% | (*) | (*) |

(*) The Company conducts continuous on-the-job skill upgradation training programmes throughout the year for its workers. Although the Company does not track these sessions separately, majority of its workforce has been covered under these programmes in the reporting periods.

9. Details of Performance and Career Development Reviews of Employees and Workers for Current and Previous Financial Years:

Performance and career development reviews have been conducted for all employees eligible during the Financial Year.

| Category | Financial Year 2024-25 (Current Financial Year) | | | Financial Year 2023-24 (Previous Financial Year) | | |
|------------------|---|--------------|------------|---|--------------|------------|
| | Total (A) | No. (B) | % (B/A) | Total (C) | No. (D) | % (D/C) |
| EMPLOYEES | | | | | | |
| Male | 1,600 | 1,420 | 89% | 1,612 | 1,424 | 88% |
| Female | 209 | 133 | 64% | 145 | 108 | 74% |
| Total | 1,809 | 1,553 | 86% | 1,757 | 1,532 | 87% |
| WORKERS | | | | | | |
| Male | Performance reviews of workers are determined on the basis of Long-Term Settlement Contracts. | | | | | |
| Female | | | | | | |
| Total | | | | | | |

10. Health and Safety Management System:

a. **Whether an Occupational Health and Safety Management System has been implemented by the Entity? (Yes/ No). If yes, the Coverage of such System:**

Yes, the Company has implemented occupational health and safety management system across its manufacturing locations, research facilities and offices. The Company's safety policies are in accordance with the guidelines provided by ISO 45001 standards as well as the legal requirements through various acts. Safety and health of all stakeholders is considered to be of paramount importance for sustainable growth at Godrej Industries group and associated companies. Godrej Industries Group carries a vision to bring about a strong Safety and Health culture across the organization and all companies remain committed to provide a safe and healthy work environment for the well-being of all stakeholders, namely Godrejites, business associates, processors, contractors, sub-contractors, vendors, transporters, customers and visitors.

The Company's approach to EHS is well documented in Safety and Health Management System (SHMS) policy and is based on 25 safety standards with various critical elements and sub-elements. The SHMS policy is designed to enhance the performance of the Company's individual units through target setting and continuous monitoring of key performance indicators as well as promoting a safety culture across the organisation. The EHS Department is staffed with competent resources having designated roles along with safety teams in manufacturing locations and is responsible for risk assessment, SHMS implementation, performance monitoring and reporting. The Company has adopted scoring matrix to measure and compare performance of EHS system at all of the Company's locations. The scores are also embedded in the annual performance reviews for the senior leadership as well as functional management.

b. **Processes used to identify Work-related Hazards and assess Risks on a Routine and Non-routine basis by the Entity:**

The Company has a robust Environment, Health & Safety (EHS) risk management framework which is reviewed on a regular basis along with mitigation plans for identified routine and non-routine activities. The Company has implemented various techniques such as Hazard Identification Risk Assessment (HIRA), Hazard and Operability Analysis (HAZOP), green and brown field project audit, plant inspection checklists etc. and other consequence modelling studies. Strict adherence to Safe Operating Procedures

(SOPs) for workplace safety is followed on shop floors across the Company's manufacturing locations. For all new projects, EHS compliance is ensured through mandatory management of change, contractor safety guidelines, job safety analysis, pre-start up safety review, project site audits, etc. during the construction and operational phases. Periodic cross functional as well as inter-unit audits at a business and corporate levels are conducted for all of the Company's manufacturing locations to identify hazards, design risk mitigation plans and to monitor compliance with policy standards.

The Company's several manufacturing units have received various awards and certifications at a state as well as national levels for safety practices.

c. **Whether the Entity has Processes for Workers to report the Work-related Hazards and to remove themselves from such Risks (Yes / No):**

Yes, the Company has digitised safety reporting through the mobile application called "i-safe" which has been developed internally by Godrej Industries Limited, Holding Company for its associated companies. Workers and employees across the Company's manufacturing locations have access to this application to report all kinds of work-related unsafe acts and unsafe conditions. A well-defined Safe Operating Procedure (SOP) is in place for defining nature and severity of the reported incident as well as necessary corrective actions and continuous status monitoring of incidents raised on the platform. Furthermore, periodic EHS Committee meetings, management review meeting and toolbox talk are conducted on the shop floors where employee participation is encouraged to discuss safety related issues and promote a transparent safety culture across manufacturing facilities.

d. **Do the Employees / Workers of the Entity have access to Non-Occupational Medical and Healthcare Services? (Yes / No)**

Yes, all of the Company's manufacturing sites and offices have access to non-occupational medical and healthcare services either on-site or through tie-ups with reputed medical centres in close proximity. All the necessary first-aid trainings and equipment are provided across the manufacturing sites. All permanent employees and workers along with their family members have access to either Company supported medical benefits, group insurance policies and/or where applicable, statutory benefits under Employees State Insurance.

11. Details of Safety related Incidents in the following format:

| Safety Incident / Number | Category (including Contract Workforce) | Financial Year 2024-25 (Current Financial Year) | Financial Year 2023-24 (Previous Financial Year) |
|---|---|---|--|
| Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) | Employees | - | 0.07 |
| | Workers | 0.22 | - |
| Total Recordable Work-related Injuries | Employees | - | - |
| | Workers | 3 | - |
| No. of Fatalities | Employees | - | - |
| | Workers | - | 2 |
| High Consequence Work-related Injury or Ill - health (Excluding Fatalities) | Employees | - | - |
| | Workers | - | - |

12. Measures taken by the Entity to ensure a Safe and Healthy Workplace:

The Company is committed to the health and well-being of its team members and have an on-site medical centre or through tie-ups with reputed medical centers in close proximity and Occupational Health Centre (OHC) within the Godrej Head Office, Vikhroli campus. The Company conducts regular medical awareness workshops including mental health and well-being and periodic free of cost on-site diagnostic camps.

A digitised user-friendly platform has been enabled for all the Company's employees at manufacturing locations to report safety related incidents, provide corrective action and timely resolutions. Employees are encouraged to participate in periodic meeting with senior management to enable continuous dialogue for achieving the Company's goal of incident-free workplace. Periodic safety audits are conducted by cross functional teams and a well measurable reward system ("Suraksha") is in place to inspire safety culture across the organisation.

13. Number of Complaints on the following made by Employees and Workers:

| Particulars | Financial Year 2024-25 (Current Financial Year) | | | Financial Year 2023-24 (Previous Financial Year) | | |
|--------------------|---|--|---------|--|--|---------|
| | No. of Complaints filed during the year | No. of Complaints pending resolution as at the close of the year | Remarks | No. of Complaints filed during the year | No. of Complaints pending resolution as at the close of the year | Remarks |
| Working Conditions | Nil | Nil | Nil | Nil | Nil | Nil |
| Health & Safety | Nil | Nil | Nil | Nil | Nil | Nil |

14. Assessments for the Financial Year:

| Particulars | % of Plants and Offices that were assessed (by the Entity or Statutory Authorities or Third Parties) |
|---------------------------|---|
| Working Conditions | The Company's Crop Protection manufacturing units are covered under ISO 45001:2018 Occupational Health and Safety management standards. Furthermore, all the Company's manufacturing facilities are audited by cross functional teams at business as well as corporate level with oversight from senior management. |
| Health & Safety Practices | |

15. Provide Details of any Corrective Action taken or underway to address Safety-related Incidents (if any) and on Significant Risks / Concerns arising from Assessments of Health & Safety Practices and Working Conditions:

All safety-related incidents are thoroughly studied and investigated with initiation of corrective actions to avoid recurrence of such incidents. Internal as well as external audits measure the effectiveness of corrective actions.

LEADERSHIP INDICATORS

Does the Entity extend any Life Insurance or any Compensatory Package in the Event of Death of:

(A) Employees (Y/N); and

(B) Workers (Y/N):

| | |
|---------------------|-----|
| (A) Employees (Y/N) | Yes |
| (B) Workers (Y/N) | Yes |

Provide the Measures undertaken by the Entity to ensure that Statutory Dues have been deducted and deposited by the Value Chain Partners:

The Company encourages its business partners, viz., suppliers, distributors, contractors, etc. to follow ethics, transparency and accountability in their dealings with the Company. The Company also monitors compliance by contractors supplying third party resources related to statutory dues while processing the invoices.

Provide the Number of Employees / Workers having suffered High Consequence Work-related Injury / Ill-health / Fatalities (as reported in Question 11 of Essential Indicators above), who have been rehabilitated and placed in suitable Employment or whose Family Members have been placed in suitable Employment: in the Current Year and the Previous Year:

| Particulars | Total No. of Affected Employees / Workers | | No. of Employees / Workers that are Rehabilitated and placed in suitable Employment or whose Family Members have been placed in suitable Employment | |
|-------------|--|---|---|---|
| | Financial Year 2024-25 (Current Financial Year) | Financial Year 2023-24 (Previous Financial Year) | Financial Year 2024-25 (Current Financial Year) | Financial Year 2023-24 (Previous Financial Year) |
| Employees | - | - | - | - |
| Workers | - | 2 | - | 1 |

Does the Entity provide Transition Assistance Programmes to facilitate continued Employability and the Management of Career Endings resulting from Retirement or Termination of Employment (Yes / No):

The Company has continuously invested in skill development programmes for its employees to enhance employability of the workforce and provide diverse work experience.

Details on Assessment of Value Chain Partners:

| Particulars | % of Value Chain Partners (by Value of Business done with such Partners) that were assessed |
|-----------------------------|---|
| Health and Safety Practices | The Company encourages its value chain partners to follow appropriate health and safety practices in the course of their dealings with the Company. |
| Working Conditions | |

Provide Details of any Corrective Actions taken or underway to address Significant Risks / Concerns arising from Assessments of Health and Safety Practices and Working Conditions of Value Chain Partners.

Not Applicable

PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

ESSENTIAL INDICATORS

1. Describe the Processes for identifying Key Stakeholder Groups of the Entity:

The Company recognizes that as a good corporate citizen, it is bound to think and act beyond the interests of its internal stakeholders, to include all its stakeholders in addition to its employees, who together help the Company to create a shared value.

The stakeholder engagement process consists of several activities from stakeholder identification, consultation, prioritization, collaboration and reporting. The identification of all relevant stakeholders and understanding their expectations is of high importance to the Company in its quest to be sustainable. The Company identifies key stakeholders on the basis of their influence on the Company's activities and operations and the Company's impact on them.

The Company has already identified and prioritized key stakeholders and continues to engage with them through various mechanisms such as consultations with local communities, supplier / vendor meets, customer / employee satisfaction surveys, investor / analyst meets, etc.

The Company continuously endeavours to achieve customer satisfaction and create delight for all its value chain partners and also to implement policies and processes to achieve long-term welfare and meet the growth and career aspirations of its employees. The Company also strives to introduce and implement impactful programmes for communities around its plant locations, in partnership with the Government, Non-Governmental Organizations (NGOs) and local communities. This approach helps the Company to distribute accountability and ensure long-term impact of its community development initiatives in clearly identified areas of need.

The following are the key stakeholder groups which have been identified by the Company:

- (1) Shareholders
- (2) Employees and Workers
- (3) Customers
- (4) Suppliers and Contractors
- (5) Government and Regulatory Bodies
- (6) Media and Analysts
- (7) Communities at large.

2. List Stakeholder Groups identified as Key for the Company and the Frequency of Engagement with each Stakeholder Group:

| Stakeholder Group | Whether identified as Vulnerable & Marginalized Group (Yes / No) | Channels of Communication (E-mail, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other | Frequency of Engagement (Annually / Half-yearly / Quarterly / Others – Please specify) | Purpose and Scope of Engagement, including Key Topics and Concerns raised during such Engagement |
|-----------------------|--|---|--|--|
| Shareholders | No | <ul style="list-style-type: none"> • General Meetings • Media Releases • Investor Presentations • Quarterly Results • Annual Reports • Stock Exchange Filings • Corporate Website • Bulk E-mails regarding Notices of Meetings, Postal Ballots, Tax Deducted at Source (TDS) on Dividend, etc. • Dedicated e-mail address for resolving Shareholders' queries / requests | Quarterly / Half-yearly / Annual /As and when required | <ul style="list-style-type: none"> • Understanding the aspirations and expectations of the Shareholders • Updating the Shareholders about the operations and financial performance of the Company |
| Employees and Workers | No | <ul style="list-style-type: none"> • Regular e-mail circulars and organizational announcements • Quarterly communication on financial performance • Open forum interview with the top management titled as "Mulakaat" to provide business performance updates to employees, notify them about any important updates concerning them and answer their related queries • Training and induction Programmes and workshops for employees • Welfare initiatives for employees and their dependents • Employee engagement / feedback surveys • Employees' participation in community initiatives by encouraging volunteering | Quarterly / Half-yearly / Annual /As and when required | <ul style="list-style-type: none"> • Updating the employees about the Company's progress, policies and expectations • Gaining valuable feedback from the employees for strengthening the functioning and growth of the Company • Implementing measures for employees' motivation, professional growth and personal well-being |

| Stakeholder Group | Whether identified as Vulnerable & Marginalized Group (Yes / No) | Channels of Communication (E-mail, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other | Frequency of Engagement (Annually / Half-yearly / Quarterly / Others – Please specify) | Purpose and Scope of Engagement, including Key Topics and Concerns raised during such Engagement |
|----------------------------------|--|---|--|--|
| Customers | No | <ul style="list-style-type: none"> Business interactions Formal customer and distributor meets Market visits | Ongoing and also specifically as and when required | <ul style="list-style-type: none"> Understanding customers' expectations and measures which can create delight for them Effective resolution of customer complaints / issues, if any |
| Suppliers | No | <ul style="list-style-type: none"> Business interactions Formal supplier meets Market visits | Ongoing and also specifically as and when required | <ul style="list-style-type: none"> Understanding the needs and expectations of suppliers Identifying issues or gaps, if any, in the supply chain Awareness amongst suppliers about regulatory norms and Environment, Health & Safety (EHS) standards adopted by the Company |
| Government and Regulatory Bodies | No | <ul style="list-style-type: none"> Filings with Government and regulatory authorities Representations Media Releases Quarterly Results Annual Reports Stock Exchange Filings Corporate Website | As and when required | <ul style="list-style-type: none"> Complying with statutory / mandatory reporting requirements Regulatory guidance whenever required Raising and resolution of issues faced by the industry |
| Media and Analysts | No | <ul style="list-style-type: none"> Analyst Meets Investor Calls Media Releases Investor Presentations Quarterly Results Annual Reports Stock Exchange Filings Corporate Website | Quarterly / Half-yearly / Annual / As and when required | <ul style="list-style-type: none"> Understanding investor aspirations and market trends Updating on Company's performance and industry standing |

| Stakeholder Group | Whether identified as Vulnerable & Marginalized Group (Yes / No) | Channels of Communication (E-mail, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other | Frequency of Engagement (Annually / Half-yearly / Quarterly / Others – Please specify) | Purpose and Scope of Engagement, including Key Topics and Concerns raised during such Engagement |
|----------------------|--|---|--|--|
| Communities at large | Yes, certain sections of the communities | <ul style="list-style-type: none"> Direct Corporate Social Responsibility (CSR) initiatives CSR interventions undertaken with the assistance of Non- Governmental Organisation (NGO) partners | Ongoing and also specifically as and when required | <ul style="list-style-type: none"> Assessment of need and impact of Corporate Social Responsibility (CSR) initiatives Harmonious relations with local communities in and around the geographical areas in which the Company operates |

LEADERSHIP INDICATORS

Provide the Processes for Consultation between Stakeholders and the Board of Directors on Economic, Environmental and Social Topics or if Consultation is delegated, how is Feedback from such Consultations provided to the Board:

The Board of Directors of the Company oversees matters relating to Environmental, Social and Governance (ESG) topics and has constituted several Committees such as Audit Committee, Corporate Social Responsibility (CSR) Committee, Risk Management Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee to deal with specialized areas. The composition and the terms of reference of these Committees are in conformity with the mandatory provisions of law. The observations and recommendations of these Committees are regularly briefed to the Board at every Meeting of the Board, either for its noting or for its approval, as may be required.

The Company also conducts stakeholder engagement activities on ESG topics from time to time, to receive vital feedback from the concerned stakeholders on ESG parameters, performance and related matters. The results of such activities are briefed to the Board and its concerned Committees during the course of discussions at Meetings and appropriate measures are accordingly devised and implemented to enhance the ESG performance further.

The Company also has specialized functions and roles within its organizational hierarchy and has deployed right software and tools which enable the Company to set and achieve higher and higher standards of ESG performance and also to closely monitor the same, in order to devise and implement appropriate measures to enhance the same further.

Whether Stakeholder Consultation is used to support the Identification and Management of Environmental and Social Topics (Yes / No). If so, provide details of Instances as to how the Inputs received from Stakeholders on these Topics were incorporated into Policies and Activities of the Entity:

The Company recognizes the vitality of obtaining feedback from the concerned stakeholders through consultation, in order to identify environmental and social topics which are materially important from time to time. Based on the inputs so received from the stakeholders and in accordance with the changing context and requirements:

- the policies and procedures adopted by the Company are suitably amended or modified;
- critical or priority areas needing special attention and focus are identified and policies and strategies are devised suitably;
- proper systems and plans are devised to achieve the identified objectives and to monitor and measure the performance.

Provide Details of Instances of Engagement with, and Actions taken to, address the Concerns of Vulnerable / Marginalized Stakeholder Groups:

The Company, through its Corporate Social Responsibility (CSR) Policy and initiatives, endeavours to address critical social, environmental and economic needs of marginalized and underprivileged sections of the Company's communities and to transform their lives, by adopting a shared value approach, i.e., to help in solving problems, while strengthening the Company's competitive advantage. Every attempt possible is made to achieve holistic development of the communities. The CSR initiatives are strategically designed by the Godrej Good & Green team in such a manner that they are based on a thorough needs assessment, involve active participation of the employees, capable of bearing significant outcomes and measurable in terms of progress. The Company's CSR initiatives are implemented mainly for local communities, in and around the areas where the Company operates.

PRINCIPLE 5: BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

ESSENTIAL INDICATORS

1. Employees and Workers who have been provided Training on Human Rights Issues and Policy(ies) of the Entity, in the following format:

| Employees | Financial Year 2024-25 (Current Financial Year) | | | Financial Year 2023-24 (Previous Financial Year) | | |
|----------------------|--|--|-------------|---|--|-------------|
| | Total (A) | No. of Employees / Workers covered (B) | % (B/A) | Total (C) | No. of Employees / Workers covered (D) | % (C/D) |
| EMPLOYEES | | | | | | |
| Permanent | 1,809 | 1,809 | 100% | 1,757 | 1,757 | 100% |
| Other than Permanent | 1,026 | 1,026 | 100% | 7 | 7 | 100% |
| Total | 2,835 | 2,835 | 100% | 1,764 | 1,764 | 100% |
| WORKERS | | | | | | |
| Permanent | 884 | 884 | 100% | 907 | 907 | 100% |
| Other than Permanent | 2,817 | 2,817 | 100% | 990 | 990 | 100% |
| Total | 3,701 | 3,701 | 100% | 1,897 | 1,897 | 100% |

2. Details of Minimum Wages paid to Employees and Workers, in the following format:

| | Financial Year 2024-25 (Current Financial Year) | | | | | Financial Year 2023-24 (Previous Financial Year) | | | | |
|---------------------------------------|--|-----------------------|------------|------------------------|-------------|---|-----------------------|------------|------------------------|-------------|
| | Total (A) | Equal to Minimum Wage | | More than Minimum Wage | | Total (D) | Equal to Minimum Wage | | More than Minimum Wage | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | | No. (E) | % (E/D) | No. (F) | % (F/D) |
| PERMANENT EMPLOYEES | 1,809 | N/A | N/A | 1809 | 100% | 1,757 | N/A | N/A | 1,757 | 100% |
| Male | 1,600 | N/A | N/A | 1600 | 100% | 1,612 | N/A | N/A | 1,612 | 100% |
| Female | 209 | N/A | N/A | 209 | 100% | 145 | N/A | N/A | 145 | 100% |
| OTHER THAN PERMANENT EMPLOYEES | 1,026 | N/A | N/A | 1026 | 100% | 7 | N/A | N/A | 7 | 100% |
| Male | 966 | N/A | N/A | 966 | 100% | 4 | N/A | N/A | 4 | 100% |
| Female | 60 | N/A | N/A | 60 | 100% | 3 | N/A | N/A | 3 | 100% |
| PERMANENT WORKERS | 884 | N/A | N/A | 884 | 100% | 907 | N/A | N/A | 907 | 100% |
| Male | 878 | N/A | N/A | 878 | 100% | 906 | N/A | N/A | 906 | 100% |
| Female | 6 | N/A | N/A | 6 | 100% | 1 | N/A | N/A | 1 | 100% |
| OTHER THAN PERMANENT WORKERS | 2,817 | 2,213 | 79% | 604 | 21% | 990 | N/A | N/A | 990 | 100% |
| Male | 2,651 | 2,077 | 78% | 574 | 22% | 970 | N/A | N/A | 970 | 100% |
| Female | 166 | 136 | 82% | 30 | 18% | 20 | N/A | N/A | 20 | 100% |

('N/A' denotes 'Not Applicable'.)

3. Details of Remuneration / Salary / Wages:

a. Median Remuneration / Wages:

| Particulars | Male | | Female | |
|-----------------------------------|--------|---|--------|---|
| | Number | Median Remuneration / Salary / Wages of respective Category (Rs. in Lakh) | Number | Median Remuneration / Salary / Wages of respective Category (Rs. in Lakh) |
| Board of Directors (BoD) | 7 | 7,50,000 | 6 | 7,50,000 |
| Key Managerial Personnel (KMP) | 2 | 2,01,92,244 | 0 | N/A |
| Employees other than BoD and KMPs | 1,597 | 8,29,996 | 209 | 6,62,501 |
| Workers | 878 | 4,15,177 | 6 | 1,69,972 |

b. Gross Wages paid to Females as % of Total Wages paid by the Entity, in the following format:

| | Financial Year 2024-25 (Current Financial Year) | Financial Year 2023-24 (Previous Financial Year) |
|---|---|--|
| Gross Wages paid to Females as % of Total Wages | 9% | 6% |

4. Do you have a Focal Point (Individual / Committee) responsible for addressing Human Rights Impacts or Issues caused or contributed to by the Business? (Yes / No):

Yes, Company has adopted Human Rights Policy and Company's human rights actions are overseen by business head supported by management committee including representatives from Finance, Marketing, Product Supply Organisation, Sales, Research & Development and Human Resources and Board level oversight is also provided.

Please refer to below link to access the Company's Human Rights Policy:

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

5. Describe the Internal Mechanisms in place to redress Grievances related to Human Rights Issues:

In line with Godrej Group companies, the Company's Human Rights Policy is guided by international covenants such as the International Bill of Human Rights (i.e., Universal Declaration of Human Rights, the International Covenant on Civil and Political Rights and the International Covenant on Economic, Social and Cultural Rights) and the International Labour Organisation's Declaration on Fundamental Principles and Rights at Work.

While adhering to local laws, the Company follows higher standards to the greatest extent possible. The Company is committed to identifying, preventing and mitigating adverse human rights issues which affect employees, suppliers and other external stakeholders. The Company also offers various safeguards to all stakeholders and maintain them with respect for their privacy and dignity.

The Company has Internal Committee (ICs) in place to address sexual harassment complaints as well as Whistleblowing officer to address Whistle Blower complaints. Further, the Anti Sexual Harassment Apex Committee for Godrej Industries and its Associate companies has been formed to oversee the constitution, operations and management of the individual ICs.

Please refer to below link to access the Company's Human Rights Policy:

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

6. Number of Complaints on the following made by Employees and Workers:

| Particulars | Financial Year 2024-25 (Current Financial Year) | | | Financial Year 2023-24 (Previous Financial Year) | | |
|------------------------------------|--|---|----------|---|---|-------------------------------------|
| | Filed during the Year | Pending resolution at the end of the Year | Remarks | Filed during the Year | Pending resolution at the end of the Year | Remarks |
| Sexual Harassment | 3 | 0 | Resolved | 3 | 1 | Pending case received in March 2024 |
| Discrimination at Workplace | 0 | 0 | N/A | 0 | 0 | N/A |
| Child Labour | 0 | 0 | N/A | 0 | 0 | N/A |
| Forced Labour / Involuntary Labour | 0 | 0 | N/A | 0 | 0 | N/A |
| Wages | 0 | 0 | N/A | 0 | 0 | N/A |
| Other Human Rights related Issues | 0 | 0 | N/A | 0 | 0 | N/A |

('N/A' denotes 'Not Applicable'.)

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

| | Financial Year 2024-25 (Current Financial Year) | Financial Year 2023-24 (Previous Financial Year) |
|--|--|---|
| Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) | 3 | 3 |
| Complaints on POSH as a % of Female Employees / Workers | 1.40% | 1.78% |
| Complaints on POSH upheld | 3 | 3 |

8. Mechanisms to prevent Adverse Consequences to the Complainant in Discrimination and Harassment Cases:

The Company's Policy on Prevention of Sexual Harassment is in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

As per the Policy, the Company and the Internal Complaints Committee will take all reasonable measures to ensure that any person who has lodged a complaint under this Policy or given evidence or other assistance as part of an inquiry under this Policy, in good faith, is protected and not subjected to any retaliatory conduct. Any retaliatory conduct by an employee violates this Policy and will result in appropriate disciplinary inquiry and action thereunder. The contents of the complaint made, the identity and addresses of the Complainant, the Respondent and witnesses, any and all information relating to inquiry proceedings, shall not be published, communicated or made known to the public, press and media in any manner. If this provision is contravened, the Company shall be entitled to take all steps to secure confidentiality, take all actions in accordance with the law, the aforesaid Act and the Company's policies for such breach and also recover from such person, such sum as penalty as may be prescribed thereunder.

9. Do Human Rights Requirements form part of the Entity's Business Agreements and Contracts (Yes / No):

Yes, across the Company's diverse and extended supply chain, the Company makes human rights expectations and commitments clear to its suppliers, business partners and contractors. The Company includes relevant expectations in its contracts with them, wherever appropriate. For suppliers who do not have similar policies and practices, the Company encourages and supports them to do so.

10. Assessments for the Year:

| Particulars | % of the Entity's Plants and Offices that were assessed (by the Entity or Statutory Authorities or Third Parties) |
|------------------------------------|--|
| Child Labour | The Company internally monitors compliance with all the relevant laws and policies pertaining to the Human Right issues for all its plant and office locations. There have been no observations by local statutory / third parties in India during the Financial Year 2024-25. |
| Forced Labour / Involuntary Labour | |
| Sexual Harassment | |
| Discrimination at Workplace | |
| Wages | |
| Others – please specify | |

11. Provide Details of any Corrective Actions taken or underway to address Significant Risks / Concerns arising from the Assessments at Question 10 above:

Not Applicable

LEADERSHIP INDICATORS

Details of a Business Process being modified / introduced as a result of addressing Human Rights Grievances / Complaints:

Not Applicable

Details of the Scope and Coverage of any Human Rights Due Diligence conducted:

The Company internally monitors compliance with Human Rights throughout its activities and business. During the Financial Year 2024-25, the Company assessed employees, workers, contract workers and community members across factories, covering women, children and migrant workers as well.

Is the Premise / Office of the Entity accessible to Differently abled Visitors, as per the Requirements of the Rights of Persons with Disabilities Act, 2016:

The Company's Registered Office at Godrej One, Vikhroli, Mumbai is accessible for differently abled employees and workers with infrastructural modifications being updated on an on-going basis.

Details on Assessment of Value Chain Partners:

| Particulars | % of Value Chain Partners (by Value of Business done with such Partners) that were assessed |
|------------------------------------|---|
| Sexual Harassment | The Company encourages its value chain to follow ethical and lawful practices in their dealings with the Company. |
| Discrimination at Workplace | |
| Child Labour | |
| Forced Labour / Involuntary Labour | |
| Wages | |
| Others – Please specify | |

Provide Details of any Corrective Actions taken or underway to address Significant Risks / Concerns arising from the Assessments of Value Chain Partners above:

Not Applicable

PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

ESSENTIAL INDICATORS

1. Details of Total Energy Consumption (in Joules or multiples) and Energy Intensity, in the following format:

| Parameter | Units | Financial Year 2024-25 (Current Financial Year) | Financial Year 2023-24 (Previous Financial Year) |
|---|--------------------|--|---|
| From Renewable Sources | | | |
| Total Electricity Consumption (A) | MJ | 4,76,25,184 | 4,71,01,719 |
| Total Fuel Consumption (B) | MJ | 1,71,75,39,662 | 1,76,34,50,799 |
| Energy Consumption through Other Sources (C) | MJ | - | - |
| Total Energy consumed from Renewable Sources (A+B+C) | MJ | 1,76,51,64,846 | 1,81,05,52,518 |
| From Non-Renewable Sources | | | |
| Total Electricity Consumption (D) | MJ | 19,31,25,807 | 19,50,58,663 |
| Total Fuel Consumption (E) | MJ | 2,95,60,950 | 2,13,99,432 |
| Energy Consumption through Other Sources (F) | MJ | - | - |
| Total Energy consumed from Non-Renewable Sources (D+E+F) | MJ | 22,26,86,757 | 21,64,58,095 |
| Total Energy consumed (A+B+C+D+E+F) | MJ | 1,98,78,51,603 | 2,02,70,10,613 |
| Energy Intensity per Rupee of Turnover (Total Energy consumed / Revenue from Operations) | MJ / Rupee | 0.028 | 0.028 |
| Energy Intensity per Rupee of Turnover adjusted for Purchasing Power Parity (PPP in USD Million) (Total Energy consumed / Revenue from Operations adjusted for PPP) | - | 0.59 | 0.064 |
| Energy Intensity in terms of Physical Output | | 1,150 | 1,155 |
| Energy Intensity (<i>optional</i>) – the relevant metric may be selected by the Entity | MJ / MT of Product | 19,31,25,807 | 19,50,58,663 |

Note: Indicate if any Independent Assessment / Evaluation / Assurance has been carried out by an external agency (Y/N). If yes, Name of the External Agency:

- Financial Year 2023-24 (Previous financial year) data assured by TUV India Pvt. Ltd.
- Financial Year 2024-25 (Current financial year) data assurance by SGS India Pvt. Ltd.

2. Does the Entity have any sites / facilities identified as Designated Consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India (Y/N)? If yes, disclose whether targets set under the PAT Scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any:

Not Applicable. None of the Company's manufacturing plant has notified as Designated Consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India.

3. Provide details of the following Disclosures related to Water, in the following format:

| Parameter | Units | Financial Year 2024-25 (Current Financial Year) | Financial Year 2023-24 (Previous Financial Year) |
|---|-------|--|---|
| Water Withdrawal by Source (in Kilolitres) | | | |
| (I) Surface Water | kl | 7,771 | 0.00 |
| (ii) Groundwater | kl | 8,19,223 | 8,74,565 |
| (iii) Third Party Water | kl | 1,10,890 | 1,10,670 |
| (iv) Seawater / Desalinated Water | kl | 0.00 | 0.00 |
| (v) Others | kl | 0.00 | 0.00 |
| Total Volume of Water Withdrawal (in Kilolitres) (i + ii + iii + iv + v) | kl | 9,37,884 | 9,85,235 |

| Parameter | Units | Financial Year 2024-25 (Current Financial Year) | Financial Year 2023-24 (Previous Financial Year) |
|--|--------------------|--|---|
| Total Volume of Water Consumption (in Kilolitres) | kl | 8,04,743 | 7,85,025 |
| Water Intensity per Rupee of Turnover (Total Water Consumption / Revenue from Operations) | kl / Rupee | 0.000012 | 0.000011 |
| Water Intensity per Rupee of Turnover adjusted for Purchasing Power Parity (PPP in USD Million) (Total Water Consumption / Revenue from Operations adjusted for PPP) | - | 0.000237 | 0.000025 |
| Water Intensity in terms of Physical Output | kl / MT of Product | 0.47 | 0.45 |

- Financial Year 2022-23 (Previous Financial Year): Data assured by TUV India Pvt. Ltd.
- Financial Year 2023-24 (Current Financial Year): Data assurance in progress by TUV India Pvt. Ltd.

4. Provide the following Details related to Water Discharged:

| Parameter | Financial Year 2024-25 (Current Financial Year) | Financial Year 2023-24 (Previous Financial Year) |
|--|--|---|
| Water Discharge by Destination and Level of Treatment (in Kilolitres) | | |
| (i) To Surface Water | | |
| - No Treatment | - | - |
| - With Treatment – Please specify Level of Treatment | - | - |
| (ii) To Groundwater | | |
| - No Treatment | - | - |
| - With Treatment – Please specify Level of Treatment | 1,33,142 | 2,00,211 |
| (iii) To Seawater | | |
| - No Treatment | - | - |
| - With Treatment – Please specify Level of Treatment | - | - |
| (iv) Sent to Third-parties | | |
| - No Treatment | - | - |
| - With Treatment – Please specify Level of Treatment | - | - |
| (v) Others | | |
| - No Treatment | - | - |
| - With Treatment – Please specify Level of Treatment | - | - |
| Total Water Discharged (in Kilolitres) | 1,33,142 | 2,00,211 |

Note: Indicate if any Independent Assessment / Evaluation / Assurance has been carried out by an external agency (Y/N). If yes, Name of the External Agency:

- Financial Year 2023-24 (Previous financial year) data assured by TUV India Pvt. Ltd.
- Financial Year 2024-25 (Current financial year) data assurance by SGS India Pvt. Ltd.

5. Has the Entity implemented a Mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Our crop protection business plant at Chiplun & Oil palm business plant at Chintampalli, Pothepalli & Seethanagaram have secondary and/or tertiary treatment facilities. After necessary secondary / tertiary treatment, treated water is being used in process, cleaning application and irrigation purpose. Thus, the Company's dependency on freshwater intake continues to be lower. For smaller units, the Company has a sewage treatment plant. Treated water is being used for domestic cleaning and washing and gardening purpose.

6. Please provide Details of Air Emissions (other than GHG emissions) by the Entity, in the following format:

| Parameter | Unit | Financial Year 2024-25 (Current Financial Year) | Financial Year 2023-24 (Previous Financial Year) |
|-------------------------------------|----------------|--|---|
| NOx | MT/Year | 289.98 | 468 |
| SOx | MT/Year | 110.74 | 317 |
| Particulate Matter (PM) | MT/Year | 254.55 | 522 |
| Persistent Organic Pollutants (POP) | Not Applicable | - | - |
| Volatile Organic Compounds (VOC) | Not Applicable | - | - |
| Hazardous Air Pollutants (HAP) | Not Applicable | - | - |
| Others – Please specify | Not Applicable | - | - |

Note: Indicate if any Independent Assessment / Evaluation / Assurance has been carried out by an external agency (Y/N). If yes, Name of the External Agency:

- Financial Year 2023-24 (Previous financial year) data assured by TUV India Pvt. Ltd.
- Financial Year 2024-25 (Current financial year) data assurance by SGS India Pvt. Ltd.

7. Provide Details of Greenhouse Gas Emissions (Scope 1 and Scope 2 Emissions) & its Intensity, in the following format:

| Parameter | Unit | Financial Year 2024-25 (Current Financial Year) | Financial Year 2023-24 (Previous Financial Year) |
|---|---|--|---|
| Total Scope 1 Emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available) | Metric tonnes of CO ₂ equivalent | 2,045 | 1,449 |
| Total Scope 2 Emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available) | Metric tonnes of CO ₂ equivalent | 39,435 | 42,796 |
| Total Scope 1 and Scope 2 Emission Intensity per Rupee of Turnover (Total Scope 1 and Scope 2 GHG Emissions / Revenue from Operations) | MT CO ₂ eq. / Rupee | 0.00059 | 0.00062 |
| Total Scope 1 and Scope 2 Emission Intensity per Rupee of Turnover adjusted for Purchasing Power Parity (PPP in USD Million) (Total Scope 1 and Scope 2 GHG Emissions / Revenue from Operations adjusted for PPP) | - | 0.0123 | 0.00142 |
| Total Scope 1 and Scope 2 Emission Intensity in terms of Physical Output | | | |
| Total Scope 1 and Scope 2 Emission Intensity (optional) – the relevant metric may be selected by the Entity | MT CO ₂ eq. / MT of Product | 23.99 | 25.22 |

Note: Indicate if any Independent Assessment / Evaluation / Assurance has been carried out by an external agency (Y/N). If yes, Name of the External Agency:

- Financial Year 2023-24 (Previous financial year) data assured by TUV India Pvt. Ltd.
- Financial Year 2024-25 (Current financial year) data assurance by SGS India Pvt. Ltd.

8. Does the Entity have any project related to reducing Green House Gas emission? If yes, then provide Details.

- Roof top & Ground mounted solar PV panel at 20+ manufacturing plants
- Replacement of Furnace oil fired boiler with briquette fired boiler
- Biogas generation plant with gas turbine, to effectively utilize the cow dung generated in the premises to meet partial energy requirement of plant.
- Agro residue co-generation plant to meet thermal & electrical load of plant

9. Provide details related to Waste Management by the Entity, in the following format:

| Parameter | Financial Year 2024-25 (Current Financial Year) | Financial Year 2023-24 (Previous Financial Year) |
|--|--|---|
| Total Waste Generated (in Metric Tonnes) | | |
| Plastic Waste (A) | 3,101.98 | 2,643.00 |
| E-Waste (B) | 0.06 | 0.02 |
| Bio-medical Waste (C) | 0.01 | 0.001 |
| Construction and Demolition Waste (D) | 14.92 | 0 |
| Battery Waste (E) | 0.80 | 0.81 |
| Radioactive Waste (F) | 0.00 | 0 |
| Other Hazardous Waste - Please specify, if any (G) | | |
| • Distillation Residue | 13.9 | 29.75 |
| • ETP Sludge | 37.9 | 180.86 |
| • Other Waste | 45.9 | 0.00 |
| Other Non-Hazardous Waste generated (H) - Please specify, if any (Break-up by composition, i.e., by materials relevant to the sector) | | |
| • Biomass Ash | 5,498 | 9,506 |
| • ETP Sludge | 135.09 | 141.4 |
| • Paper | 510.97 | 510.18 |
| • Metal | 24.35 | 3.26 |
| • Wooden | 27,864 | 28,815 |
| • HDPE Drums | 2,897 | 89.47 |
| Total (A + B + C + D + E + F + G + H) | 40,146 | 41,919 |
| Parameter | Financial Year 2024-25 (Current Financial Year) | Financial Year 2023-24 (Previous Financial Year) |
| Waste Intensity per Rupee of Turnover (Total Waste Generated / Revenue from Operations) | 0.0000006 MT of Waste / Rupee | 0.00000059 MT of Waste / Rupee |
| Waste Intensity per Rupee of Turnover adjusted for Purchasing Power Parity (PPP in USD Million) (Total Waste Generated / Revenue from Operations adjusted for PPP) | 0.000012 | 0.0000014 |
| Waste Intensity in terms of Physical Output | | |
| Waste Intensity (optional) – the relevant metric may be selected by the Entity | 0.0232 MT of Waste / MT of Product | 0.024 MT of Waste / MT of Product |
| For each Category of Waste generated, Total Waste recovered, through Recycling, Re-using or other Recovery Operations (in Metric Tonnes) | | |
| Category of Waste | | |
| (i) Recycled | 37,163 | 39,722 |
| (ii) Re-used | - | - |
| (iii) Other Recovery Operations | - | - |
| Total | 37,163 | 39,722 |
| For each Category of Waste generated, Total Waste disposed, by Nature of Disposal Method (in Metric Tonnes) | | |
| Category of Waste | | |
| (i) Incineration | 13.96 | 1.09 |
| (ii) Landfilling | 2,319 | 2,006 |
| (iii) Other Disposal Operations | - | - |
| Total | 2,333 | 2,007 |

Note: Indicate if any Independent Assessment / Evaluation / Assurance has been carried out by an external agency (Y/N). If yes, Name of the External Agency:

- Financial Year 2023-24 (Previous financial year) data assured by TUV India Pvt. Ltd.
- Financial Year 2024-25 (Current financial year) data assurance by SGS India Pvt. Ltd.

10. Briefly describe the Waste Management Practices adopted in your Establishments. Describe the Strategy adopted by your Company to reduce usage of Hazardous and Toxic Chemicals in your Products and Processes and the Practices adopted to manage such Wastes.

The Company works on '4R' principle of Waste management, i.e., Reduce, Reuse, Recycle & Recover. All its non - hazardous waste send to authorized recyclers for further processing. The Company's Vegetable Oils business has achieved 100% circularity by converting residual palm fruits and shell to briquette and its consumption for generation of electricity and steam through cogeneration plant. The Company is working with brick manufacturers to uptake its briquette/biomass ash. The Company is also compliant with Extended Producer Responsibility (EPR) where all its plastics are collected back and recycled into the system.

11. If the Entity has Operations / Offices in/around Ecologically Sensitive Areas (such as National Parks, Wildlife Sanctuaries, Biosphere Reserves, Wetlands, Biodiversity Hotspots, Forests, Coastal Regulation Zones etc.) where Environmental Approvals / Clearances are required, please specify details in the format:

Not Applicable

12. Details of Environmental Impact Assessments of Projects undertaken by the Entity based on applicable laws, in the Current Financial Year:

| Name and Brief Details of Project | EIA Notification No. | Date | Whether conducted by Independent External Agency (Yes / No) | Results communicated in Public Domain (Yes / No) | Relevant Web link |
|-----------------------------------|----------------------|------|---|--|-------------------|
|-----------------------------------|----------------------|------|---|--|-------------------|

Not Applicable

13. Is the Entity compliant with the applicable Environmental Law / Regulations / Guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and Rules thereunder (Y/N). If not, provide Details of all such Non-compliances, in the format:

All our manufacturing plants of the Company are compliant with applicable Environmental laws and regulations and operate as per Consent to Operate from the Central and the State Pollution Control Boards.

LEADERSHIP INDICATORS

1. Water Withdrawal, Consumption and Discharge in Areas of Water Stress (in Kilolitres):

For each facility / plant located in areas of Water stress, provide the following information:

- (i) **Name of the Area:** Tumkur (Karnataka), Khanna (Punjab), Ikolaha (Punjab), Bundi (Rajasthan)
- (ii) **Nature of Operations:** Manufacturing of Animal Feeds
- (iii) **Water Withdrawal, Consumption and Discharge, in the following format:**

| Parameter | Financial Year 2024-25 (Current Financial Year) | Financial Year 2023-24 (Previous Financial Year) |
|---|---|--|
| Water Withdrawal by Source (in kilolitres) | | |
| (i) Surface Water | - | - |
| (ii) Groundwater | 85,239 | 1,49,832 |
| (iii) Third Party Water | 3,500 | 37,483 |
| (iv) Seawater / Desalinated water | - | - |
| (v) Others | - | - |
| Total Volume of Water Withdrawal (in Kilolitres) | 88,739 | 1,87,315 |
| Total Volume of Water Consumption (in Kilolitres) | 88,739 | 1,87,315 |
| Water Intensity per Rupee of Turnover (Water Consumed / Turnover) | 0.0000013 | 0.000002 |
| Water Intensity (optional) – the relevant metric may be selected by the Entity | - | - |

| Water Discharge by Destination and Level of Treatment (in Kilolitres) | | | |
|---|--|---|---|
| (i) | Into Surface Water | | |
| - | No Treatment | - | - |
| - | With Treatment – Please specify Level of Treatment | - | - |
| (ii) | Into Groundwater | | |
| - | No Treatment | - | - |
| - | With Treatment – Please specify Level of Treatment | - | - |
| (iii) | Into Seawater | | |
| - | No Treatment | - | - |
| - | With Treatment – Please specify Level of Treatment | - | - |
| (iv) | Sent to Third-parties | | |
| - | No Treatment | - | - |
| - | With Treatment – Please specify Level of Treatment | - | - |
| (v) | Others | | |
| - | No Treatment | - | - |
| - | With Treatment – Please specify Level of Treatment | - | - |

Note: Indicate if any Independent Assessment / Evaluation / Assurance has been carried out by an external agency (Y/N). If yes, Name of the External Agency:

- Financial Year 2023-24 (Previous financial year) data assured by TUV India Pvt. Ltd.
- Financial Year 2024-25 (Current financial year) data assurance by SGS India Pvt. Ltd.

2. Please provide details of Total Scope 3 Emissions & its Intensity, in the following format:

| Parameter | Unit | Financial Year 2024-25 (Current Financial Year) | Financial Year 2023-24 (Previous Financial Year) |
|---|---|--|---|
| Total Scope 3 Emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available) | Metric tonnes of CO ₂ equivalent | 9,08,833 | 12,87,244 |
| Total Scope 3 Emissions per Rupee of Turnover | Metric tonnes of CO ₂ equivalent / Rupee | 0.0129 | 0.0135 |
| Total Scope 3 Emission Intensity (optional) – the relevant metric may be selected by the Entity | - | - | - |

Note: Indicate if any Independent Assessment / Evaluation / Assurance has been carried out by an external agency (Y/N). If yes, Name of the External Agency:

- Financial Year 2023-24 (Previous financial year) data assured by TUV India Pvt. Ltd.
- Financial Year 2024-25 (Current financial year) data assurance by SGS India Pvt. Ltd.

3. With respect to the Ecologically Sensitive Areas reported at Question 11 of Essential Indicators above, provide Details of Significant Direct & Indirect Impact of the Entity on Biodiversity in such Areas, alongwith Prevention and Remediation Activities.

Not Applicable

4. If the Entity has undertaken any Specific Initiatives or used Innovative Technology or Solutions to improve Resource Efficiency, or reduce Impact due to Emissions / Effluent Discharge / Waste generated, please provide Details of the same as well as Outcome of such Initiatives, as per the format:

For more details, please refer to **Annexure 'E'** to the Directors' Report.

5. Does the Entity have a Business Continuity and Disaster Management Plan? Give details in 100 words / Web link.

The Company has built a sturdy Business Continuity Plan to further strengthen our business. Its Business Continuity Plan (BCP) consists of annual budgeting, long-term budgeting, a career development plan for employees and a succession plan for all the key positions. The assessed operational impacts include those related to life safety, customer service, revenue/ cash flow, public image, regulatory, product development, competitive advantage, financial control/ reporting, liability increase.

The main objective is to ensure business continuity and zero negative impact on society, environment, stakeholders, and economic losses. To make this BCP more robust in the Company, organization conducts internal and external risk assessments and trainings for its employees and workers. Major organizational risks are identified, measured, monitored, and reviewed by central Risk Management Committee consisting of Directors.

6. Disclose any Significant Adverse Impact to the Environment, arising from the Value Chain of the Entity. What Mitigation or Adaptation Measures have been taken by the Entity in this regard?

Our palm oil business has a dedicated team who work closely with smallholder farmers on-ground to improve & adopt sustainable farm management practices like drip irrigation in place of flood irrigation, mulching, intercropping, region-specific weather forecast reporting, recommendation on dosing quantity of fertilizer based on soil & leaf assessment etc. Our crop protection business continued to work closely with small holders / marginal farmers & share best Agro practices. Our on-ground team educates farmers on safe disposal of containers, application of agro chemicals at right time & right place to optimize the yield.

7. Percentage of Value Chain Partners (by value of business done with such Partners) that were assessed for environmental impacts.

We are in the progress of developing a framework for assessment of value chain partners on environmental impacts.

PRINCIPLE 7: BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

ESSENTIAL INDICATORS

1) A) Number of Affiliations with Trade and Industry Chambers / Associations: 12

List the Top 10 Trade and Industry Chambers / Associations (determined based on the total Members of such Body) the Entity is a Member of / affiliated to:

| Sr. No. | Name of the Trade and Industry Chambers / Associations | Reach of Trade and Industry Chambers / Associations (State / National) |
|---------|--|--|
| 1. | The Compound Livestock Feed Manufacturers Association | National |
| 2. | Confederation of Indian Industry (CII) | National |
| 3. | Bombay Chamber of Commerce | National |
| 4. | The Solvent Extractors' Association of India | National |
| 5. | Oil Palm Processors & Developers Association | National |
| 6. | Association for Future Agriculture Leaders of India | National |
| 7. | Agro Chem Federation of India | National |
| 8. | Crop Care Federation of India | National |
| 9. | Biological Agri Solutions Association of India | National |
| 10. | Pesticide Manufacturers and Formulators Association of India | National |
| 11. | Poultry & Frozen Food Processors' Association of India | National |

2) Provide Details of Corrective Action taken or underway on any Issues related to Anti-competitive Conduct by the Entity, based on Adverse Orders from Regulatory Authorities:

| Name of Authority | Brief of the Case | Corrective Action taken |
|-------------------|-------------------|-------------------------|
| | Not Applicable | |

LEADERSHIP INDICATORS

Details of Public Policy Positions advocated by the Entity:

| | |
|---|---|
| Public Policy advocated | The Company actively participates in the discussions and activities of the industry chambers and associations of which it is a member. The Company also engages with Government and regulatory bodies while: |
| Method resorted for such Advocacy | <ul style="list-style-type: none"> Representing the interests of the industry; or Providing vital inputs on behalf of the industry; or Taking up the technical or regulatory issues faced by the industry as a whole with the appropriate authorities / forums and having the same resolved. |
| Whether Information available in Public Domain? (Yes / No) | Specific officials of the Company are authorized to communicate with industrial bodies, for and on behalf of the Company, in accordance with the communication policy of the Company. |
| Frequency of Review by Board (Annually / Half-yearly / Quarterly / Others – please specify) | Through participation of the top management executives in several committees and task forces, the Company does play its small role in helping formulation of public policy. |
| Web Link, if available | The Company is committed to involve itself in the public policy advocacy process in a responsible and ethical manner. |

PRINCIPLE 8: BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

ESSENTIAL INDICATORS

1. Details of Social Impact Assessments (SIA) of Projects undertaken by the Entity based on Applicable Laws, in the Current Financial Year:

| Name and Brief Details of the Project | SIA Notification No. | Date of Notification | Whether conducted by Independent External Agency (Yes / No) | Results communicated in Public Domain (Yes / No) | Relevant Web-link |
|---------------------------------------|----------------------|----------------------|---|--|-------------------|
| Not Applicable | | | | | |

2. Information on Project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by the Entity, in the following format:

| S. No. | Name of Project for which R&R is ongoing | State | District | No. of Project Affected Families (PAFs) | % of PAFs covered by R&R | Amounts paid to PAFs in the Financial Year (in Rs.) |
|----------------|--|-------|----------|---|--------------------------|---|
| Not Applicable | | | | | | |

3. Describe the Mechanisms to receive and redress Grievances of the Community:

The Company, being a Godrej Industries Group company, remains committed to the Godrej Group's 'Good & Green' vision of creating a more inclusive and greener India. The Company's strategic Corporate Social Responsibility (CSR) projects, undertaken as part of overall sustainability framework, actively work towards the Godrej Group's Good & Green goals. Through these projects, there is a regular engagement and interaction with community representatives nearby the Company's manufacturing locations. The Company's CSR activities are implemented by on-ground programme managers and they are required to send regular feedback / updates to the management committee and Corporate Good & Green team. The management committee, in turn, reports to Board level CSR Committee.

4. Percentage of Input Material (Inputs to Total Inputs by Value) sourced from Suppliers:

| Particulars | Financial Year 2024-25 (Current Financial Year) | Financial Year 2023-24 (Previous Financial Year) |
|---|---|--|
| Directly sourced from MSMEs / Small Producers | 23.2% | 17.1% |
| Sourced directly from within India | 86.7% | 90.8% |

5. **Job Creation in Smaller Towns – Disclose Wages paid to Persons employed (including Employees or Workers employed on a Permanent or Non-permanent / on Contract basis) in the following Locations, as % of total Wage Cost:**

| Location | Financial Year 2024-25 (Current Financial Year) | Financial Year 2023-24 (Previous Financial Year) |
|--------------|--|---|
| Rural | 5% | 3% |
| Semi-Urban | 30% | 18% |
| Urban | 28% | 36% |
| Metropolitan | 36% | 42% |

(Place to be categorized as per RBI Classification System – Rural / Semi-Urban / Urban / Metropolitan)

LEADERSHIP INDICATORS

Provide Details of Actions taken to mitigate any Negative Social Impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

| Details of Negative Social Impact identified | Corrective Action taken |
|--|-------------------------|
| Not Applicable | |

Provide the following Information on CSR Projects undertaken by the Entity in Designated Aspirational Districts as identified by Government Bodies:

| S. No. | State | Aspirational District | Amount spent (in Rs.) |
|--------|----------------|-----------------------|-----------------------|
| 1. | Madhya Pradesh | Barwani | 17,53,316 |

Do you have a Preferential Procurement Policy where you give preference to purchase from Suppliers comprising Marginalized / Vulnerable Groups? (Yes / No)

From which Marginalized / Vulnerable Groups do you procure?

What Percentage of Total Procurement (by Value) does it constitute?

The Company does not have any preferential procurement policy. However, in Oil Palm business, the Company's extension teams work closely with the farmers having small and marginal land holdings in allocated districts for cultivation of palm trees and procurement of fresh fruit bunches.

Details of the Benefits derived and shared from the Intellectual Properties owned or acquired by the Entity (in the Current Financial Year), based on traditional knowledge:

| Sr. No. | Intellectual Property based on traditional knowledge | Owned / Acquired (Yes / No) | Benefit shared (Yes / No) | Basis of calculating Benefit Share |
|----------------|--|-----------------------------|---------------------------|------------------------------------|
| Not Applicable | | | | |

Details of Corrective Actions taken or underway, based on any Adverse Order in Intellectual Property related Disputes wherein Usage of Traditional Knowledge is involved:

| Name of Authority | Brief of the Case | Corrective Action taken |
|-------------------|-------------------|-------------------------|
| Not Applicable | | |

Details of Beneficiaries of Corporate Social Responsibility (CSR) Projects:

| Sr. No. | CSR Project | No. of Persons benefitted from CSR Projects | % of Beneficiaries from Vulnerable & Marginalized Groups |
|---------|------------------------------|---|--|
| 1. | Value Chain Programmes | 11,430 | 100% |
| 2. | Water Stewardship Programmes | 2,270 | 100% |
| 3. | Women's Empowerment | 2,125 | 100% |
| 4. | Community Development | 17,398 | 100% |
| 5. | Local Area Development | 6,965 | 100% |

PRINCIPLE 9: BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

ESSENTIAL INDICATORS

1. Describe the Mechanisms in place to receive and respond to Consumer Complaints and Feedback:

The Company has activated various channels through which customers can raise complaints / queries and share feedback. The Company's sales teams across businesses are the first level of touch points to receive feedback from the customers / distributors which are logged into complaint management mobile application. The Company's extension teams across business work closely with the farmers and attend to their queries / complaints through regular field visits. The Company has dedicated customer care helplines in local languages for Animal Feed segment, email-IDs and query section on the website as well for facilitating prompt resolution of queries. All product related queries are responded to in a timebound manner from respective departments and field visits are arranged as and when necessary.

2. Turnover of Products and/or Services as a Percentage of Turnover from all Products / Services that carry Information about:

| Particulars | As a Percentage to Total Turnover |
|---|-----------------------------------|
| Environmental and Social Parameters relevant to the Product | 100% |
| Safe and Responsible Usage | 100% |
| Recycling and/or Safe Disposal | 100% |

3. Number of Consumer Complaints in respect of the following for the Current Year and the Previous Year:

| Particulars | Financial Year 2024-25 (Current Financial Year) | | | Financial Year 2023-24 (Previous Financial Year) | | |
|--------------------------------|--|-----------------------------------|--|---|-----------------------------------|--|
| | Received during the Year | Pending resolution at end of Year | Remarks | Received during the Year | Pending resolution at end of Year | Remarks |
| Data Privacy | 0 | 0 | N/A | 0 | 0 | N/A |
| Advertising | 0 | 0 | N/A | 0 | 0 | N/A |
| Cyber-Security | 0 | 0 | N/A | 0 | 0 | N/A |
| Delivery of Essential Services | 0 | 0 | N/A | 0 | 0 | N/A |
| Restrictive Trade Practices | 0 | 0 | N/A | 0 | 0 | N/A |
| Unfair Trade Practices | 0 | 0 | N/A | 0 | 0 | N/A |
| Other | 1,046 | 0 | Resolved in a timely manner (Includes product related queries) | 1,227 (*) | 0 | Resolved in a timely manner (Includes product related queries) |

(*) Includes queries received by the Company pertaining to its products. ['N/A' denotes 'Not Applicable'.]

4. Details of Instances of Product Recalls on account of Safety Issues:

| Particulars | Number | Reasons for Recall |
|-------------------|--------|--------------------|
| Voluntary Recalls | Nil | Not Applicable |
| Forced Recalls | | |

5. Does the Entity have a Framework / Policy on Cyber Security and Risks related to Data Privacy (Yes/No)? If available, provide a Web-link of the Policy:

Godrej Industries Limited and Associated Companies (GILAC) has documented an Information Security Policy (ISMS Policy) that outlines all the information security objectives to be met by all the associated companies which includes Godrej Agrovet Limited as well. The Information Security Policy of GILAC addresses several domains including security at people, technology and process levels. Also, there are supporting process and procedure documents available for various aspects of Information Security.

6. **Provide Details of any Corrective Actions taken or underway on Issues relating to Advertising, and Delivery of Essential Services; Cyber Security and Data Privacy of Customers; Re-occurrence of Instances of Product Recalls; Penalty / Action taken by Regulatory Authorities on Safety of Products / Services:**

Not Applicable

7. **Provide the following Information relating to Data Breaches:**

- a. **Number of Instances of Data Breaches**
- b. **Percentage of Data Breaches involving personally identifiable information of customers**
- c. **Impact, if any, of the data breaches**

Not Applicable

LEADERSHIP INDICATORS

Channels / Platforms where Information on Products and Services of the Entity can be accessed (provide Web link, if available):

Information relating to all the products of the Company are available on the website at <https://www.godrejagrovvet.com/businesses> as well as various social media platforms.

Steps taken to inform and educate Consumers about Safe and Responsible Usage of Products and/or Services:

The Company's respective business sales as well as extension teams conduct regular interactions and field meetings with customers. Farmers are educated on a regular basis on application, storage and disposal of company's products. The Company also provides product brochure and detailed leaflets for agrochemical products which contain all the necessary information related to product. The Company adheres to regulatory requirements by disclosing information related to the safe usage of products.

Mechanisms in place to inform Consumers of any Risk of Disruption / Discontinuation of Essential Services:

The Company has a proper system in place to inform consumers on disruption of services. Information regarding any such disruption is disseminated in time through respective sales teams and key account managers.

Does the Entity display Product Information on the Product over and above what is mandated as per Local Laws? (Yes/No/Not Applicable)? If yes, provide details in brief. Did the Entity carry out any Survey with regard to Consumer Satisfaction relating to the Major Products / Services of the Entity, Significant Locations of Operation of the Entity or the Entity as a whole? (Yes / No):

No, product information is displayed in compliance with the relevant laws. Yes, customer satisfaction surveys are conducted once in a year.

INDEPENDENT AUDITOR'S REPORT

To the Members of Godrej Agrovet Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Godrej Agrovet Limited (the "Company") which comprise the standalone balance sheet as at 31 March 2025, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matters

| Revenue Recognition | |
|--|--|
| The key audit matter | How the matter was addressed in our audit |
| <p>Refer Note 1 [6(A)(i)] of accounting policy and Note 17, Note 28 and Note 29 in standalone financial statements</p> <p>The Company recognises revenue from sale of goods when control of the goods has transferred and when there are no longer any unfulfilled obligations to the customer. Depending on the contractual terms with the customers, this can be either at the time of dispatch or delivery of goods.</p> <p>The Company has large number of customers and the sales contracts with customers have different terms relating to transfer of control of underlying goods and the right of return.</p> <p>We identified the recognition of revenue from sale of products as a key audit matter because:</p> <ul style="list-style-type: none"> The Company and its external stakeholders focus on revenue as a key performance indicator. This could create an incentive for higher revenue to be recognised throughout the period (including period end), i.e., before the control of underlying goods have been transferred to the customer; and Estimation of accrual for sales returns, particularly in the crop protection segment involves significant judgement. | <p>Our audit procedures included following:</p> <ul style="list-style-type: none"> Assessing the Company's accounting policies in respect of revenue recognition by comparing with applicable accounting standards; Evaluating the design and implementation and testing the operating effectiveness of the Company's internal controls over recognition of revenue on selected samples of transactions; Perform substantive testing and cut-off testing throughout the period (including period end), by selecting samples using statistical sampling of revenue transactions recorded during the year and verifying the underlying documents, which included sales invoices, dispatch documents and proof of delivery, depending on the terms of contracts with customer; Examining journal entries posted to revenue to identify unusual or irregular items; Evaluating the design and testing the implementation and operating effectiveness of the internal controls over accrual for sales returns, in crop protection segment; Checking completeness and accuracy of the data used for accrual of sales returns, in crop protection segment by verifying the historical data with underlying books of accounts; |

| Revenue Recognition | |
|----------------------|--|
| The key audit matter | How the matter was addressed in our audit |
| | <ul style="list-style-type: none"> Examining historical trend of sales return claims to assess the assumptions and judgements used in accrual of sales returns adjusted to market condition in crop protection segment. Comparing historically recorded accruals to the actual amount of sales returns; Evaluating adequacy of disclosures given in the standalone financial statements. |

Investments

See note 7 [A] to the standalone financial statements

| The key audit matter | How the matter was addressed in our audit |
|--|--|
| <p>The assessment of recoverable value of investment in certain subsidiaries involves significant judgement.</p> <p>Management performs an annual impairment testing for these investments or more frequently if events or changes in circumstances indicate that they might be impaired.</p> <p>The carrying value of these investment in subsidiaries is tested for impairment using a value in use model. We consider the impairment evaluation of investments in subsidiaries by management to involve significant estimates and judgement, due to the inherent uncertainty involved in forecasting and discounting future cash flows.</p> <p>Accordingly, this is considered as a key audit matter.</p> | <p>Our audit procedures include the following:</p> <ul style="list-style-type: none"> Assessing the Company’s accounting policy for impairment of investments in subsidiaries with applicable accounting standards; Testing the design, implementation and operating effectiveness of key controls placed around the assessment of impairment indicators for investment in subsidiaries; Examined the Company’s assessment for indicators of impairment of such investments. In cases where such indicators existed, tested the estimates and assumption made by the Company of the recoverable amounts, and the allowance for impairment for these investments, where applicable. Involving valuation specialists to assist in the evaluation of key assumptions such as discount rate, and growth rate in estimating projections, cash flows and methodologies used by the Company; Comparing the current year’s performance with the projections used in previous year; Assessing the sensitivity of the outcome of impairment assessment to changes in key assumptions; and Comparing the carrying values of the Company’s investment in subsidiaries with their respective value in use and assessed the need for impairment (if any). |

Other Information

The Company’s Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company’s annual report, but does not include the financial statements and auditor’s report thereon. The Company’s annual report is expected to be made available to us after the date of this auditor’s report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Company’s annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid financial statements have been kept so far as it appears from our examination of those books except for the matter stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on 31 March 2025 and 01 April 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company has disclosed the impact of pending litigations as at 31 March 2025 on its financial position in its standalone financial statements - Refer Note 45 to the standalone financial statements.
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - d.
 - (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 50 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 50 to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

- e. The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 44 to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

- f. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which, along with access management tool, as applicable, have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, we did not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail in respect of the previous year has been preserved by the Company as per the statutory requirements for record retention except for the logs generated within access management tool.

- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Maulik Jhaveri

Partner

Membership No.: 116008

ICAI UDIN:25116008BMOJQL4533

Place: Mumbai

Date: 30 April 2025

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Godrej Agrovet Limited for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

| Description of property | Gross carrying value (₹ in Crores) | Held in the name of | Whether promoter, director or their relative or employee | Period held- indicate range, where appropriate | Reason for not being held in the name of the Company. Also indicate if in dispute |
|-------------------------|------------------------------------|---|--|--|--|
| Freehold land | 0.04 | Cauvery Palm Oil Limited | No | 10-12 years | Received on merger of the erstwhile Companies. The Company is in the process of transferring the title and is pending for update in revenue records. |
| Leasehold land | 12.05 | Gujarat Industrial Development Corporation (GIDC) | No | 8-10 years | Company has received the allotment letter / restoration order from GIDC and Company is in the process of fulfilling the terms for registration. |
| Factory Building | 1.57 | Cauvery Palm Oil Limited | No | 10-12 years | Received on merger of the erstwhile Companies. The Company is in the process of transferring the title and is pending for update in revenue records. |
| Office Building | 0.61 | Cauvery Palm Oil Limited | No | 10-12 years | Received on merger of the erstwhile Companies. The Company is in the process of transferring the title and is pending for update in revenue records. |

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory, except goods-in-transit, has been physically verified by the management during the year. For goods-in-transit, subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made investments, granted loans and advances in the nature of loans, secured or unsecured to companies, in respect of which the requisite information is as below. The Company has not provided guarantee to companies, firms, limited liability partnerships or any other parties during the year. The Company has not made any investments in firms, limited liability partnerships or any other parties and has not granted any loans or advances in the nature of loans, secured or unsecured to firms, limited liability partnerships or any other parties during the year.

- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans or provided advances in the nature of loans as below:

| Particulars | Loans (₹ in crores) |
|--|---------------------|
| Aggregate amount during the year | |
| Subsidiaries* | 67.50 |
| Others | 33.54 |
| Balance outstanding as at balance sheet date | |
| Subsidiaries* | 29.00 |
| Others | 51.81 |

*As per the Companies Act, 2013

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made during the year and the terms and conditions of the grant of loans and advances in the nature of loans during the year are not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given or advance in the nature of loans, in our opinion, the repayment or receipt wherever applicable, have been regular except for the following cases where there is no stipulation of schedule of repayment of principal and payment of interest and accordingly we are unable to comment on the regularity of repayment of principal and payment of interest:

| Name of the entity | Amount (₹ in crores) | Remarks |
|-------------------------|----------------------|--|
| Godvet Agrochem Limited | 0.62 | Loan is repayable on demand. As informed to us, the Company has demanded repayment of the loan during the year and loan is closed. Thus, there has been no default on the loan amount. |

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given or advances in the nature of loans.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion following instances of loans falling due during the year were renewed or extended or settled by fresh loans:

| Name of the entity | Amount (₹ in crores) | Aggregate overdue amount settled by renewal or extension or by fresh loans granted to same parties | Percentage of the aggregate to the total loans granted during the year |
|-----------------------------------|----------------------|--|--|
| Gajanan Agrofeeds Private Limited | ₹ 20 crores | ₹ 20 crores | 100% |

- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment except for the following loans to its related parties as defined in Clause (76) of Section 2 of the Companies Act, 2013 ("the Act"):

| Particulars | All Parties (₹ in crores) | Promoters (₹ in crores) | Related Parties (₹ in crores) |
|---|---------------------------|-------------------------|-------------------------------|
| Aggregate of loans | | | |
| - Repayable on demand (A) | 14.00 | - | 14.00 |
| - Agreement does not specify any terms or period of Repayment (B) | - | - | - |
| Total (A+B) | 14.00 | - | 14.00 |
| Percentage of loans to the total loans | 13.86% | - | 13.86% |

- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investments made and loans, guarantees and security given by the Company, in our opinion the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no statutory dues relating to Provident Fund, Employees State Insurance, Professional Tax or Cess or other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute. According to the information and explanations given to us, and on the basis of our examination of the records of the Company, statutory dues relating to Income-Tax, Excise Duty, Duty of Customs and Goods and Services Tax which have not been deposited on account of any dispute are as follows:

| Name of the statute | Nature of the dues | Amounts disputed (₹ in crores) | Amounts paid on protest (₹ in crores) | Period to which the amount relates | Forum where dispute is pending |
|--------------------------|----------------------------------|--------------------------------|---------------------------------------|------------------------------------|---|
| Central Excise Act, 1944 | Excise duty (including interest) | 0.04 | 0.01 | July 2011 – October 2014 | Central Excise and Service Tax Appellate Tribunal |
| Central Excise Act, 1944 | Excise duty (including interest) | 4.99 | 2.01 | Dec 2003 – May 2006 | Commissioner of Central Excise (Appeals) |
| Central Excise Act, 1944 | Excise duty (including interest) | 0.10 | 0.003 | April 2017 – June 2017 | Commissioner of Central Excise (Appeals) |
| Customs Act, 1962 | Custom Duty (including interest) | 0.78 | - | April 2011 – March 2012 | Joint Commissioner of Customs Group -I, Chennai |
| Customs Act, 1962 | Custom duty (including interest) | 0.92 | - | April 2012 – March 2013 | CESTAT |

| Name of the statute | Nature of the dues | Amounts disputed (₹ in crores) | Amounts paid on protest (₹ in crores) | Period to which the amount relates | Forum where dispute is pending |
|--------------------------------------|---|--------------------------------|---------------------------------------|------------------------------------|---|
| Income tax Act, 1961 | Income tax (including interest) | 1.78 | - | AY 2017-18 | Commissioner of Income tax (Appeals) |
| Income tax Act, 1961 | Income tax (including interest) | 17.77 | - | AY 2018-19 | Commissioner of Income tax (Appeals) |
| Central Goods and Services Tax, 2017 | Central Goods and Services Tax (including interest and penalty) | 0.87 | - | AY 2018-19 | Additional Commissioner (Appeals), CGST, Jaipur |

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or joint ventures as defined under the Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, or joint ventures (as defined under the Act).
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.

- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have more than one CIC.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in Company's annual report is expected to be made available to us after the date of this auditor's report.
- (xx) (a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project other than ongoing projects. Accordingly, clause 3(xx)(a) of the Order is not applicable.
- (b) In respect of ongoing projects, the Company has transferred the unspent amount to a Special Account within a period of 30 days from the end of the financial year in compliance with Section 135(6) of the said Act.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Maulik Jhaveri

Partner

Membership No.: 116008

ICAI UDIN:25116008BMOJQL4533

Place: Mumbai

Date: 30 April 2025

Annexure B to the Independent Auditor's Report on the standalone financial statements of Godrej Agrovet Limited for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Godrej Agrovet Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Maulik Jhaveri

Partner

Membership No.: 116008

ICAI UDIN:25116008BMOJQL4533

Place: Mumbai

Date: 30 April 2025

Standalone Balance Sheet

as at March 31, 2025

| Particulars | Note No. | (₹ in crore) | |
|--|----------|-------------------------|-------------------------|
| | | As at March 31, 2025 | As at March 31, 2024 |
| ASSETS | | | |
| (i) Non-current assets | | | |
| a) Property, plant and equipment | 2 | 1,088.53 | 1,099.45 |
| b) Capital Work-In-Progress | 3 | 35.09 | 19.84 |
| c) Right of use assets | 4 | 141.57 | 138.26 |
| d) Intangible assets | 5 | 14.84 | 13.34 |
| e) Intangible assets under development | 5 (A) | 2.74 | 1.78 |
| f) Biological assets other than bearer plants | 6 | 53.86 | 45.01 |
| g) Financial Assets | | | |
| (i) Investments | | | |
| Investments in Subsidiaries, Associate and Joint Ventures | 7 (A) | 1,270.12 | 755.26 |
| Other investments | 7 (B) | 16.49 | 16.63 |
| (ii) Loans | 8 | 60.44 | 162.77 |
| (iii) Other financial assets | 9 | 30.29 | 31.35 |
| h) Deferred tax assets | 43 | 0.85 | 9.33 |
| i) Other tax assets (net) | | 45.72 | 43.80 |
| j) Other non-current assets | 10 | 48.01 | 23.00 |
| Total Non current assets | | 2,808.55 | 2,359.82 |
| (ii) Current Assets | | | |
| a) Inventories | 11 | 961.80 | 974.28 |
| b) Financial Assets | | | |
| (i) Trade Receivables | 12 | 379.63 | 346.87 |
| (ii) Cash and cash equivalents | 13 | 22.74 | 37.36 |
| (iii) Bank balances other than (ii) above | 14 | 0.35 | 0.31 |
| (iv) Loans | 15 | 20.57 | 15.43 |
| (v) Others financial assets | 16 | 35.40 | 50.30 |
| c) Other current assets | 17 | 144.24 | 132.42 |
| Total current assets | | 1,564.73 | 1,556.97 |
| Total assets | | 4,373.28 | 3,916.79 |
| EQUITY AND LIABILITIES | | | |
| (i) Equity | | | |
| a) Equity share capital | 18 | 192.27 | 192.21 |
| b) Other equity | 19 | 2,381.07 | 2,066.96 |
| Total equity | | 2,573.34 | 2,259.17 |
| (ii) Liabilities | | | |
| (1) Non current liabilities | | | |
| a) Financial liabilities | | | |
| (i) Borrowings | 20 | 67.50 | 8.13 |
| (ii) Lease Liabilities | 4 | 82.89 | 79.55 |
| (iii) Other financial liabilities | 21 | 1.86 | 19.50 |
| b) Provisions | 22 | 3.72 | 3.32 |
| c) Deferred tax liabilities (net) | 43 | 72.93 | 64.28 |
| d) Other non-current liabilities | 23 | 9.05 | 9.36 |
| Total non current liabilities | | 237.95 | 184.14 |
| (2) Current liabilities | | | |
| a) Financial liabilities | | | |
| (i) Borrowings | 24 | 455.15 | 578.78 |
| (ii) Lease Liabilities | 4 | 26.93 | 22.58 |
| (iii) Trade payables | 25 | | |
| Total outstanding dues of micro enterprises and small enterprises | | 28.56 | 23.03 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | | 673.42 | 425.46 |
| (iv) Other financial liabilities | 26 | 169.45 | 167.07 |
| b) Other current liabilities | 27 | 149.43 | 162.47 |
| c) Provisions | 28 | 28.67 | 63.71 |
| d) Current tax liabilities (Net) | | 30.38 | 30.38 |
| Total current liabilities | | 1,561.99 | 1,473.48 |
| Total liabilities | | 1,799.94 | 1,657.62 |
| Total Equity and Liabilities | | 4,373.28 | 3,916.79 |

The notes 1 to 56 form an integral part of the Standalone financial statements

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Registration Number 101248W/W-100022

MAULIK JHAVERI

Partner

Membership Number: 116008

Mumbai, April 30, 2025

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

(CIN:L15410MH1991PLC135359)

N. B. GODREJ

Chairman

DIN: 00066195

B.S.YADAV

Managing Director

DIN: 00294803

S. VARADARAJ

Chief Financial Officer

ICAI Memb. No. 047959

Mumbai, April 30, 2025

VIVEK RAIZADA

Company Secretary

ICSI Memb. No. ACS11787

Standalone Statement of Profit and Loss

for the year ended March 31, 2025

(₹ in crore)

| Particulars | Note No. | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--|----------|-----------------------------------|-----------------------------------|
| I. Revenue from operations | | | |
| Sale of products | | 6,988.42 | 7,060.08 |
| Other operating revenue | | 20.65 | 27.71 |
| Total Revenue From Operations | 29 | 7,009.07 | 7,087.79 |
| II. Other income | 30 | 108.88 | 76.59 |
| III. Total Income | | 7,117.95 | 7,164.38 |
| IV. Expenses | | | |
| Cost of materials consumed | 31 | 5,366.90 | 5,543.66 |
| Purchases of Stock-in-Trade | 32 | 102.68 | 97.91 |
| Changes in inventories of finished goods, stock under cultivation, work in progress and Stock-in-Trade | 33 | (98.44) | (18.34) |
| Employee benefits expense | 34 | 314.74 | 320.55 |
| Finance costs | 35 | 83.25 | 63.00 |
| Depreciation and amortisation expenses | 36 | 124.13 | 120.62 |
| Other expenses | 37 | 562.00 | 567.48 |
| Total Expenses | | 6,455.26 | 6,694.88 |
| V. Profit Before Tax | | 662.69 | 469.50 |
| Current Tax | 42 | 143.55 | 109.85 |
| Deferred Tax | 43 | 16.58 | 2.53 |
| VI. Tax expense: | | 160.13 | 112.38 |
| VII. Profit for the year | | 502.56 | 357.12 |
| VIII. Other comprehensive income | | | |
| Items that will not be reclassified to profit or loss: | | | |
| (A) Remeasurement of defined benefit liability | | (1.57) | (0.08) |
| (B) Fair value changes on equity investments through OCI | | 3.77 | (0.34) |
| (C) Income tax related to Items that will not be reclassified to profit or loss | | (0.55) | 0.10 |
| Other comprehensive income for the year | | 1.65 | (0.32) |
| IX. Total comprehensive income for the year | | 504.21 | 356.80 |
| X. Earnings per equity share (Nominal value of ₹ 10 each, fully paid-up) | | | |
| Basic (₹) | 38 | 26.14 | 18.58 |
| Diluted (₹) | 38 | 26.13 | 18.57 |

The notes 1 to 56 form an integral part of the Standalone financial statements

As per our report of even date attached
For B S R & Co. LLP
 Chartered Accountants
 Firm Registration Number 101248W/W-100022

For and on behalf of the Board of Directors of Godrej Agrovet Limited
 (CIN:L15410MH1991PLC135359)

N. B. GODREJ
 Chairman
 DIN: 00066195

B.S.YADAV
 Managing Director
 DIN: 00294803

MAULIK JHAVERI
 Partner
 Membership Number: 116008
 Mumbai, April 30, 2025

S. VARADARAJ
 Chief Financial Officer
 ICAI Memb. No. 047959
 Mumbai, April 30, 2025

VIVEK RAIZADA
 Company Secretary
 ICSI Memb. No. ACS11787

Standalone Statement of Cash Flows

for the year ended March 31, 2025

| Particulars | (₹ in crore) | |
|---|--------------------------------------|--------------------------------------|
| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
| A. Cash Flows from Operating Activities : | | |
| Profit Before Tax | 662.69 | 469.50 |
| Adjustment for: | | |
| Depreciation and amortisation expenses | 124.13 | 120.62 |
| Loss on sale of property, plant and equipment | 2.80 | 2.37 |
| Unrealised foreign exchange (gain)/loss (net) | 0.47 | (0.23) |
| Dividend income | (67.37) | (34.91) |
| Grant amortisation | (1.24) | (1.07) |
| Interest income | (18.60) | (15.03) |
| Employee share based compensation cost | 2.16 | 2.92 |
| Net (gain)/loss on lease modification | (0.11) | - |
| Change in fair value of biological assets | 1.49 | (2.41) |
| (Profit) / Loss on sale of investments | 1.52 | (2.73) |
| Finance Costs | 83.25 | 63.00 |
| Allowances for doubtful debts and advances | (6.55) | (1.09) |
| Liabilities no longer required written back | (0.37) | (1.67) |
| Provision for diminution of investment | - | 2.25 |
| Bad debts/ Advances Written off | 9.89 | 26.57 |
| | 131.47 | 158.59 |
| Operating Profit Before Working Capital Changes | 794.16 | 628.09 |
| Adjustments for: | | |
| (Increase) / Decrease in Inventories | 12.48 | (102.96) |
| (Increase) / Decrease in Biological assets other than bearer plants | (10.35) | (22.28) |
| (Increase) / Decrease in Trade Receivables | (36.11) | 91.66 |
| (Increase) / Decrease in Non-current / Current financial assets- loans | (0.02) | 0.77 |
| (Increase) / Decrease in Non-current / Current financial assets- others | 13.93 | 8.66 |
| (Increase) / Decrease in Non-current/ Current assets & provision for sales return | (46.46) | (24.35) |
| Increase / (Decrease) in Trade payables and acceptances | 255.15 | 3.70 |
| Increase / (Decrease) in Non-current / Current - provisions | 0.25 | (1.00) |
| Increase / (Decrease) in Non-current / Current financial liabilities- others | (16.18) | 40.33 |
| Increase / (Decrease) in Non-current / Current liabilities | (12.11) | 83.93 |
| | 160.58 | 78.46 |
| Cash generated from Operations | 954.74 | 706.55 |
| Income taxes paid (net of refunds received) | (145.47) | (113.63) |
| Net Cash generated from operating activities | 809.27 | 592.92 |
| B. Cash Flows from Investing Activities : | | |
| Acquisition of Property, plant and equipment | (141.87) | (168.08) |
| Proceeds from sale of Property, plant and equipment | 3.92 | 5.26 |
| Proceeds from sale of investments | 15.20 | 8.40 |
| Loans / Intercompany Deposits given | (98.04) | (100.50) |
| Loans / Intercompany Deposits returned | 195.25 | 65.04 |
| Purchase of Investments | (527.65) | (25.00) |
| Interest Received | 20.35 | 12.85 |
| Dividend Received | 67.37 | 50.15 |
| Net Cash (used in) investing activities | (465.47) | (151.88) |

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| C. Cash Flows from Financing Activities : | | |
| Repayment of Short Term Borrowings | (5,625.99) | (4,089.35) |
| Proceeds from Short Term Borrowings | 5,503.01 | 3,935.39 |
| Repayment of Long Term Borrowings | (3.60) | (2.71) |
| Proceeds from Long Term Borrowings | 62.32 | 9.03 |
| Finance costs paid | (72.17) | (56.86) |
| Repayment of lease liability (Principal & Interest) | (29.81) | (28.94) |
| Dividend Paid | (192.24) | (182.55) |
| Proceeds from exercise of ESOP shares | 0.06 | 0.05 |
| Net Cash (used in) financing activities | (358.42) | (415.94) |
| Net increase/ (decrease) in cash and cash equivalents | (14.62) | 25.10 |
| Cash and cash equivalents (Opening balance) | 37.36 | 12.26 |
| Cash and cash equivalents (Closing balance) (refer note 13) | 22.74 | 37.36 |

1 The Company has elected to present cash flows from operating activities using the indirect method.

2 Figures in brackets indicate cash outflow.

3 Movement in borrowings

(₹ in crore)

| Particulars | April 1, 2024 | Cash Flow | Non-cash changes | March 31, 2025 |
|---|---------------|----------------|------------------|----------------|
| Long term borrowings (including current maturities) | 11.48 | 58.72 | - | 70.20 |
| Short term borrowings | 575.43 | (122.98) | - | 452.45 |
| Total borrowings | 586.91 | (64.26) | - | 522.65 |

(₹ in crore)

| Particulars | April 1, 2023 | Cash Flows | Non-cash changes | March 31, 2024 |
|---|---------------|-----------------|------------------|----------------|
| Long term borrowings (including current maturities) | 5.16 | 6.32 | - | 11.48 |
| Short term borrowings | 729.39 | (153.96) | - | 575.43 |
| Total borrowings | 734.55 | (147.64) | - | 586.91 |

The notes 1 to 56 form an integral part of the Standalone financial statements

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Registration Number 101248W/W-100022

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

(CIN:L15410MH1991PLC135359)

N. B. GODREJ

Chairman

DIN: 00066195

B.S.YADAV

Managing Director

DIN: 00294803

MAULIK JHAVERI

Partner

Membership Number: 116008

Mumbai, April 30, 2025

S. VARADARAJ

Chief Financial Officer

ICAI Memb. No. 047959

Mumbai, April 30, 2025

VIVEK RAIZADA

Company Secretary

ICSI Memb. No. ACS11787

Standalone Statement of changes in equity

for the year ended March 31, 2025

(a) Equity share capital

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Balance at the beginning of the reporting year | 192.21 | 192.16 |
| Changes in Equity share capital during the year (refer note 18) | 0.06 | 0.05 |
| Balance at the end of the reporting year | 192.27 | 192.21 |

(b) Other equity

(₹ in crore)

| Particulars | Retained earnings | General reserve | Employee share option outstanding | Securities Premium | Total |
|---|-------------------|-----------------|-----------------------------------|--------------------|-----------------|
| As at April 1, 2024 | 1,611.85 | 15.55 | 4.22 | 435.34 | 2,066.96 |
| Profit for the year (net of income tax) | 502.56 | - | - | - | 502.56 |
| Other comprehensive income / (loss) for the year (net of income tax) | 1.65 | - | - | - | 1.65 |
| Total comprehensive income for the year | 504.21 | - | - | - | 504.21 |
| Transactions with the owners of the Company, recorded directly in equity | | | | | |
| Distributions | | | | | |
| Dividends | (192.26) | - | - | - | (192.26) |
| Others | | | | | |
| Employee compensation expenses recognised during the year | - | - | 2.16 | - | 2.16 |
| Employee Stock Ownership Plan (ESOP) shares exercised during the year | - | - | (2.60) | 2.60 | - |
| Balance at March 31, 2025 | 1,923.80 | 15.55 | 3.78 | 437.94 | 2,381.07 |
| As at April 1, 2023 | 1,437.65 | 15.55 | 3.70 | 432.94 | 1,889.84 |
| Profit for the year (net of income tax) | 357.12 | - | - | - | 357.12 |
| Other comprehensive income for the year (net of income tax) | (0.32) | - | - | - | (0.32) |
| Total comprehensive income for the year | 356.80 | - | - | - | 356.80 |
| Transactions with the owners of the Company, recorded directly in equity | | | | | |
| Distributions | | | | | |
| Dividend | (182.60) | - | - | - | (182.60) |
| Others | | | | | |
| Employee compensation expenses recognised during the year | - | - | 2.92 | - | 2.92 |
| Employee Stock Ownership Plan (ESOP) shares exercised during the year | - | - | (2.40) | 2.40 | - |
| Balance at March 31, 2024 | 1,611.85 | 15.55 | 4.22 | 435.34 | 2,066.96 |

The notes 1 to 56 form an integral part of the Standalone financial statement

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Registration Number 101248W/W-100022

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

(CIN:L15410MH1991PLC135359)

N. B. GODREJ

Chairman

DIN: 00066195

B.S.YADAV

Managing Director

DIN: 00294803

MAULIK JHAVERI

Partner

Membership Number: 116008

Mumbai, April 30, 2025

S. VARADARAJ

Chief Financial Officer

ICAI Memb. No. 047959

Mumbai, April 30, 2025

VIVEK RAIZADA

Company Secretary

ICSI Memb. No. ACS11787

Notes forming part of the Standalone Financial Statements

Note 1: Material Accounting Policies

1. General information

Godrej Agrovet Limited. ("the Company") is a public limited company, which is domiciled and incorporated in the Republic of India with its registered office situated at 3rd Floor, Godrej One, Pirojshanagar, Vikhroli (East), Mumbai – 400 079. The Company, an erstwhile division of Godrej Soaps Limited was incorporated under the Companies Act, 1956 on November 25, 1991. The Company is a diversified agribusiness company and its principal activities include manufacturing and marketing of high quality animal feed, innovative agricultural inputs and palm oil & allied products. The Company is a public company limited by shares and is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

2. Basis of preparation and measurement

(i) Basis of preparation:

The standalone financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act. The accounting policies are applied consistently to all the years presented in the standalone financial statements.

The standalone financial statements of the Company for the year ended March 31, 2025 were authorized for issue in accordance with a resolution of the Board of Directors on April 30, 2025.

Current versus non-current classification: All assets and liabilities have been classified as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of the products and the time taken between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of the classification of assets and liabilities into current and non-current.

(ii) Basis of measurement

The standalone financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) that are measured at fair value (refer accounting policy regarding financial instruments)
- asset held for sale and biological assets – measured at fair value less cost to sell;
- defined benefit plans – plan assets measured at fair value less present value of defined benefit obligation; and
- share-based payments

(iii) Functional and presentation currency

These standalone financial statements are presented in Indian rupees, which is the Company's functional currency. All amounts have been rounded off to the nearest crore, unless otherwise indicated. The amount reflected as "0.00" in Financials are value with less than one lakh.

3. Key estimates and assumptions

While preparing standalone financial statements in conformity with Ind AS, the management has made certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the balance sheet date and the reported amount of income and expenses for the reporting period. Future events rarely develop exactly as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgment, estimates and assumptions are required in particular for:

● Determination of the estimated useful lives

Useful lives of property, plant and equipment are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases where the useful lives are different from that prescribed in Schedule II and in case of intangible assets, they are estimated by management based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support - (Refer point 6F below).

- **Recognition and measurement of defined benefit obligations**

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period - (Refer note 39).

- **Recognition and measurement of Long term employee incentives**

Accrual for long term employee incentive scheme liability requires estimates and judgements in respect of achievement of parameters of business performance. These estimates are based on past performance, approved budgets and plans and other relevant information considered on a best estimate basis as at the reporting date - (Refer note 39).

- **Recognition of deferred tax assets and liabilities**

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business losses and unabsorbed depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, unabsorbed depreciation carry-forwards and unused tax credits could be utilized - (Refer note 43).

- **Recognition and measurement of other provisions**

- a. Provision for sales returns

The Company makes a provision for estimated sales returns, based on its historical experience and is dependent on other relevant factors - (Refer note 17 & 28).

- b. Provision for doubtful trade receivables

The Company has large number of individual small customers. Management assesses the level of allowance for doubtful debts after taking into account of ageing analysis and any other factor specific to individual counterparty and a collective estimate based on historical experience adjusted for certain current factors - (Refer note 12).

- c. The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions - (Refer note 22 and 28).

- **Discounting of long-term financial assets / liabilities**

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial liabilities /assets which are required to subsequently be measured at amortized cost, interest is accrued using the effective interest method - (Refer note 41.1).

- **Fair valuation of employee stock grants**

The fair valuation of the employee stock grants is based on the Black-Scholes model used for valuation of options. Key assumptions made with respect to expected volatility includes share price, expected dividends and discount rate, under this option pricing model - (Refer note 40).

- **Determining whether an arrangement contains a lease**

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate - (Refer note 4).

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

- **Rebates**

Rebates are generally provided to distributors or customers as an incentive to sell the Company's products. Accruals for discounts/incentives are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreement with customers.

- **Recognition and measurement of provision for inventories**

The Company makes specific provisions for slow moving / non-moving items. Due to the significant number of stock keeping units (SKU's) in the various categories of inventories, significant judgement is required by the Company in determining the inventory provisioning.

- **Fair value of financial instruments**

Derivatives are carried at fair value. Derivatives includes foreign currency forward contracts and commodity futures. Fair value of foreign currency forward contracts are determined using the fair value reports provided by respective bankers - (Refer note 41.4).

- **Biological Assets**

Management uses inputs relating to production and market prices in determining the fair value of biological assets - (Refer note 6).

- **Impairment of investments in subsidiaries**

The Company reviews its carrying value of investments carried at cost (net of impairment, if any) annually, or more frequently when there is an indication of impairment. Management inter alia considers various inputs such as macro-economic environment, industry specific matters, financial projections and other relevant information for purposes of such assessment - (Refer note 7.1).

4. **Measurement of fair values**

The Company's accounting policies and disclosures require the measurement of fair values for, both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

5. **Recent pronouncements:**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

6. **Material accounting policies**

A. **Revenue & Other income**

i. **Sale of goods**

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. Discounts given by the Company includes trade discounts, volume rebates and other incentive given to the customers. Accumulated experience is used to estimate the provision for discounts. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

Revenue from the sale of goods are recognized when control of the goods has transferred to our customer and when there are no longer any unfulfilled obligations to the customer. Depending on the contractual terms with the customers, this can be either at the time of dispatch or delivery of goods. This is considered the appropriate point where the performance obligations in our contracts are satisfied as the Company no longer have control over the inventory.

As at 31 March 2025, an estimate has been made of goods that will be returned and a liability has been recognized for this amount. An asset has also been recorded for the corresponding inventory that is estimated to return to the Company using a best estimate based on historical experience.

ii. Dividend income

Dividend income is recognized only when the right to receive the same is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of dividend can be measured reliably.

iii. Interest income

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR), which is the rate that discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial assets. Interest income is included in other income in the statement of profit or loss.

- iv. Subsequent remeasurement of the contingent consideration which represents a financial liability or asset, is recognized through profit and loss account.

B. Foreign currency

i. Transactions and balances

Transactions in foreign currencies are translated into the respective functional currencies of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognized as income and expenses in the period in which they arise.

C. Employee benefits

i. Short term employee benefits

All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Short-term benefits such as salaries, wages, short-term compensation absences, etc., are determined on an undiscounted basis and recognized in the period in which the employee renders the related service.

ii. Defined contribution plans

Obligations for contributions to defined contribution plans such as Provident Fund and Family pension maintained with Regional Provident Fund Office are expensed as the related service is provided.

iii. Defined benefit plans

The following post - employment benefit plans are covered under the defined benefit plans:

- Provident Fund Contributions other than those made to the Regional Provident Fund Office of the Government which are made to the Trust administered by the Company.

The Company's contribution to the Provident Fund Trust as established by the Company, is also considered as a Defined Benefit Plan. The provident fund is administered by the Trustees of the Godrej Agrovet Limited Provident Fund. The rules of the Company's Provident Fund administered by the Trust, require that if the return on investment for any reason is less than the guaranteed Rate of Interest, then the deficiency shall be made good by the Company. The Company's net obligations in respect of such plans is calculated by estimating the amount of future benefit that the employees have earned in return for their services and the current and prior periods that benefit is discounted to determine its present value and the fair value of the plan asset is deducted.

- Gratuity Fund

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income (OCI). They are included in retained earnings in the statement of changes in equity and in the balance sheet.

iv. Other long-term employee benefits

Liability toward Long-term Compensated Absences is provided for on the basis of an actuarial valuation, using the Projected Unit Credit Method, as at the date of the Balance Sheet. Actuarial gains / losses comprising of experience adjustments and the effects of changes in actuarial assumptions are immediately recognized in the Statement of Profit and Loss.

Other long term employee benefits include payable in respect of long term incentive scheme recorded by estimating the possible cash outflows based on assessment of parameters of the scheme and discounted at present value.

v. Terminal Benefits:

All terminal benefits are recognized as an expense in the period in which they are incurred.

D. Income Tax

Income tax expense comprises current and deferred tax. It is recognized in net profit in the statement of profit or loss or in the OCI.

i. Current tax

Current tax is the amount of tax payable (recoverable) in respect of the taxable profit (tax loss) for the year determined in accordance with the provisions of the Income-Tax Act, 1961. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if the Company:

- a) has a legally enforceable right to set off the recognized amounts; and
- b) intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

ii. Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries and associates to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves. Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Taxes relating to items recognized directly in equity or OCI is recognized in equity or OCI.

The Company has recognized a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right of use assets.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

The entity has a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

E. Inventories

Inventories are carried in the balance sheet as follows:

- (a) Raw materials, Packing materials, Stock in Trade and Stores & Spares: At lower of cost, on weighted average basis and net realizable value.
- (b) Work-in-progress / project in progress-: At lower of cost of materials, plus appropriate production overheads and net realizable value.
- (c) Finished Goods: At lower of cost of materials, plus appropriate production overheads and net realizable value,

Net realizable value is the estimated selling price in the ordinary course of business less estimated cost of completion and selling expenses necessary to make the sale.

The cost of inventories have been computed to include all cost of purchases, cost of conversion and other related costs incurred in bringing the inventories to the present location and condition. Slow and non-moving material, obsolescence, defective inventories are duly provided for and valued at net realizable value. Goods and materials in transit are valued at actual cost incurred upto the date of balance sheet. Materials and supplies held for use in the production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost.

F. Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises:

- a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
- c) the initial estimate in present value terms of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognized in the statement of profit or loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

An item of property, plant and equipment is derecognized upon disposal or when there is no future economic benefits expected from its use or disposal.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in the statement of profit or loss.

On transition to Ind AS, the Company elected to continue with the carrying value of all of its Property, Plant and Equipment recognised as at 1st April, 2015 ("transition date") measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

ii. Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost can be measured reliably.

iii. Depreciation/ Amortizations

Depreciation on tangible fixed assets is provided in accordance with the provisions of Schedule II of the Companies Act 2013, on Straight Line Method. Depreciation on additions / deductions is calculated on pro rata basis from/up to the month of additions/ deductions. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. In case of the following category of assets , the depreciation has been provided based on the technical specifications, external & internal assessment, requirement of refurbishments and past experience of the remaining useful life which is different from the useful life as specified in Schedule II to the Act:

- (a) Plant and Machinery: - 20 Years (Useful life as per schedule II – 8 to 20 years)
- (b) Computer Hardware
Depreciated over its estimated useful life of 4 years (Useful life as per schedule II – 3 years)
- (c) Leasehold Land:
Amortized over the lease term.
- (d) Leasehold improvements and equipment:
Amortized over the Primary lease period.

Assets costing less than ₹ 5,000 are fully depreciated in the year of purchase/acquisition.

Property, plant and equipment with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e higher of the fair value less cost to sell and value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss.

G. Borrowing costs

Other borrowing costs are recognized as an expense in the period in which they are incurred.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

H. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

As per Ind AS-108 'Operating Segments', if a financial report contains both the consolidated financial statements of a parent that is within the scope of Ind AS-108 as well as the parent's separate financial statements, segment information is required only in the consolidated financial statements. Accordingly, information required to be presented under Ind AS-108 Operating Segments has been given in the consolidated financial statements.

I. Intangible assets

Recognition and measurement

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably.

Intangible assets viz. Grant of Licenses and Computer software, which are acquired by the Company and have finite useful lives are measured at cost less accumulated amortization and any accumulated impairment losses, if any.

On transition to Ind AS, the Company elected to continue with the carrying value of all of its intangible assets recognised as at 1st April, 2015 ("transition date") measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Amortization

Amortization is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognized in the statement of profit or loss, except in the case of certain intangibles, as per the provisions of various schemes of amalgamation.

The intangible assets are amortized over the estimated useful lives as given below:

- Computer Software : 6 years
- Non-Compete : Over the period of the agreement i.e. 10 years.

Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Research and Development Expenditure

Research Expenditure:

Revenue expenditure on research & development is charged to the Statement of Profit and Loss of the year in which it is incurred.

Capital expenditure incurred during the period on research & development is accounted for as an addition to property, plant & equipment or intangible assets.

J. Share-based payments:

- a. Employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).
- b. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.
- c. That cost is recognized, together with a corresponding increase in share-based payment reserves in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.
- d. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

K. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts and commodity futures contracts.

Financial instruments also cover contracts to buy or sell a non-financial item that can be settled net in cash or another financial instrument, or by exchanging financial instruments, as if the contracts were financial instruments, with the exception of contracts that were entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the entity's expected purchase, sale or usage requirements.

Derivatives are currently recognized at fair value on the date on which the derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

Any gain or losses arising from changes in the fair value of derivatives are recognized in the statement of profit and loss.

i. Financial assets

Classification

The Company classifies its financial assets in the following measurement categories:

- Where assets are measured at fair value, gains and losses are either recognized entirely in the Statement of Profit and Loss (i.e. fair value through profit or loss), or recognized in Other Comprehensive Income (i.e. fair value through other comprehensive income), where permissible.
- A financial asset that meets the following two conditions is measured at amortized cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

Business model test: The objective of the Company's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes).

Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Initial recognition & measurement

At initial recognition, the Company measures a financial asset at fair value plus, in the case of a financial asset not recorded at fair value through the Statement of Profit or Loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Equity investments (other than investments in subsidiaries, associates and joint venture)

- All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

- If the Company decides to classify an equity instrument as FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.
- Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Investments in Subsidiaries, Associates & Joint Ventures:

Investments in subsidiaries, associates & joint ventures are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, associates and joint ventures the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

Subsequent remeasurement of the contingent consideration which represents a financial liability or asset, is recognized through Statement of profit and loss account.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e. removed from the Company's Statement of Assets and Liabilities) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, deposits and bank balance.
- Trade receivables - The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits, security like letters of credit, security deposit collected etc. and expectations about future cash flows.

ii. Financial liabilities

Classification

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

The Company classifies all financial liabilities as subsequently measured at amortized cost, except for financial liabilities at fair value through the Statement of Profit and Loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Initial recognition and measurement

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable and incremental transaction cost.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

The Company's financial liabilities include trade and other payables, acceptances, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Statement of Assets and Liabilities if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

L. Provisions, contingent liabilities and contingent assets

Provisions are recognized in accordance with Ind AS 37 – Provisions, Contingent liabilities and Commitments, when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The expenses relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement. If the projected obligation declines as a result of a change in the estimate, the provision is reversed by the corresponding amount and the resulting income recognized in the expenses in which the original charge was recognized.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognized as finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision disclosure is made.

A contingent asset is not recognized but disclosed in the standalone financial statements where an inflow of economic benefit is probable.

Commitments includes the amount of purchase order (net of advance) issued to counterparties for completion of assets.

Provisions, contingent assets, contingent liabilities and commitments are reviewed at each balance sheet date.

M. Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognizes right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The company recognizes the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the re-measurement in statement of profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

N. Impairment of non-financial assets

The carrying values of assets/cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amounts of the assets exceed the estimated recoverable amount, an impairment is recognized for such excess amount.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor that reflects current market assessments of the time value of money and the risk specific to the asset.

When there is indication that an impairment loss recognized for an asset (other than a revalued asset) in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets, such reversal is not recognized.

O. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

P. Government Grants

Grants are recognized when there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

When the grant relates to an asset, the cost of the asset is shown at gross value and grant thereon is treated as a deferred grant which is recognized as income in the Statement of Profit and Loss over the period and in proportion in which depreciation is charged.

Revenue grants are recognized in the Statement of Profit and Loss in the same period as the related cost which they are intended to compensate are accounted for.

Q. Earnings Per Share ("EPS")

The basic Earnings Per Share ("EPS") is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit/(loss) after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

R. Biological assets

Biological assets are measured at fair value less costs to sell, with any change therein recognized in the Statement of Profit and Loss.

Note 2 : Property, plant and equipment

(₹ in crore)

| Particulars | Freehold Land (refer note 2.1) | Buildings (refer note 2.1) | Plant and Machinery | Furniture and Fixtures | Vehicles | Office & Other Equipment | Leasehold Improvements | Livestock used for R&D | Total |
|---------------------------------------|--------------------------------|----------------------------|---------------------|------------------------|--------------|--------------------------|------------------------|------------------------|-----------------|
| As at March 31, 2025 | | | | | | | | | |
| Gross Block | | | | | | | | | |
| As at April 1, 2024 | 91.69 | 494.14 | 947.37 | 16.97 | 49.65 | 84.90 | 4.07 | 1.20 | 1,689.99 |
| Additions | 2.62 | 23.59 | 50.92 | 0.93 | 6.46 | 6.70 | 0.75 | 0.26 | 92.23 |
| Disposals | - | (0.17) | (4.67) | (0.09) | (4.43) | (0.59) | (0.08) | - | (10.03) |
| As at March 31, 2025 | 94.31 | 517.56 | 993.62 | 17.81 | 51.68 | 91.01 | 4.74 | 1.46 | 1,772.19 |
| Accumulated Depreciation | | | | | | | | | |
| As at April 1, 2024 | - | 106.33 | 409.95 | 10.29 | 23.71 | 36.96 | 2.95 | 0.35 | 590.54 |
| Charge for the year | - | 18.42 | 65.27 | 1.50 | 4.33 | 7.81 | 0.38 | 0.11 | 97.82 |
| Disposals | - | (0.07) | (3.00) | (0.07) | (1.04) | (0.49) | (0.03) | - | (4.70) |
| As at March 31, 2025 | - | 124.68 | 472.22 | 11.72 | 27.00 | 44.28 | 3.30 | 0.46 | 683.66 |
| Net Block as at March 31, 2025 | 94.31 | 392.88 | 521.40 | 6.09 | 24.68 | 46.73 | 1.44 | 1.00 | 1,088.53 |
| As at March 31, 2024 | | | | | | | | | |
| Gross Block | | | | | | | | | |
| As at April 1, 2023 | 53.06 | 457.25 | 849.25 | 15.84 | 42.47 | 74.01 | 3.89 | 1.04 | 1,496.81 |
| Additions | 38.63 | 36.97 | 99.40 | 1.14 | 10.35 | 10.95 | 0.18 | 0.19 | 197.81 |
| Disposals | - | (0.08) | (1.28) | (0.01) | (3.17) | (0.06) | (0.00) | (0.03) | (4.63) |
| As at March 31, 2024 | 91.69 | 494.14 | 947.37 | 16.97 | 49.65 | 84.90 | 4.07 | 1.20 | 1,689.99 |
| Accumulated Depreciation | | | | | | | | | |
| As at April 1, 2023 | - | 89.34 | 345.73 | 8.78 | 20.80 | 29.35 | 2.63 | 0.26 | 496.89 |
| Charge for the year | - | 17.00 | 64.52 | 1.51 | 3.96 | 7.65 | 0.32 | 0.10 | 95.06 |
| Disposals | - | (0.01) | (0.30) | (0.00) | (1.05) | (0.04) | (0.00) | (0.01) | (1.41) |
| As at March 31, 2024 | - | 106.33 | 409.95 | 10.29 | 23.71 | 36.96 | 2.95 | 0.35 | 590.54 |
| Net Block as at March 31, 2024 | 91.69 | 387.81 | 537.42 | 6.68 | 25.94 | 47.94 | 1.12 | 0.85 | 1,099.45 |

Note 2.1: Legal formalities relating to the transfer of title of immovable assets situated at Ariyalur & Varanavasi (as part of the merger of Cauvery Oil Palm Limited), are being complied with. Stamp duty payable thereon is not presently determinable.

(₹ in crore)

As at March 31, 2025

| Relevant line item in the Balance Sheet | Description of Property | Gross Carrying Value (₹ in Crore) | Title deeds in the name of | Whether the title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director | Property held since which date | Reason for not being in the name of the Company |
|---|----------------------------|-----------------------------------|---|---|--------------------------------|--|
| Property, Plant and Equipment | Freehold Land Buildings | 0.04 2.18 | Cauvery Palm Oil Limited | No | April 2011 | Received on merger of the erstwhile Companies. The Company is in the process of transferring the title and is pending for update in revenue records. |
| Right-of-use assets | Land | 12.05 | Gujarat Industrial Development Corporation (GIDC) | No | 2014-15 & 2023-24 | Company has received the allotment letter / restoration order from GIDC and Company is in the process of fulfilling the terms for registration. |

As at March 31, 2024

| Relevant line item in the Balance Sheet | Description of Property | Gross Carrying Value (₹ in Crore) | Title deeds in the name of | Whether the title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director | Property held since which date | Reason for not being in the name of the Company |
|---|----------------------------|-----------------------------------|---|---|--------------------------------|--|
| Property, Plant and Equipment | Freehold Land Buildings | 0.04 2.18 | Cauvery Palm Oil Limited | No | April 2011 | Received on merger of the erstwhile Companies. The Company is in the process of transferring the title and is pending for update in revenue records. |
| Right-of-use assets | Land | 12.05 | Gujarat Industrial Development Corporation (GIDC) | No | 2014-15 & 2023-24 | Company has received the allotment letter from GIDC. Company is in the process of registration. |

Note 3 : Capital Work In Progress

| (₹ in crore) | |
|-----------------------------|--------------|
| Particulars | Amount |
| As at March 31, 2025 | |
| Cost | |
| As at April 1, 2024 | 19.84 |
| Additions during the year | 85.88 |
| Capitalised during the year | (70.63) |
| As at March 31, 2025 | 35.09 |
| As at March 31, 2024 | |
| As at April 1, 2023 | 62.83 |
| Additions during the year | 97.87 |
| Capitalised during the year | (140.86) |
| As at March 31, 2024 | 19.84 |

Capital Work in progress (CWIP) ageing

As at March 31, 2025

| Particulars | Amount in CWIP for a period of | | | | Total |
|--------------------------------|--------------------------------|-------------|-----------|-------------------|--------------|
| | Less than 1 year | 1 - 2 years | 2-3 years | More than 3 years | |
| Projects in progress | 34.75 | 0.34 | - | - | 35.09 |
| Projects temporarily suspended | - | - | - | - | - |
| TOTAL | 34.75 | 0.34 | - | - | 35.09 |

As at March 31, 2024

| Particulars | Amount in CWIP for a period of | | | | Total |
|----------------------------------|--------------------------------|-------------|-------------|-------------------|--------------|
| | Less than 1 year | 1 - 2 years | 2-3 years | More than 3 years | |
| Projects in progress | 16.87 | 1.52 | 0.07 | - | 18.46 |
| Projects temporarily suspended * | - | - | - | 1.38 | 1.38 |
| TOTAL | 16.87 | 1.52 | 0.07 | 1.38 | 19.84 |

* Expected to be put to use by March 31, 2025

Project execution plans are modulated basis capacity requirement assessment and all the projects are executed as per rolling annual plan.

Note 4 : Right of use Assets

(₹ in crore)

| Particulars | Buildings | Land | Vehicles | Total |
|--|---------------|--------------|--------------|---------------|
| Cost | | | | |
| As at April 1, 2024 | 131.16 | 44.13 | 22.24 | 197.53 |
| Additions | 6.56 | 0.61 | 20.74 | 27.91 |
| Disposals | 1.46 | - | 10.06 | 11.52 |
| As at March 31, 2025 | 136.26 | 44.74 | 32.92 | 213.92 |
| Accumulated depreciation and impairment | | | | |
| As at April 1, 2024 | 41.01 | 3.57 | 14.69 | 59.27 |
| Depreciation | 17.40 | 0.55 | 5.88 | 23.83 |
| Disposals | 0.69 | - | 10.06 | 10.75 |
| As at March 31, 2025 | 57.72 | 4.12 | 10.51 | 72.35 |
| Carrying amounts | | | | |
| As at March 31, 2025 | 78.54 | 40.62 | 22.41 | 141.57 |

| Particulars | Buildings | Land | Vehicles | Total |
|--|---------------|--------------|--------------|---------------|
| Cost | | | | |
| As at April 1, 2023 | 120.72 | 39.97 | 20.89 | 181.58 |
| Additions | 15.38 | 8.61 | 3.32 | 27.31 |
| Disposals | 4.94 | 4.45 | 1.97 | 11.36 |
| As at March 31, 2024 | 131.16 | 44.13 | 22.24 | 197.53 |
| Accumulated depreciation and impairment | | | | |
| As at April 1, 2023 | 27.58 | 3.14 | 11.72 | 42.44 |
| Depreciation | 17.82 | 0.48 | 4.95 | 23.25 |
| Disposals | 4.39 | 0.05 | 1.98 | 6.42 |
| As at March 31, 2024 | 41.01 | 3.57 | 14.69 | 59.27 |
| Carrying amounts | | | | |
| As at March 31, 2024 | 90.15 | 40.56 | 7.55 | 138.26 |

Movement in Lease Liabilities

(₹ in crore)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--|------------------------------|------------------------------|
| Opening lease liabilities | 102.13 | 106.78 |
| Add: Addition during the year | 27.30 | 18.70 |
| Add: Interest on lease liabilities | 11.08 | 6.14 |
| Less: Repayment of lease liabilities (Principal portion) | (18.73) | (22.80) |
| Less: Repayment of lease liabilities (Interest portion) | (11.08) | (6.14) |
| Less: Cancellation/pre-closure of lease | (0.88) | (0.55) |
| Closing lease liabilities | 109.82 | 102.13 |

Amounts recognised in the Statement of Profit and Loss

(₹ in crore)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|-------------------------------|------------------------------|------------------------------|
| Short-term lease expense | 25.76 | 14.07 |
| Interest on lease liabilities | 11.08 | 6.14 |
| Total lease expense | 36.84 | 20.21 |

Cash outflow on leases

(₹ in crore)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--|------------------------------|------------------------------|
| Repayment of lease liabilities (principal portion) | 18.73 | 22.80 |
| Interest on lease liabilities | 11.08 | 6.14 |
| Short-term lease expense | 25.76 | 14.07 |
| Total cash outflow on leases | 55.57 | 43.01 |

Maturity analysis of lease liability

(₹ in Crore)

| Particulars | Amount in CWIP for a period of | | | | Total |
|-------------------|--------------------------------|-------------|-----------|----------------------|------------|
| | Less than 1 year | 1 - 2 years | 2-3 years | More than 3 years | |
| March 31, 2025 | | | | | |
| Lease liabilities | 135.22 | 30.31 | 98.75 | 6.16 | 7.25% - 9% |
| March 31, 2024 | | | | | |
| Lease liabilities | 130.87 | 24.53 | 84.07 | 22.27 | 7.25% - 9% |

Lease Liabilities included in Balance sheet

(₹ in crore)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|-------------|------------------------------|------------------------------|
| Non-current | 82.89 | 79.55 |
| Current | 26.93 | 22.58 |

Note 5 : Intangible Assets

(₹ in crore)

| Particulars | Computer Software | Non-Compete Rights | Total |
|---------------------------------------|-------------------|--------------------|--------------|
| As at March 31, 2025 | | | |
| Cost | | | |
| As at April 1, 2024 | 12.86 | 13.00 | 25.86 |
| Additions | 3.98 | - | 3.98 |
| Disposals | - | - | - |
| As at March 31, 2025 | 16.84 | 13.00 | 29.84 |
| Accumulated amortisation | | | |
| As at April 1, 2024 | 9.92 | 2.60 | 12.52 |
| Charge for the year | 1.18 | 1.30 | 2.48 |
| Disposals | - | - | - |
| As at March 31, 2025 | 11.10 | 3.90 | 15.00 |
| Net Block as at March 31, 2025 | 5.74 | 9.10 | 14.84 |
| As at March 31, 2024 | | | |
| Cost | | | |
| As at April 1, 2023 | 12.59 | 13.00 | 25.59 |
| Additions | 0.27 | - | 0.27 |
| Disposals | - | - | - |
| As at March 31, 2024 | 12.86 | 13.00 | 25.86 |
| Accumulated amortisation | | | |
| As at April 1, 2023 | 8.91 | 1.30 | 10.21 |
| Charge for the year | 1.01 | 1.30 | 2.31 |
| Disposals | - | - | - |
| As at March 31, 2024 | 9.92 | 2.60 | 12.52 |
| Net Block as at March 31, 2024 | 2.94 | 10.40 | 13.34 |

Note 5 (A): Intangible assets under development (IAUD)

(₹ in crore)

| Particulars | Amount |
|-----------------------------|-------------|
| As at March 31, 2025 | |
| Cost | |
| As at April 1, 2024 | 1.78 |
| Additions during the year | 4.78 |
| Capitalized during the year | (3.82) |
| As at March 31, 2025 | 2.74 |
| As at March 31, 2024 | |
| As at April 1, 2023 | 0.18 |
| Additions during the year | 1.86 |
| Capitalized during the year | (0.26) |
| As at March 31, 2024 | 1.78 |

Intangible assets under development ageing (IAUD)

As at March 31, 2025

(₹ in crore)

| Particulars | Amount in IAUD for a period of | | | | Total |
|--------------------------------|--------------------------------|-------------|-----------|-------------------|-------------|
| | Less than 1 year | 1 - 2 years | 2-3 years | More than 3 years | |
| Projects in progress | 2.74 | - | - | - | 2.74 |
| Projects temporarily suspended | - | - | - | - | - |
| TOTAL | 2.74 | - | - | - | 2.74 |

As at March 31, 2024

(₹ in crore)

| Particulars | Amount in IAUD for a period of | | | | Total |
|--------------------------------|--------------------------------|-------------|-----------|-------------------|-------------|
| | Less than 1 year | 1 - 2 years | 2-3 years | More than 3 years | |
| Projects in progress | 1.77 | 0.01 | - | - | 1.78 |
| Projects temporarily suspended | - | - | - | - | - |
| TOTAL | 1.77 | 0.01 | - | - | 1.78 |

Project execution plans are modulated basis requirement assessment and all the projects are executed as per rolling annual plan.

Note 6: Biological Assets other than bearer plants

A. Reconciliation of carrying amount

March 31, 2025

(₹ in Crore)

| Particulars | Oil palm saplings | |
|--|-------------------|--------------|
| | Qty. | Amount |
| Balance as at April 1, 2024 | 3,481,816 | 45.01 |
| Add: | | |
| Purchases | 2,239,381 | 16.19 |
| Production/ Cost of Development | | 14.96 |
| Less: | | |
| Sales / Disposals | (1,774,601) | (20.81) |
| Change in fair value less cost to sell: | | |
| Realised | - | (8.18) |
| Unrealised | - | 6.69 |
| Balance as at March 31, 2025 | 3,946,596 | 53.86 |

March 31, 2024

(₹ In Crore)

| Particulars | Oil palm saplings | |
|--|-------------------|--------------|
| | Qty. | Amount |
| Balance as at April 1, 2023 | 1,761,541 | 20.32 |
| Add: | | |
| Purchases | 2,931,037 | 24.94 |
| Production/ Cost of Development | | 12.53 |
| Less: | | |
| Sales/ Disposals | (1,210,762) | (15.19) |
| Change in fair value less cost to sell: | - | 2.41 |
| Realised | - | (2.58) |
| Unrealised | - | 4.99 |
| Balance as at March 31, 2024 | 3,481,816 | 45.01 |

The Company has trading operations in oil palm business whereby the Company purchases the saplings and sells the saplings once it has achieved the desired growth. During the year ended March 31, 2025, the Company purchased 22,39,381 (Previous year: 29,31,037) number of saplings, out of which 22,39,381 (Previous year: 29,31,037) were still under cultivation.

B. Measurement of Fair value

i. Fair Value hierarchy

The fair value measurements for oil palm saplings has been categorised as Level 3 fair values based on the inputs to valuation technique used.

ii. Level 3 Fair values

The following table shows a break down of the total gains / (losses) recognised in respect of Level 3 fair values-

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| Gain / (Loss) included in 'other operating revenue' | (1.49) | 2.41 |
| Change in fair value - (realised) | (8.18) | (2.58) |
| Change in fair value - unrealised | 6.69 | 4.99 |

iii. Valuation techniques and significant unobservable inputs

| Type | Valuation technique | Significant unobservable inputs | Inter-relationship between significant unobservable inputs and fair value measurement |
|--|--|---|---|
| Oil Palm Saplings - it comprises the stock under cultivation | Cost approach and percentage completion method | Estimated cost of completing the stock under cultivation - ₹114.06 to 144.46 per sapling (Previous year ₹106.90 to ₹137.19) | The estimated fair valuation would increase/(decrease) if - Estimated cost to complete was lower (higher) |

C. Risk Management strategies related to agricultural activities

The Company is exposed to the following risks relating to its Oil Palm business.

i. Regulatory and environmental risks

The Company is subject to laws and regulations in the country in which it operates. It has established various environmental policies and procedures aimed at compliance with the local environmental and other laws.

ii. Supply and demand risks

The Company is exposed to risks arising from fluctuations in the price and sales volume of plants. When possible, the Company manages this risk by aligning its harvest volume to market supply and demand. Management performs regular industry trend analysis for projected harvest volumes and pricing.

iii. Climate and other risks

The Company's Oil Palm business is exposed to the risk of damage from climatic changes, diseases, forest fires and other natural forces. The Company has extensive processes in place aimed at monitoring and mitigating those risks, including regular plantation health surveys and industry pest and disease surveys.

A reasonably possible change of 10% in estimated cost of completing the stock under cultivation at the reporting date would have increased (decreased) profit or loss by the amounts shown below.

(₹ in crore)

| Particulars | Profit or (loss) for the year ended March 31, 2025 | | Profit or (loss) for the year ended March 31, 2024 | |
|------------------------------------|---|--------------|---|--------------|
| | 10% increase | 10% decrease | 10% increase | 10% decrease |
| Variable cost | (0.65) | 0.69 | (0.73) | 0.77 |
| Cash flow sensitivity (net) | (0.65) | 0.69 | (0.73) | 0.77 |

Note 7 : Investments

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| A. Investments in Subsidiaries, Associate and Joint Ventures | | |
| a) Investment in equity of subsidiaries | | |
| i Quoted | | |
| Astec LifeSciences Limited | 373.89 | 373.89 |
| 1,26,99,054 (Previous year 1,26,99,054) Equity shares of ₹10/- each. | | |
| ii Unquoted | | |
| i Godvet Agrochem Limited | 9.95 | 9.95 |
| 99,50,000 (Previous year 99,50,000) Equity Shares of ₹ 10/- each. | | |
| ii Creamline Dairy Products Limited | 366.57 | 162.07 |
| 70,81,508 (Previous year 58,79,008) equity shares of ₹ 10/- each. {12,02,500 equity shares (Previous year NIL) acquired during the year} | | |
| iii Godrej Foods Limited (Formerly known as Godrej Tyson Foods Limited) | 396.10 | 72.94 |
| 1,98,900 (Previous year 1,01,439) Equity Shares of ₹ 10/- each. {97,461 equity shares (Previous year NIL) acquired during the year} | | |
| iv Godrej Cattle Genetics Private Limited (Formerly known as Godrej Maxximilk Private Limited) | | |
| 36,80,832 (Previous year 36,80,832) Equity shares of ₹ 10/- each. | 111.03 | 111.03 |
| {NIL equity shares (Previous year 7,37,463 shares) subscribed/ acquired during the year} | | |
| b) Investment in equity of joint ventures (Unquoted) | | |
| i ACI Godrej Agrovet Private Limited, Dhaka, Bangladesh. | 12.58 | 12.58 |
| 1,850,000 (Previous year 18,50,000) Equity Shares of ₹ 100/- each. | | |
| ii Omnivore India Capital Trust (Refer Note 7.3) | - | 15.05 |
| Less: Provision for diminution in the value of investment | - | (2.25) |
| | - | 12.80 |
| Total (A) | 1,270.12 | 755.26 |

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| B. Investment in equity instruments | | |
| i. Quoted at FVOCI | | |
| i. KSE Limited | 16.49 | 16.63 |
| 86,454 (Previous Year 1,03,750) Equity Shares of ₹ 10/- each | | |
| {Sold 17,296 shares (Previous year NIL) during the year} | | |
| ii. Unquoted at FVTPL | | |
| (a) Investment in Co-operative Society | 0.00 | 0.00 |
| (b) Investment in Other Corporates | 0.00 | 0.00 |
| Total (B) | 16.49 | 16.63 |
| TOTAL | 1,286.61 | 771.89 |

Note 7.1: Other disclosures

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Aggregate book value of quoted investment | 390.38 | 390.52 |
| Market value of quoted investment | 884.47 | 1,379.58 |
| Aggregate book value of unquoted investments | 896.23 | 381.37 |
| Aggregate amount of diminution in the value of investments | - | (2.25) |

Note 7.2:

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Name of subsidiaries, associate and joint ventures - | % of holding | % of holding |
| 1. Godvet Agrochem Limited | 100.00 | 100.00 |
| 2. Astec LifeSciences Limited | 64.75 | 64.77 |
| 3. Creamline Dairy Products Limited (Refer note no. 49 (b)) | 62.53 | 51.91 |
| 4. ACI Godrej Agrovet Private Limited | 50.00 | 50.00 |
| 5. Godrej Foods Limited (Refer note no. 49 (a)) (formerly known as Godrej Tyson Foods Limited) | 100.00 | 51.00 |
| 6. Al Rahaba International Trading Limited Liability (Struck off w.e.f. 18 April, 2023) | - | - |
| 7. Godrej Cattle Genetics Private Limited (Formerly known as Godrej Maxximilk Private Limited) | 100.00 | 100.00 |

Note 7.3:

Investment in units of Omnivore India Capital Trust, a venture capital organisation, is considered as a joint venture as the Company participates in the key activities jointly with the Investment Manager.

Omnivore India Capital Trust has informed the Securities and Exchange Board of India ("SEBI") on December 3, 2024 intimating them about winding up of Omnivore Capital 1 India ("Fund") a scheme of Omnivore India Capital Trust considering redemption of all units.

Note 8 : Non Current Loans

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Unsecured, considered good (unless otherwise stated) | | |
| 1. Loans and advances to related parties (refer note 56) | 29.00 | 100.00 |
| 2. Loan to employees | 0.34 | 0.32 |
| 3. Other loans and advances | 31.10 | 62.45 |
| TOTAL | 60.44 | 162.77 |

| Type of Borrower | March 31, 2025 | | March 31, 2024 | |
|---|-------------------------------|---|-------------------------------|---|
| | Amount of loan or advances | % of Non Current loans and advances | Amount of loan or advances | % of Non Current loans and advances |
| Loan to Promoters | - | 0% | - | 0% |
| Loan to Directors | - | 0% | - | 0% |
| Loan to Key Managerial Personnel (KMPs) | - | 0% | - | 0% |
| Loan to Related Parties | 29.00 | 48% | 100.00 | 61% |
| TOTAL | 29.00 | 48% | 100.00 | 61% |

Note 9 : Other non-current financial assets

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| 1. Claims receivable | 1.46 | 1.46 |
| 2. Security deposits | | |
| i. Considered good | 28.60 | 29.66 |
| ii. Considered doubtful | 0.23 | 0.23 |
| Less : Loss allowance (refer note 41.2) | (0.23) | (0.23) |
| Security Deposits (net) | 28.60 | 29.66 |
| 3. Bank Deposit with original maturity of more than 12 months (refer note 9.1) | 0.23 | 0.23 |
| TOTAL | 30.29 | 31.35 |

Note 9.1: Fixed Deposits of ₹ 0.23 crore (Previous year ₹ 0.23 crore) are pledged with government authorities.

Note 10 : Other non-current assets

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| 1. Capital advances (Refer note no 56) | 33.45 | 6.62 |
| 2. Balance with government authorities | 3.18 | 3.17 |
| 3. Others | | |
| i) Considered good | 11.38 | 13.21 |
| ii) Considered doubtful | 0.19 | 0.19 |
| Less : Loss allowance | (0.19) | (0.19) |
| | 11.38 | 13.21 |
| TOTAL | 48.01 | 23.00 |

Note 11 : Inventories

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| (Valued at lower of cost and net realizable value) | | |
| 1. Raw materials | 619.09 | 729.66 |
| 2. Raw Materials in Transit | 51.69 | 42.50 |
| 3. Work in Progress | 18.67 | 7.49 |
| 4. Project in progress | 3.39 | 3.39 |
| 5. Finished goods | 186.53 | 117.74 |
| 6. Stock-in-Trade | 40.37 | 30.75 |
| 7. Stores and Spares | 42.06 | 42.75 |
| TOTAL | 961.80 | 974.28 |

Note 11.1 : The write-down of inventories to net realisable value during the year amounted to ₹ 6.70 crore (Previous year ₹ 7.98 crore). The write-downs/ provisions are included in cost of materials consumed.

Note 12 : Trade Receivables (refer note 41.2)

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| i. Secured and considered good (refer note 12.1) | 78.87 | 81.51 |
| ii. Unsecured and considered good | 302.62 | 267.22 |
| iii. Credit impaired | 22.82 | 29.37 |
| Less : Loss allowance | (24.68) | (31.23) |
| TOTAL | 379.63 | 346.87 |

Trade receivables ageing schedule

(₹ in crore)

| As at March 31, 2025 | Not due | Outstanding for following periods from due date of payment | | | | | Total |
|---|---------------|--|--------------------|--------------|-------------|-------------------|---------------|
| | | < 6 months | 6 months to 1 year | 1 - 2 years | 2 - 3 years | more than 3 years | |
| Undisputed Trade Receivables – considered good | 244.42 | 102.60 | 29.83 | 1.17 | 0.26 | 2.05 | 380.33 |
| Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| Undisputed Trade receivable – credit impaired | - | - | 0.69 | 12.17 | 4.30 | - | 17.16 |
| Disputed Trade Receivables – considered good | - | 0.35 | 0.61 | 0.02 | 0.03 | 0.15 | 1.16 |
| Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| Disputed Trade receivable – credit impaired | - | - | - | 2.89 | 0.86 | 1.91 | 5.66 |
| TOTAL | 244.42 | 102.95 | 31.13 | 16.25 | 5.45 | 4.11 | 404.31 |

(₹ in crore)

| As at March 31, 2024 | Not due | Outstanding for following periods from due date of payment | | | | | Total |
|---|---------------|--|--------------------|--------------|-------------|-------------------|---------------|
| | | < 6 months | 6 months to 1 year | 1 - 2 years | 2 - 3 years | more than 3 years | |
| Undisputed Trade Receivables – considered good | 171.42 | 151.35 | 20.15 | 3.18 | 0.10 | 2.07 | 348.27 |
| Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| Undisputed Trade receivable – credit impaired | - | 0.73 | 8.07 | 12.23 | 0.87 | 1.04 | 22.94 |
| Disputed Trade Receivables – considered good | - | 0.18 | 0.06 | 0.15 | - | 0.07 | 0.46 |
| Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| Disputed Trade receivable – credit impaired | - | - | - | 4.26 | 0.39 | 1.78 | 6.43 |
| TOTAL | 171.42 | 152.26 | 28.28 | 19.82 | 1.36 | 4.96 | 378.10 |

Note 12.1: Secured by Security Deposits collected from customers or Bank Guarantees held against them.

Note 13 : Cash and cash equivalents

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|----------------------|----------------------|
| 1. Cash in hand | 0.29 | 0.16 |
| 2. Cheques, Drafts on hand | - | 2.86 |
| 3. Balances with banks: | | |
| (a) Current Accounts | 1.31 | 34.29 |
| (b) Saving bank account of company's Employee Stock Option Plan (ESOP) Trust | 0.05 | 0.05 |
| 4. Fixed Deposits - original maturity less than 3 months | 21.09 | - |
| TOTAL | 22.74 | 37.36 |

Note 14 : Bank Balances Other Than Cash and Cash Equivalents

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|----------------------|----------------------|
| 1. Fixed Deposits - original maturity more than 3 months and less than 12 months (refer note 14.1) | 0.12 | 0.10 |
| 2. Unclaimed dividend Account | 0.23 | 0.21 |
| TOTAL | 0.35 | 0.31 |

Note 14.1: Out of the above, Fixed Deposits of ₹ 0.10 crore (Previous year ₹0.10 crore) are pledged with government authorities

Note 15 : Current Loans

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Unsecured, Considered Good, Unless Otherwise Stated | | |
| 1. Loans and advances to related parties (refer note 56) | - | 0.62 |
| 2. Loans and Advances | | |
| Other Loans and advances | | |
| i. Unsecured and considered good | 20.57 | 14.81 |
| ii. Credit impaired | 0.13 | 0.13 |
| Less : Loss allowance (Refer note 41.2) | (0.13) | (0.13) |
| TOTAL | 20.57 | 15.43 |

| Type of Borrower | March 31, 2025 | | March 31, 2024 | |
|-------------------------|-------------------------------|---------------------------------------|-------------------------------|---------------------------------------|
| | Amount of loan or advances | % of Current loans and advances | Amount of loan or advances | % of Current loans and advances |
| Loan to Related Parties | - | 0% | 0.62 | 4% |
| TOTAL | - | 0% | 0.62 | 4% |

Note 16 : Other current financial assets

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| 1. Interest accrued on Bank Fixed Deposit | 0.02 | 0.02 |
| 2. Interest Accrued on Loans | 0.40 | 2.16 |
| 3. Interest Accrued on other Deposits | 0.03 | 0.02 |
| 4. Security deposits | 4.91 | 4.47 |
| 5. Other Receivables (includes non-trade receivables) | 30.04 | 43.62 |
| 6. Derivative assets | - | 0.01 |
| TOTAL | 35.40 | 50.30 |

Note 17 : Other current assets

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| 1. Advances to suppliers | 47.33 | 43.28 |
| 2. Balance with government authorities | 62.99 | 41.70 |
| 3. Right of recoveries against expected sales return | 16.12 | 33.14 |
| 4. Prepaid Expenses | 17.80 | 14.30 |
| TOTAL | 144.24 | 132.42 |

Note 18 : Share Capital

(₹ in crore)

| Particulars | As at | |
|--|----------------|----------------|
| | March 31, 2025 | March 31, 2024 |
| 1 Authorised : | | |
| a) 22,49,94,000 (Previous year 22,49,94,000) Equity shares of the par value of ₹ 10 each | 224.99 | 224.99 |
| b) 6,000 (Previous year 6,000) Preference shares of the par value of ₹ 10 each | 0.01 | 0.01 |
| TOTAL | 225.00 | 225.00 |
| 2 Issued, Subscribed and Paid-up: | | |
| 19,22,66,347 (Previous year 19,22,10,862) Equity shares of ₹ 10 each fully paid up. | 192.27 | 192.21 |
| TOTAL | 192.27 | 192.21 |

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|--|----------------------|---------------|----------------------|---------------|
| | No. of shares | ₹ in crore | No. of shares | ₹ in crore |
| 3 Reconciliation of number of shares outstanding at the beginning and end of the year : | | | | |
| Equity shares : | | | | |
| Outstanding at the beginning of the year | 192,210,862 | 192.21 | 192,160,890 | 192.16 |
| Shares issued during the year (refer note 40) | 55,485 | 0.06 | 49,972 | 0.05 |
| Outstanding at the end of the year | 192,266,347 | 192.27 | 192,210,862 | 192.21 |

4 Rights, preferences and restrictions attached to

Equity Shares: The Company has one class of Equity shares having a par value of ₹ 10 per share. Each Share holder is eligible for one vote per share held. All Equity Shareholders are eligible to receive dividends in proportion to their shareholdings. The dividends proposed by the Board of Directors are subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their share holding.

5 Shareholders holding more than 5% shares in the company is set out below:

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|--|----------------------|--------|----------------------|--------|
| | No. of shares | % | No. of shares | % |
| a) Equity shares | | | | |
| 1. Godrej Industries Limited - Holding Company | 124,714,957 | 64.87% | 124,714,957 | 64.88% |
| 2. V-Sciences Investments Pte Ltd | 7,243,302 | 3.77% | 14,948,107 | 7.78% |

6 The company has 1,05,224 (previous year 1,07,549) equity shares reserved for issue under Employee Stock Option Grant Scheme as at 31 March 2025. (As detailed in Note no 40)

7 Details of shares held by promoters

Annexure A:- Details of shares held by promoters

| Sr. No. | Promoter Name | As at March 31, 2025 | | | As at March 31, 2024 | | |
|---------|---|----------------------|-------------------|----------|----------------------|-------------------|----------|
| | | No of Shares | % of Total Shares | % change | No of Shares | % of Total Shares | % change |
| 1 | Godrej Industries Limited | 124,714,957 | 64.87% | 0.0% | 124,714,957 | 64.88% | 0.0% |
| 2 | Nadir Barjorji Godrej | 102 | 0.00% | 0.0% | 102 | 0.00% | 0.0% |
| 3 | Adi Barjorji Godrej | 5,096 | 0.00% | 0.0% | 5,096 | 0.00% | 0.0% |
| 4 | Rishad Kaikhushru Naoroji & Others (Partners Of Rkn Enterprises) | * | NA | 0.0% | 4,146,156 | 2.16% | 0.0% |
| 5 | Smita Godrej Crishna, Freyan Crishna Bieri, Nyrika Holkar (Trustees Of Fvc Family Trust) | * | NA | 0.0% | 2,073,027 | 1.08% | 0.0% |
| 6 | Smita Godrej Crishna, Freyan Crishna Bieri, Nyrika Holkar (Trustees Of Nvc Family Trust) | * | NA | 0.0% | 2,073,027 | 1.08% | 0.0% |
| 7 | Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Navroze Lineage Trust) | * | NA | 0.0% | 2,073,000 | 1.08% | 0.0% |
| 8 | Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Raika Lineage Trust) | * | NA | 0.0% | 2,073,070 | 1.08% | 0.0% |
| 9 | Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Hng Family Trust) | 861,001 | 0.45% | 0.0% | 861,001 | 0.45% | 0.0% |
| 10 | Nisaba Godrej & Pirojsha Godrej (Trustees Of Ng Family Trust) | 861,001 | 0.45% | 0.0% | 861,001 | 0.45% | 0.0% |
| 11 | Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Bng Family Trust) | 861,001 | 0.45% | 0.0% | 861,001 | 0.45% | 0.0% |
| 12 | Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Sng Family Trust) | 861,001 | 0.45% | 0.0% | 861,001 | 0.45% | 0.0% |
| 13 | Tanya Dubash And Pirojsha Godrej (Trustees Of Tad Family Trust) | 600,151 | 0.31% | 0.0% | 600,151 | 0.31% | -7.0% |
| 14 | Pirojsha Adi Godrej | 683,033 | 0.36% | 65.0% | 414,034 | 0.22% | 0.0% |
| 15 | Karla Bookman | 87,000 | 0.05% | -53.5% | 187,000 | 0.10% | 0.0% |
| 16 | Sasha Godrej | 91,000 | 0.05% | -51.1% | 186,000 | 0.10% | 0.0% |
| 17 | Lana Godrej | 1 | 0.00% | -100.0% | 74,000 | 0.04% | 0.0% |
| 18 | Tanya Arvind Dubash | 260,884 | 0.14% | 0.0% | 260,884 | 0.14% | 20.8% |
| 19 | Nisaba Godrej | 34 | 0.00% | 0.0% | 34 | 0.00% | 0.0% |
| 20 | Raika Jamshyd Godrej | * | NA | 0.0% | 5 | 0.00% | 0.0% |
| 21 | Nyrika Holkar | * | NA | 0.0% | 51 | 0.00% | 0.0% |
| 22 | Navroze Jamshyd Godrej | * | NA | 0.0% | 78 | 0.00% | 0.0% |
| 23 | Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of The Raika Godrej Family Trust) | * | NA | 0.0% | 3 | 0.00% | 0.0% |
| 24 | Pirojsha Godrej And Nisaba Godrej (Trustees Of Pg Family Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |
| 25 | Adi Godrej, Tanya Dubash, Nisaba Godrej, Pirojsha Godrej (Trustees Of Abg Family Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |
| 26 | Tanya Dubash And Pirojsha Godrej (Trustees Of Tad Children Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |
| 27 | Nisaba Godrej & Pirojsha Godrej (Trustees Of Ng Children Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |
| 28 | Pirojsha Godrej And Nisaba Godrej (Trustees Of Pg Children Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |
| 29 | Pirojsha Godrej And Nisaba Godrej (Trustees Of Pg Lineage Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |
| 30 | Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Nbg Family Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |
| 31 | Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Rng Family Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |
| 32 | Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Bng Successor Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |
| 33 | Nadir Godrej, Hormazd Godrej & Burjis Godrej (Trustees Of Bng Lineage Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |

Annexure A:- Details of shares held by promoters

| Sr. No. | Promoter Name | As at March 31, 2025 | | | As at March 31, 2024 | | |
|---------|---|----------------------|-------------------|----------|----------------------|-------------------|----------|
| | | No of Shares | % of Total Shares | % change | No of Shares | % of Total Shares | % change |
| 34 | Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Sng Successor Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |
| 35 | Nadir Godrej, Hormazd Godrej & Sohrab Godrej (Trustees Of Sng Lineage Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |
| 36 | Smita Godrej Crishna, Freyan Crishna Bieri & Nyrika Holkar (Trustees Of Nvc Children Trust) | * | NA | 0.0% | 1 | 0.00% | 0.0% |
| 37 | S.G. Crishna, V.M. Crishna, F.C. Bieri & Nyrika Holkar (Sgc Family Trust) | * | NA | 0.0% | 1 | 0.00% | 0.0% |
| 38 | S.G. Crishna, V.M. Crishna, F.C. Bieri & Nyrika Holkar (Vmc Family Trust) | * | NA | 0.0% | 1 | 0.00% | 0.0% |
| 39 | Smita Godrej Crishna, Freyan Crishna Bieri & Nyrika Holkar (Trustees Of Fvc Children Trust) | * | NA | 0.0% | 1 | 0.00% | 0.0% |
| 40 | Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Jng Family Trust) | * | NA | 0.0% | 1 | 0.00% | 0.0% |
| 41 | Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Pjg Family Trust) | * | NA | 0.0% | 1 | 0.00% | 0.0% |
| 42 | Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Njg Family Trust) | * | NA | 0.0% | 1 | 0.00% | 0.0% |
| 43 | Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Rjg Family Trust) | * | NA | 0.0% | 1 | 0.00% | 0.0% |
| 44 | Freyan Crishna Bieri | * | NA | 0.0% | 51 | 0.00% | 0.0% |

* Pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had received approval from the Stock Exchanges i.e., BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") vide letters dated December 30, 2024 for reclassification of Mr. Jamshyd Naoroji Godrej, Mrs. Pheroza Jamshyd Godrej, Ms. Raika Jamshyd Godrej, Mr. Navroze Jamshyd Godrej, Ms. Smita Godrej Crishna, Mr. Vijay Mohan Crishna, Ms. Nyrika Holkar, Ms. Freyan Crishna Bieri, Mr. Rishad Kaikhushru Naoroji, Mr. Jamshyd Godrej, Mrs. Pheroza Godrej & Mr. Navroze Godrej (Trustees of the Raika Godrej Family Trust), Mr. Jamshyd Godrej, Mrs. Pheroza Godrej & Mr. Navroze Godrej (Trustees of Navroze Lineage Trust), Mr. Jamshyd Godrej, Mrs. Pheroza Godrej & Mr. Navroze Godrej (Trustees of Raika Lineage Trust), Mr. Jamshyd Godrej, Mrs. Pheroza Godrej & Mr. Navroze Godrej (Trustees of JNG Family Trust), Mr. Jamshyd Godrej, Mrs. Pheroza Godrej & Mr. Navroze Godrej (Trustees of PJG Family Trust), Mr. Jamshyd Godrej, Mrs. Pheroza Godrej & Mr. Navroze Godrej (Trustees of NJG Family Trust), Mr. Jamshyd Godrej, Mrs. Pheroza Godrej & Mr. Navroze Godrej (Trustees of RJG Family Trust), Mrs. Smita Godrej Crishna, Ms. Freyan Crishna Bieri, Ms. Nyrika Holkar (Trustees of FVC Family Trust), Mrs. Smita Godrej Crishna, Ms. Freyan Crishna Bieri, Ms. Nyrika Holkar (Trustees of NVC Family Trust), Mrs. Smita Godrej Crishna, Ms. Freyan Crishna Bieri & Ms. Nyrika Holkar (Trustees of NVC Children Trust), Mrs. Smita Godrej Crishna, Mr. Vijay Mohan Crishna, Ms. Freyan Crishna Bieri & Ms. Nyrika Holkar (Trustees of SGC Family Trust), Mrs. Smita Godrej Crishna, Mr. Vijay Mohan Crishna, Ms. Freyan Crishna Bieri & Ms. Nyrika Holkar (Trustees of VMC Family Trust), Mrs. Smita Godrej Crishna, Ms. Freyan Crishna Bieri & Ms. Nyrika Holkar (Trustees of FVC Children Trust), Mr. Rishad Kaikhushru Naoroji & Others (Partners of RKN Enterprises), Godrej And Boyce Manufacturing Company Limited, Godrej Infotech Limited, Godrej Infotech Americas Inc., Godrej Infotech (Singapore) Pte. Ltd., LVD Godrej Infotech N.V., Godrej (Singapore) Pte. Ltd., JT Dragon Pte. Ltd., Godrej UEP (Singapore) Pte. Ltd., Godrej (Vietnam) Co. Ltd., Godrej UEP Private Limited, Veromatic International B. V., Godrej Americas Inc., Sheetak Inc., Godrej Koerber Supply Chain Limited, Urban Electric Power Inc., Godrej & Khimji (Middle East) LLC, Future Factory LLP, Godrej Holdings Private Limited, Parakh Agencies Private Limited, Godrej Enterprises Private Limited, Shakti Sustainable Energy Foundation, JNG Enterprise LLP, SVC Enterprise LLP from "Promoter" category to the "Public" category shareholder of the Company.

The shareholding of the promoter and promoter group of the Company has been disclosed accordingly.

Note 19 : Other Equity

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---------------------------------------|----------------------|----------------------|
| 1. Retained Earnings | 1,923.80 | 1,611.85 |
| 2. General Reserve | 15.55 | 15.55 |
| 3. Employee Stock Grants Outstanding. | 3.78 | 4.22 |
| 4. Securities Premium | 437.94 | 435.34 |
| TOTAL | 2,381.07 | 2,066.96 |

General reserve

General reserve is a free reserve which is created by transferring fund from retained earnings to meet future obligations and purposes.

Employee Stock Grants Outstanding

The employee stock grants outstanding account is used to recognise grant date fair value of options issued to employees under the Company's stock grant plan (refer note 40).

Securities Premium

Securities Premium is used to record the premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Note 20 : Non current- Borrowings

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Unsecured | | |
| Term Loans from Financial Institutions (refer note 20.1) | 60.00 | - |
| Term Loans from Banks (refer below note 20.2 and 20.3) | 7.50 | 8.13 |
| TOTAL | 67.50 | 8.13 |

Note 20.1 : Term loans from Financial Institutions of ₹ 60 crore (Previous Year Rs Nil) carries interest rate of 9.50% p.a. payable on monthly basis with principal amount being repayable in April 2027.

Note 20.2 : Term loans from Banks of ₹ 1.03 crore (previous year ₹ 3.09 crore) including current maturity of ₹ 1.03 crore (Previous year ₹ 2.06 crore) carries interest rates of Repo rate + 2.30% (Previous year Repo rate + 2.30%). These loans (including current maturities) are repayable in 2 equal quarterly installments (Previous Year 6 equal quarterly installments) amounting to ₹ 0.52 crores each from the date of the Financial Statements.

Note 20.3 : Term loans from Banks of ₹ 9.17 crore (previous year 8.39 crore) including current maturity of ₹ 1.67 crore (Previous year 1.29 crore) carries interest rates of Repo Rate + 1.55% p.a. (Previous year Interest rate 7.70% p.a. link to 1 month Bill). These loans (including current maturities) are repayable in 22 quarterly installments (Previous Year 26 equal quarterly installments) amounting to ₹ 0.42 crores each from the date of the Financial Statements.

Note 21 : Other Non-Current Financial Liabilities

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---------------------------|-------------------------|-------------------------|
| Employee benefits payable | 1.86 | 19.50 |
| TOTAL | 1.86 | 19.50 |

Note 22 : Non-Current Provisions

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Provision for employee benefits : | | |
| - Provision for compensated absences (refer note 39) | 3.72 | 3.32 |
| TOTAL | 3.72 | 3.32 |

Note 23 : Other non-current liabilities

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|----------------|-------------------------|-------------------------|
| Deferred grant | 9.05 | 9.36 |
| TOTAL | 9.05 | 9.36 |

Note 24 : Current borrowings

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Unsecured | | |
| a) Commercial paper (refer note 24.1) | 296.60 | 506.02 |
| b) Cash credit (refer note 24.2) | 77.97 | - |
| c) Working Capital Demand Loans from Banks (refer note 24.3) | 77.88 | 69.41 |
| d) Current maturities of long term Borrowings (refer note 20.2 and note 20.3) | 2.70 | 3.35 |
| TOTAL | 455.15 | 578.78 |

Note 24.1 : Commercial Paper carries interest rate of 7.55% to 7.76% (Previous year 7.80% to 8.00%) and are repayable within 7 days to 150 days from the date of Financial Statements.

Note 24.2 : Cash Credit from Banks is repayable on demand and carries interest rate of 9.05% to 9.30% (Previous year Rs Nil).

Note 24.3 : Working Capital Loans from Banks are at an Interest Rate 8.10%, Repo Rate + 1.55% to 1.85% & T Bill + 1.11% (Previous Year T Bill + 1.00% to 1.17% p.a.). These loans are repayable within 2 months from the date of Financial Statements.

Note 25 : Current -Trade Payables

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| 1. Trade Payables | | |
| a) Due to micro enterprises and small enterprises (refer note 25.1) | 28.56 | 23.03 |
| b) Other than micro enterprises and small enterprises | 424.22 | 425.46 |
| 2. Acceptances (refer note 25.2) | 249.20 | - |
| TOTAL | 701.98 | 448.49 |

Additional disclosure related to Micro Enterprises and Small Enterprises

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| A. Principal amount remaining unpaid | 28.56 | 23.03 |
| B. Interest due thereon | - | - |
| C. Interest paid by the company in term of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the suppliers beyond the appointed day during the year | - | - |
| D. Interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006 | - | - |
| E. Interest accrued and remaining unpaid | 0.13 | 0.13 |
| F. Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise | - | - |

Note 25.1: Micro enterprise and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) have been identified by the Company on the basis of the information available with the Company and the auditors have relied on the same.

Trade payables ageing

(₹ in crore)

| As at March 31, 2025 | Unbilled payable | Outstanding for following periods | | | | | Total |
|--|------------------|-----------------------------------|------------------|-------------|-------------|-------------------|---------------|
| | | Not due | Less than 1 year | 1 - 2 years | 2 - 3 years | more than 3 years | |
| Total outstanding dues of micro enterprises and small enterprises | - | 27.98 | 0.54 | 0.01 | - | 0.03 | 28.56 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 43.92 | 454.30 | 158.95 | 4.92 | 9.78 | 1.55 | 673.42 |
| Disputed dues of micro enterprises and small enterprises | - | - | - | - | - | - | - |
| Disputed dues of creditors other than micro enterprises and small enterprises | - | - | - | - | - | - | - |
| Total | 43.92 | 482.28 | 159.49 | 4.93 | 9.78 | 1.58 | 701.98 |

(₹ in crore)

| As at March 31, 2024 | Unbilled payable | Outstanding for following periods | | | | | Total |
|--|------------------|-----------------------------------|------------------|-------------|-------------|-------------------|---------------|
| | | Not due | Less than 1 year | 1 - 2 years | 2 - 3 years | more than 3 years | |
| Total outstanding dues of micro enterprises and small enterprises | - | 20.67 | 2.29 | 0.05 | 0.01 | 0.00 | 23.02 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 48.87 | 329.72 | 35.43 | 7.23 | 3.75 | 0.47 | 425.47 |
| Disputed dues of micro enterprises and small enterprises | - | - | - | - | - | - | - |
| Disputed dues of creditors other than micro enterprises and small enterprises | - | - | - | - | - | - | - |
| Total | 48.87 | 350.39 | 37.72 | 7.28 | 3.76 | 0.47 | 448.49 |

Note 25.2:

- a) Acceptances includes invoices discounted by the Supplier with Banks for the goods supplied to the Company.
- b) Carrying amount of liabilities that are part of supplier financing arrangements:

| Particulars | As at March 31, 2025 |
|---|--|
| Presented within trade and other payables | |
| - of which suppliers received payment | 249.20 |
| Range of payment due dates | |
| -Liabilities that are part of arrangement | 120 to 165 days from the date of invoice |
| -Comparable trade payables that are not part of arrangement | 0 to 165 days from the date of invoice |

Note 26 : Other financial liabilities

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| 1. Liabilities towards beneficiaries of Company's Employee Stock Option Plan (ESOP) Trust | 0.07 | 0.07 |
| 2. Security Deposits | 90.21 | 92.25 |
| 3. Capital Creditors | 24.61 | 25.22 |
| 4. Derivative liability | 1.51 | - |
| 5. Others (includes accrual for bonus, etc.) | 52.82 | 49.32 |
| 6. Unclaimed Dividend | 0.23 | 0.21 |
| TOTAL | 169.45 | 167.07 |

There are no amounts due to be credited to Investor Education and Protection Fund in accordance with Section 125 (2) (c) of the Companies Act, 2013 as at the year end.

Note 27 : Other current liabilities

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|----------------------------|-------------------------|-------------------------|
| 1. Advances from Customers | 131.45 | 135.54 |
| 2. Statutory Liabilities | 17.50 | 26.45 |
| 3. Deferred Grants | 0.48 | 0.48 |
| TOTAL | 149.43 | 162.47 |

Note 28 : Current Provisions

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| 1. Provision for employee benefits | | |
| - Provision for compensated absences (refer note 39) | 0.49 | 0.42 |
| - Provision for gratuity (refer note 39) | 4.24 | 2.89 |
| 2. Provision for sales return (refer note. 28.1 and 28.2) | 23.94 | 60.40 |
| TOTAL | 28.67 | 63.71 |

Note. 28.1 Movement of provision for sales return

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Opening Balance | 60.40 | 75.43 |
| Add: Provision created during the year | 249.94 | 116.17 |
| Less : Utilised during the year | 286.40 | 131.20 |
| Closing Balance | 23.94 | 60.40 |

Note. 28.2 : The Company makes a provision on estimated sales return based on historical experience. The sales returns are generally expected within a year.

Note 29 : Revenue from operations

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| Sale of products (refer note 29.1) | | |
| 1. Sale of products | 6,955.31 | 7,006.87 |
| 2. Sale of by products/ miscellaneous products | 33.11 | 53.21 |
| | 6,988.42 | 7,060.08 |
| Other operating revenue | | |
| 1. Sale of Scrap and Empties | 4.92 | - |
| 2. Rebates/Incentives from Government | 10.30 | 17.74 |
| 3. Processing Income | 6.92 | 7.56 |
| 4. Fair value of Biological Assets (refer note 6) | (1.49) | 2.41 |
| | 20.65 | 27.71 |
| TOTAL | 7,009.07 | 7,087.79 |

Note 29.1:

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| 1. Reconciliation of revenue from contract with customers | | |
| Revenue from contract with customer as per the contract price* | 7,321.28 | 7,374.60 |
| Adjustments made to contract price on account of :- | | |
| a) Discounts/Incentives | (332.86) | (314.52) |
| | 6,988.42 | 7,060.08 |
| 2 Disaggregation of revenue | | |
| Animal Feed | 4,771.29 | 5,000.08 |
| Vegetable Oil | 1,430.83 | 1,216.88 |
| Crop Protection | 753.70 | 797.72 |
| Other Business | 32.60 | 45.40 |
| | 6,988.42 | 7,060.08 |
| 3 Geographical disaggregation | | |
| Sales in India | 6,987.98 | 7,059.51 |
| Sales outside India | 0.44 | 0.57 |
| | 6,988.42 | 7,060.08 |
| * Refer note no. 28.1 for Movement of provision for sales return | | |
| 4 Reconciliation of revenue recognised from contract liability (Advance from customers) | | |
| Contract liabilities | 131.45 | 135.54 |

The amount of INR 132.19 crore included in contract liabilities at 31 March 2024 has been recognised as revenue during the year ended 31 March 2025 (31 March 2024 : INR 60.75 crore).

Note 30: Other Income

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| 1. Interest income | | |
| a) Instruments measured at amortised cost | | |
| (i) Interest on Deposits/ Loans | 18.60 | 15.03 |
| 2. Dividend income | | |
| (i) Dividend received from Joint Venture Company | 66.77 | 32.80 |
| (ii) Dividend received from Subsidiary Company | - | 1.90 |
| (iii) Dividend from Others | 0.60 | 0.21 |
| 3. Profit on sale of Investments (net) | - | 2.73 |
| 4. Claims recovered | 1.64 | 1.26 |
| 5. Liabilities no longer required written back | 0.37 | 1.67 |
| 6. Royalty & Technical Knowhow | 10.00 | 11.59 |
| 7. Other Miscellaneous Income (includes gain on lease modification) | 9.66 | 8.33 |
| 8. Grant amortization | 1.24 | 1.07 |
| TOTAL | 108.88 | 76.59 |

Note 31: Cost of materials consumed

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| a) Inventories at the Commencement of the year | 772.16 | 669.26 |
| b) Add : Purchases / Change in Project-in-progress (net) | 5,265.52 | 5,646.56 |
| | 6,037.68 | 6,315.82 |
| c) Less: Inventories at the end of the year | 670.78 | 772.16 |
| TOTAL | 5,366.90 | 5,543.66 |

Note 32 : Purchase of stock-in-trade

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--------------|--------------------------------------|--------------------------------------|
| Agri Inputs | 102.68 | 97.91 |
| TOTAL | 102.68 | 97.91 |

Note 33 : Changes In Inventories of Finished Goods, Work-In-Progress, Stock under cultivation and Stock-In-Trade

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| 1 Inventories at the Commencement of the year | | |
| a) Finished Goods | 117.74 | 109.94 |
| b) Work-In-Progress | 7.49 | 8.76 |
| c) Stock under cultivation | 45.01 | 20.32 |
| d) Stock-in-Trade | 30.75 | 43.63 |
| Total Inventories at the commencement of the year | 200.99 | 182.65 |
| 2 Less : Inventories at the end of the year | | |
| a) Finished Goods | 186.53 | 117.74 |
| b) Work-In-Progress | 18.67 | 7.49 |
| c) Stock under cultivation | 53.86 | 45.01 |
| d) Stock-in-Trade | 40.37 | 30.75 |
| Total Inventories at the end of the year | 299.43 | 200.99 |
| Change in the Inventories of Finished Goods, Work-In-Progress, Stock under cultivation, Stock in Trade | (98.44) | (18.34) |

Note 34 : Employee benefits expense

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| 1. Salaries, Wages, Bonus and Allowances | 265.99 | 274.25 |
| 2. Contribution to Provident, Gratuity and Other Funds (refer note 39) | 18.58 | 16.90 |
| 3. Expense on Employee Stock grant scheme (refer note 40) | 2.16 | 2.92 |
| 4. Staff Welfare Expenses | 28.01 | 26.48 |
| TOTAL | 314.74 | 320.55 |

Note 35 : Finance Costs

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| 1. Interest Expense | | |
| i. Paid towards financial liabilities measured at amortised cost | 67.52 | 52.30 |
| ii. On Lease liability | 11.08 | 6.14 |
| iii. Others | 3.73 | 3.63 |
| 2. Other Borrowing Costs | 0.92 | 0.93 |
| TOTAL | 83.25 | 63.00 |

Note 36 : Depreciation and amortisation Expenses

| Particulars | (₹ in crore) | |
|---|--------------------------------------|--------------------------------------|
| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
| 1. Depreciation (refer note 2) | 97.82 | 95.06 |
| 2. Amortisation (refer note 5) | 2.48 | 2.31 |
| 3. Depreciation of Right of use assets (refer note 4) | 23.83 | 23.25 |
| TOTAL | 124.13 | 120.62 |

Note 37 : Other Expenses

| Particulars | (₹ in crore) | |
|---|--------------------------------------|--------------------------------------|
| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
| 1. Stores and Spares consumed | 27.99 | 27.28 |
| 2. Power and Fuel | 81.04 | 89.46 |
| 3. Processing and Other Manufacturing Charges | 129.39 | 130.73 |
| 4. Rent | 25.76 | 14.07 |
| 5. Rates and Taxes | 3.14 | 3.03 |
| 6. Repairs and Maintenance | | |
| a) Machinery | 17.25 | 13.71 |
| b) Buildings | 1.63 | 1.58 |
| c) Other assets | 5.04 | 4.33 |
| 7. Insurance | 3.60 | 4.31 |
| 8. Payment to auditors (refer note 37.1) | 0.87 | 0.85 |
| 9. Freight | 57.44 | 63.30 |
| 10. Advertisement, Selling and Distribution Expenses | 43.70 | 56.41 |
| 11. Bad Debts/Advances Written Off | 9.89 | 26.57 |
| 12. Allowances for Doubtful Debts and Advances | (6.55) | (1.09) |
| 13. Loss on sale of Investments (net) | 1.52 | - |
| 14. Provision for diminution of investment | - | 2.25 |
| 15. Loss on sale of Property, plant and equipment/ assets written off (net) | 2.80 | 2.37 |
| 16. Research Expenses | 13.05 | 3.93 |
| 17. Net loss on foreign currency transactions and translation | 3.15 | 1.17 |
| 18. Corporate Social Responsibility (refer note 47) | 7.04 | 7.96 |
| 19. Miscellaneous Expenses | 134.25 | 115.26 |
| TOTAL | 562.00 | 567.48 |

| Particulars | (₹ in crore) | |
|---|--------------------------------------|--------------------------------------|
| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
| Note 37.1: Payment to auditors (including Taxes) | | |
| a) Audit Fees (including limited reviews) | 0.84 | 0.80 |
| b) Other matters | 0.01 | 0.01 |
| c) Reimbursement of Expenses | 0.02 | 0.04 |
| | 0.87 | 0.85 |

Note 38 : Earnings per share

Calculation of weighted average number of equity shares - Basic and Diluted

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| 1 Calculation of weighted average number of equity shares - Basic | | |
| Number of equity shares at the beginning of the year | 192,210,862 | 192,160,890 |
| Equity shares issued during the year | 55,485 | 49,972 |
| Number of equity shares outstanding at the end of the year | 192,266,347 | 192,210,862 |
| Weighted average number of equity shares outstanding during the year | 192,255,956 | 192,204,919 |
| 2 Calculation of weighted average number of equity shares - Diluted | | |
| Weighted average equity shares - Basic | 192,255,956 | 192,204,919 |
| Effect of Share grants (refer note 38.1) | 79,021 | 70,978 |
| Revised number of potential equity shares outstanding at the end of the year | 192,334,977 | 192,275,897 |
| Weighted average number of potential equity shares outstanding during the year | 192,334,977 | 192,275,897 |
| 3 Profit attributable to ordinary shareholders (Basic/diluted) | | |
| Profit for the year, attributable to the owners of the Company (₹ in crore) | 502.56 | 357.12 |
| Profit for the year, attributable to ordinary shareholders (₹ in crore) | 502.56 | 357.12 |
| 4 Basic Earnings per share (₹) | 26.14 | 18.58 |
| 5 Diluted Earnings per share (₹) | 26.13 | 18.57 |
| 6 Nominal Value of Shares (₹) | 10 | 10 |

Note 38.1

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

Note 39 : Employee benefits

The Company contributes to the following post-employment plans in India.

Defined Contribution Plans:

The Company's contributions paid/payable to Regional Provident Fund at certain locations, Superannuation Fund, Employees State Insurance Scheme, Employees Pension Schemes, 1995 and other funds, are determined under the relevant approved schemes and/or statutes and are recognised as expense in the Standalone Statement of Profit and Loss during the year in which the employee renders the related service. There are no further obligations other than the contributions payable to the approved trusts/appropriate authorities.

The Company recognised ₹ 14.52 crore for the year ended March 31, 2025 (Previous Year ₹ 12.41 crore) towards provident fund contribution (including interest shortfall), ₹ 0.18 crore for the year ended March 31, 2025 (Previous Year ₹ 0.28 crore) towards employees' state insurance contribution, ₹ 0.80 crore for the year ended March 31, 2025 (Previous Year ₹ 0.54 crore) towards National Pension Scheme and ₹ 0.39 crore for the year ended March 31, 2025 (Previous Year ₹ 0.40 crore) towards superannuation fund contribution in the Standalone Statement of Profit and Loss.

Defined Benefit Plan:

I. Provident Fund

The Company manages the Provident Fund plan through a Provident Fund Trust for its employees which is permitted under The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and is actuarially valued. The plan envisages contribution by the employer and employees and guarantees interest at the rate notified by the Provident Fund authority. The contribution by employer and employee, together with interest, are payable at the time of separation from service or retirement, whichever is earlier.

The Company has an obligation to fund any shortfall on the yield of the trust's investments over the administered interest rates on an annual basis. These administered rates are determined annually predominantly considering the social rather than economic factors and the actual return earned by the Company has been higher in the past years. The actuary has provided a valuation for provident fund liabilities on the basis of guidance issued by Actuarial Society of India and based on the below provided assumptions there is shortfall of ₹ 3.83 core as at March 31, 2025 (Previous Year ₹ 1.06 crore). Accordingly, ₹ 2.77 crore (Previous Year ₹ 1.06 crore) has been recognised as expense for the financial year 2024-25 in the Statement of Profit and Loss under employee benefit expenses.

| (₹ in crore) | | |
|---|----------------|----------------|
| Particulars | March 31, 2025 | March 31, 2024 |
| Plan assets at period end, at fair value | 242.98 | 217.18 |
| Provident Fund Corpus / Obligation | 246.81 | 218.24 |
| Excess/(Shortfall) | (3.83) | (1.06) |
| Valuation assumptions under Deterministic Approach: | | |
| Whilst In service Withdrawal | 5.00% | 5.00% |
| Rate of Discounting | 6.72% | 7.20% |
| Guaranteed Rate of Interest | 8.25% | 8.25% |

II. Gratuity

In accordance with the provisions of the Payment of Gratuity Act, 1972, the Company has a defined benefit plan which provides for gratuity payments. The plan provides a lump sum gratuity payment to eligible employees at retirement or termination of their employment. The amounts are based on the respective employee's last drawn salary and the years of employment with the Company.

Liabilities in respect of the gratuity plan are determined by an actuarial valuation, based upon which the Company makes annual contributions to the Group Gratuity cum Life Assurance Schemes administered by the ICICI Prudential Life insurance, a funded defined benefit plan for qualifying employees. The Company has a Gratuity Trust and the Trustees administer the contributions made by the Company to the gratuity scheme.

The most recent actuarial valuation of the defined benefit obligation along with the fair valuation of the plan assets in relation to the gratuity scheme was carried out as at March 31, 2025. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation and the plan assets as at balance sheet date:

| (₹ in crore) | | |
|---|----------------|----------------|
| Particulars | March 31, 2025 | March 31, 2024 |
| Defined benefit obligation | (38.70) | (36.62) |
| Fair value of plan assets | 34.46 | 33.73 |
| Net defined benefit (obligation) | (4.24) | (2.89) |

i. Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components

(₹ in crore)

| Particulars | Defined Benefit Obligation | | Fair value of plan assets | | Net defined benefit (asset) liability | |
|---|----------------------------|----------------|---------------------------|----------------|---------------------------------------|----------------|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Opening balance | 36.62 | 34.36 | 33.73 | 29.62 | 2.89 | 4.74 |
| Included in profit or loss | | | | | | |
| Current service cost | 2.48 | 2.46 | - | - | 2.48 | 2.46 |
| Interest cost (income) | 2.64 | 2.56 | 2.43 | 2.21 | 0.21 | 0.35 |
| Liability Transferred In/Acquisitions | 0.03 | 0.08 | 0.03 | 0.08 | - | - |
| Included in OCI | | | | | | |
| Remeasurement loss (gain): | | | | | | |
| Actuarial loss (gain) arising from: | | | | | | |
| Demographic assumptions | - | (0.27) | - | - | - | (0.27) |
| Financial assumptions | 0.99 | 0.51 | - | - | 0.99 | 0.51 |
| Experience adjustment | 1.13 | 1.11 | - | - | 1.13 | 1.11 |
| Return on plan assets excluding interest income | - | - | 0.55 | 1.27 | (0.55) | (1.27) |
| | 43.89 | 40.81 | 36.74 | 33.18 | 7.15 | 7.63 |
| Other | | | | | | |
| Contributions paid by the employer | (0.02) | - | 2.89 | 4.74 | (2.91) | (4.74) |
| Benefits paid | (5.17) | (4.19) | (5.17) | (4.19) | - | - |
| Closing balance | 38.70 | 36.62 | 34.46 | 33.73 | 4.24 | 2.89 |

Represented by

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|-------------------------------|----------------|----------------|
| Net defined benefit liability | 4.24 | 2.89 |
| | 4.24 | 2.89 |

Amount recognised in other comprehensive income for the year

₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| Actuarial loss/(gain) on obligation for the period | 2.12 | 1.35 |
| Return on plan assets | (0.55) | (1.27) |
| Net expense/(income) for the year recognised in OCI | 1.57 | 0.08 |

ii. Plan assets

Plan assets comprise the following:

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|-----------------------------|----------------|----------------|
| Insurer managed fund (100%) | 34.46 | 33.73 |
| TOTAL | 34.46 | 33.73 |

iii. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

| Particulars | March 31, 2025 | March 31, 2024 |
|--|---|---|
| Discount rate | 6.72% | 7.20% |
| Future salary growth | 5.00% | 5.00% |
| Weighted Average Duration of the Defined Benefit Obligation (in years) | 7 | 7 |
| Rate of employee turnover | For service 4 yrs. & Below 16.50 % p.a. & For service 5 yrs and above 6.40 % p.a. | For service 4 yrs. & Below 16.50 % p.a. & For service 5 yrs and above 6.40 % p.a. |
| Mortality rate | Indian Assured Lives Mortality (2012-14) Urban | Indian Assured Lives Mortality (2012-14) Urban |

Assumptions regarding future mortality have been based on published statistics and mortality tables.

iv. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

(₹ in crore)

| Particulars | March 31, 2025 | | March 31, 2024 | |
|---|----------------|----------|----------------|----------|
| | Increase | Decrease | Increase | Decrease |
| Discount rate (1% movement) | (2.00) | 2.26 | (1.90) | 2.14 |
| Future salary growth (1% movement) | 2.28 | (2.05) | 2.16 | (1.95) |
| Rate of employee turnover (1% movement) | 0.22 | (0.25) | 0.29 | (0.33) |

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting year.

v. Expected future cash flows

The expected future cash flows in respect of gratuity were as follows

(₹ in crore)

| Expected future benefit payments | March 31, 2025 | March 31, 2024 |
|----------------------------------|----------------|----------------|
| 1st Following year | 7.86 | 6.97 |
| 2nd Following year | 3.94 | 2.83 |
| 3rd Following year | 3.49 | 4.68 |
| 4th Following year | 3.56 | 3.55 |
| 5th Following year | 4.08 | 3.39 |
| Thereafter | 38.98 | 39.55 |

Other long-term employee benefits:

Compensated absences are payable to employees at the rate of daily basic salary for each day of accumulated leave on death or on resignation or upon retirement. The charge towards compensated absences for the year ended March 31, 2025 based on actuarial valuation using the projected accrued benefit method is ₹ 2.01 crore (previous year ₹ 2.04 crore).

Termination Benefits: All termination benefits including voluntary retirement compensation are fully written off to the Statement of Profit and Loss.

Incentive Plans: The Company has a scheme of Incentives to employees which is fully expensed in the Statement of Profit and Loss in the respective periods. The Scheme rewards its employees based on the achievement of key performance indicators and profitability, as prescribed in the scheme.

Note 40: Share-based payment arrangements:

Description of share-based payment arrangements

Employee stock grant scheme - equity settled

The Company had set up the Employees Stock Grant Scheme 2018 (ESGS) pursuant to the approval by the Shareholders by way of postal ballot, the result of which was declared on June 20, 2018.

The ESGS Scheme is effective from April 1, 2018, (the "Effective Date") and shall continue to be in force until (i) its termination by the Board or (ii) the date on which all of the shares to be vested under Employee Stock Grant Scheme 2018 have been vested in the Eligible Employees and all restrictions on such Stock Grants awarded under the terms of ESGS Scheme, if any, have lapsed, whichever is earlier.

The Scheme applies to the Eligible Employees who are in whole time employment of the Company or its Subsidiary Companies. The entitlement of each employee would be decided by the Nomination and Remuneration Committee of the respective Company based on the employee's performance, level, grade, etc.

The total number of Stock Grants to be awarded under the ESGS Scheme are restricted to 25,00,000 (Twenty five Lakhs) fully paid up equity shares of the Company. Not more than 5,00,000 (Five Lac) fully paid up equity shares or 1% of the issued equity share capital at the time of awarding the Stock Grant, whichever is lower, can be awarded to any one employee in any one year.

The Stock Grants shall vest in the Eligible Employees pursuant to the ESGS Scheme in the proportion of 1/3rd at the end of each year from the date on which the Stock Grants are awarded for a period of three consecutive years, or as may be determined by the Nomination and Remuneration Committee, subject to the condition that the Eligible Employee continues to be in employment of the Company or the Subsidiary Company as the case may be.

The Eligible Employee shall exercise her / his right to acquire the shares vested in her / him all at one time within 1 month from the date on which the shares vested in her / him or such other period as may be determined by the Nomination and Remuneration Committee.

The Exercise Price of the shares has been fixed at ₹ 10 per share. The fair value of the employee share options has been measured using the Black-Scholes Option Pricing Model and charged to the Statement of Profit and Loss. The value of the options is treated as a part of employee compensation in the Standalone financial statements and is amortised over the vesting period. The Company has provided ₹ 2.16 crore (Previous Year ₹ 2.92 crore) for all the eligible employees for current year.

Options outstanding at the end of the year and details of the grant are as follows:

| Grant date | Options outstanding as on | |
|--------------------|---------------------------|----------------|
| | March 31, 2025 | March 31, 2024 |
| May 7, 2021 | - | 14,037 |
| May 11, 2022 | 14,571 | 32,060 |
| May 9, 2023 | 37,493 | 59,299 |
| September 28, 2023 | - | 2,153 |
| May 8, 2024 | 53,160 | - |
| | 105,224 | 107,549 |

Following table lists the average inputs to the model used for the plan:

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Description of the Inputs used |
|---|---------------------------|---------------------------|---|
| Dividend yield % | 1.72% | 2.15% | Dividend yield of the options is based on recent dividend activity. |
| Expected volatility % | 26% - 31% | 22% - 32% | Expected volatility of the option is based on historical volatility, during a period equivalent to the option life, of the observed market prices of the Company's publicly traded equity shares. |
| Risk free Interest rate % | 7.07% to 7.125% | 6.913% to 6.952% | Risk-free interest rates are based on the government securities yield in effect at the time of the grant. |
| Expected life of share options | 1 to 3 years | 1 to 3 years | |
| Weighted Average Market price on date of granting the options | 561.68 | 422.98 | |

The Status of the above plan is as under:

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Weighted average Exercise Price (₹) |
|---|------------------------------|------------------------------|-------------------------------------|
| Options Outstanding at the Beginning of the Year | 1,07,549 | 1,05,504 | |
| Options Granted | 53,160 | 74,994 | |
| Options Vested | 55,485 | 49,972 | ₹10.00 |
| Options Exercised | 55,485 | 49,972 | |
| Options Lapsed / Forfeited | - | 22,977 | |
| Total Options Outstanding at the end of the year | 1,05,224 | 1,07,549 | |

The weighted average exercise price of the options outstanding as on March 31, 2025 is ₹ 10/- (previous year ₹ 10/- per share)

Note 41: Financial instruments – Fair values and risk management

Note 41.1: Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹ in crore)

| March 31, 2025 | Carrying amount | | | | Fair value | | | |
|--|-----------------|--------------|---|-----------------|--------------|-------------|---------|--------------|
| | FVTPL | FVOCI | Amortised Cost (not measured at fair value) | Total | Level 1 | Level 2 | Level 3 | Total |
| Financial assets | | | | | | | | |
| I Non Current Financial Assets | | | | | | | | |
| 1. Investments | - | 16.49 | - | 16.49 | 16.49 | - | - | 16.49 |
| 2. Loans and Advances | - | - | 60.44 | 60.44 | - | - | - | - |
| 3. Other non-current financial assets | - | - | 30.29 | 30.29 | - | - | - | - |
| II Current Financial Assets | | | | | | | | |
| 1. Trade receivables | - | - | 379.63 | 379.63 | - | - | - | - |
| 2. Cash and cash equivalents | - | - | 22.74 | 22.74 | - | - | - | - |
| 3. Other bank balances | - | - | 0.35 | 0.35 | - | - | - | - |
| 4. Loans and Advances | - | - | 20.57 | 20.57 | - | - | - | - |
| 5. Other current financial assets | - | - | 35.40 | 35.40 | - | - | - | - |
| | - | 16.49 | 549.42 | 565.91 | 16.49 | - | - | 16.49 |
| Financial liabilities | | | | | | | | |
| I Non Current Financial Liabilities | | | | | | | | |
| 1. Borrowings | - | - | 67.50 | 67.50 | - | - | - | - |
| 2. Other non-current financial liabilities | - | - | 1.86 | 1.86 | - | - | - | - |
| II Current Financial liabilities | | | | | | | | |
| 1. Borrowings | - | - | 455.15 | 455.15 | - | - | - | - |
| 2. Trade and other payables | - | - | 701.98 | 701.98 | - | - | - | - |
| 3. Other current financial liabilities | 1.51 | - | 167.94 | 169.45 | - | 1.51 | - | 1.51 |
| | 1.51 | - | 1,394.43 | 1,395.94 | - | 1.51 | - | 1.51 |

(₹ in crore)

| March 31, 2024 | Carrying amount | | | | Fair value | | | |
|--|-----------------|--------------|---|-----------------|--------------|-------------|---------|--------------|
| | FVTPL | FVOCI | Amortised Cost (not measured at fair value) | Total | Level 1 | Level 2 | Level 3 | Total |
| Financial Assets | | | | | | | | |
| I Non-current Financial Assets | | | | | | | | |
| 1. Investments | - | 16.63 | - | 16.63 | 16.63 | - | - | 16.63 |
| 2. Loans and Advances | - | - | 162.77 | 162.77 | - | - | - | - |
| 3. Other non-current financial assets | - | - | 31.35 | 31.35 | - | - | - | - |
| II Current Financial Assets | | | | | | | | |
| 1. Trade and other receivables | - | - | 346.87 | 346.87 | - | - | - | - |
| 2. Cash and cash equivalents | - | - | 37.36 | 37.36 | - | - | - | - |
| 3. Other bank balances | - | - | 0.31 | 0.31 | - | - | - | - |
| 4. Loans and Advances | - | - | 15.43 | 15.43 | - | - | - | - |
| 5. Other current financial assets | 0.01 | - | 50.29 | 50.30 | - | 0.01 | - | 0.01 |
| | 0.01 | 16.63 | 644.38 | 661.02 | 16.63 | 0.01 | - | 16.64 |
| Financial liabilities | | | | | | | | |
| I Non-current Financial liabilities | | | | | | | | |
| 1. Borrowings | - | - | 8.13 | 8.13 | - | - | - | - |
| 2. Other non-current financial liabilities | - | - | 19.50 | 19.50 | - | - | - | - |
| II Current Financial liabilities | | | | | | | | |
| 1. Borrowings | - | - | 578.78 | 578.78 | - | - | - | - |
| 2. Trade and other payables | - | - | 448.49 | 448.49 | - | - | - | - |
| 3. Other current financial liabilities | - | - | 167.07 | 167.07 | - | - | - | - |
| | - | - | 1,221.97 | 1,221.97 | - | - | - | - |

Valuation technique used to determine fair value

The following table shows the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as significant unobservable input used.

| Type | Valuation technique | Significant unobservable inputs | Inter-relationship between significant unobservable inputs and fair value measurement |
|---|--|---------------------------------|---|
| Forward contract for foreign exchange contracts | - the fair value of the forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date. | NA | NA |

Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk;
- Market risk;
- Currency risk;

i. Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

Note 41.2: Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans and advances.

The carrying amount of following financial assets represents the maximum credit exposure:

Trade receivables and loans and advances.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Risk Management Committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. Further for domestic sales, the company segments the customers into Distributors and Others for credit monitoring.

The Company maintains security deposits for sales made to its distributors. For other trade receivables, the company individually monitors the sanctioned credit limits as against the outstanding balances. Accordingly, the Company makes specific provisions against such trade receivables and other financial assets wherever required and monitors the same at periodic intervals. The Company also establishes an allowance for impairment that represents its estimate of expected losses in respect of trade receivables and other financial assets.

The maximum exposure to credit risk for trade and other receivables by type of counterparty was as follows.

(₹ in crore)

| Particulars | Carrying amount | |
|--|-----------------|----------------|
| | March 31, 2025 | March 31, 2024 |
| Trade receivables (net of impairment) | 379.63 | 346.87 |
| Exports | | |
| Distributors | - | - |
| Other | 0.09 | - |
| Domestic | | |
| Distributors | 235.44 | 250.67 |
| Other | 144.10 | 96.20 |
| | 379.63 | 346.87 |
| Other Receivables | 84.12 | 92.56 |

The movement in the allowance for impairment in respect of trade and other receivables during the period was as follows:

(₹ in crore)

| For Trade receivables | March 31, 2025 | March 31, 2024 |
|-------------------------------|----------------|----------------|
| Balance as at April 1 | 31.23 | 32.32 |
| Impairment loss recognised | 3.34 | 25.48 |
| Amounts written off | (9.89) | (26.57) |
| Balance as at March 31 | 24.68 | 31.23 |

(₹ in crore)

| For other receivables | March 31, 2025 | March 31, 2025 |
|-------------------------------|----------------|----------------|
| Balance as at April 1 | 0.36 | 0.36 |
| Impairment loss recognised | - | - |
| Amounts written off | - | - |
| Balance as at March 31 | 0.36 | 0.36 |

Cash and cash equivalents

The Company held cash and cash equivalents and other Bank balances of ₹ 23.09 crore at March 31, 2025 (Previous Year ₹ 37.67 crore). The cash and cash equivalents and other bank balances are held with bank and financial institution counterparties with good credit rating.

Note 41.3: Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The company has access to funds from debt markets through loans from banks, commercial papers and other debt instruments.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date.

(₹ in crore)

| March 31, 2025 | Contractual cash flows | | | | | | |
|--|------------------------|-----------------|-----------------|--------------|--------------|---------------|-------------------|
| | Carrying amount | Total | 0-6 months | 6-12 months | 1-2 years | 2-5 years | More than 5 years |
| Non-derivative financial liabilities | | | | | | | |
| Non current, non derivative financial liabilities | | | | | | | |
| Non-current borrowings | 70.20 | 85.44 | 5.11 | 4.03 | 8.19 | 67.15 | 0.96 |
| Other non-current financial liabilities | 1.86 | 1.86 | - | - | 1.86 | - | - |
| Current, non derivative financial liabilities | | | | | | | |
| Working Capital Loans from Banks | 77.88 | 79.03 | 79.03 | - | - | - | - |
| Commercial papers | 296.60 | 300.00 | 300.00 | - | - | - | - |
| Cash Credit | 77.97 | 77.97 | 77.97 | - | - | - | - |
| Trade and other payables | 452.78 | 452.78 | 452.78 | - | - | - | - |
| Acceptances | 249.20 | 249.20 | 249.20 | - | - | - | - |
| Other current financial liabilities | 167.94 | 167.94 | 167.94 | - | - | - | - |
| Lease Liabilities | 109.82 | 135.22 | 15.15 | 15.16 | 29.39 | 69.36 | 6.16 |
| Derivative liability | | | | | | | |
| Derivative liability - MTM of forward contracts | 1.51 | 1.51 | 1.51 | - | - | - | - |
| TOTAL | 1,505.76 | 1,550.95 | 1,348.69 | 19.19 | 39.44 | 136.51 | 7.12 |

(₹ in crore)

| March 31, 2024 | Contractual cash flows | | | | | | |
|--|------------------------|-----------------|-----------------|--------------|--------------|--------------|-------------------|
| | Carrying amount | Total | 0-6 months | 6-12 months | 1-2 years | 2-5 years | More than 5 years |
| Non-derivative financial liabilities | | | | | | | |
| Non current, non derivative financial liabilities | | | | | | | |
| Non-current borrowings | 11.48 | 15.99 | 2.14 | 2.14 | 3.05 | 5.81 | 2.85 |
| Other non-current financial liabilities-Others | 19.50 | 19.50 | - | - | 19.50 | - | - |
| Current, non derivative financial liabilities | | | | | | | |
| Working Capital Loans from Banks | 69.41 | 69.41 | 69.41 | - | - | - | - |
| Commercial papers | 506.02 | 510.00 | 510.00 | - | - | - | - |
| Trade and other payables | 448.49 | 448.49 | 448.49 | - | - | - | - |
| Acceptances | - | - | - | - | - | - | - |
| Other current financial liabilities | 167.07 | 167.07 | 167.07 | - | - | - | - |
| Lease Liabilities | 102.13 | 130.87 | 12.42 | 12.11 | 26.61 | 57.46 | 22.27 |
| TOTAL | 1,324.10 | 1,361.33 | 1,209.53 | 14.25 | 49.16 | 63.27 | 25.12 |

The gross inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity. The disclosure shows net cash flow amounts for derivatives that are net cash-settled and gross cash inflow and outflow amounts for derivatives that have simultaneous gross cash settlement.

The Company has sufficient current assets to manage the liquidity risk, if any, in relation to current financial liabilities.

Note 41.4 : Currency Risk

Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Our Board of Directors and its Audit Committee are responsible for overseeing our risk assessment and management policies. Our major market risks of foreign exchange, interest rate and counter-party risk are managed centrally by our Company treasury department, which evaluates and exercises independent control over the entire process of market risk management.

Interest rate risk is covered by entering into fixed-rate instruments to ensure variability in cash flows attributable to interest rate risk is minimised.

Currency risk

The functional currency of Company is primarily the local currency in which it operates. The currencies in which these transactions are primarily denominated are INR. The Company is exposed to currency risk in respect of transactions in foreign currency. Foreign currency revenues and expenses are in the nature of export sales and import of purchases / services.

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows.

(₹ in crore)

| Particulars | March 31, 2025 | | March 31, 2024 | |
|--|----------------|----------|----------------|---------------|
| | USD | EURO | USD | EURO |
| Financial Assets | | | | |
| Trade and other receivables | 7.74 | - | 15.86 | - |
| Net exposure to foreign currency risk (Assets) | 7.74 | - | 15.86 | - |
| Financial Liabilities | | | | |
| Trade payables | (105.03) | - | (19.31) | (0.60) |
| Foreign exchange forward contracts | 103.41 | - | 15.98 | - |
| Net exposure to foreign currency risk (Liabilities) | (1.62) | - | (3.33) | (0.60) |
| Net exposure | 6.12 | - | 12.53 | (0.60) |
| Un-hedged foreign currency exposures | | | | |
| Purchase | (1.62) | - | (3.33) | (0.60) |
| Sales & Other income | 7.74 | - | 15.86 | - |

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against all other currencies at March 31, 2025 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

| Effect (₹ in crore) | Profit or (loss) / Equity (net of tax) | |
|-----------------------|--|---------------|
| | Strengthening | Weakening |
| March 31, 2025 | | |
| USD (1.5% movement) | 0.07 | (0.07) |
| | 0.07 | (0.07) |

| Effect (₹ in crore) | Profit or loss / Equity (net of tax) | |
|-----------------------|--------------------------------------|---------------|
| | Strengthening | Weakening |
| March 31, 2024 | | |
| USD (1% movement) | 0.09 | (0.09) |
| EUR (1% movement) | (0.00) | 0.00 |
| | 0.08 | (0.08) |

Note: Sensitivity has been calculated using Standard Deviation % of Foreign currency rate movement.

Note 41.5: Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing financial assets or borrowings because of fluctuations in the interest rates, if such assets/borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing borrowings will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

| | | | (₹ in crore) | |
|----------------------------------|----------------|----------------|--------------|--|
| Particulars | March 31, 2025 | March 31, 2024 | | |
| Fixed-rate instruments | | | | |
| Financial assets | | | | |
| Loans and Advances | 81.01 | 178.20 | | |
| Other financial assets | 21.94 | 2.58 | | |
| TOTAL | 102.95 | 180.78 | | |
| Financial liabilities | | | | |
| Borrowings | 479.23 | 542.02 | | |
| Other financial liabilities | 90.21 | 92.25 | | |
| TOTAL | 569.44 | 634.27 | | |
| Variable-rate instruments | | | | |
| Financial liabilities | | | | |
| Borrowings | 43.42 | 44.89 | | |
| TOTAL | 43.42 | 44.89 | | |

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any borrowings at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points (bps) in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

| Particulars | Profit or (loss) and Equity (net of tax) | | Profit or (loss) and Equity (net of tax) | |
|----------------------------------|---|---------------------|---|---------------------|
| | March 31, 2025 | | March 31, 2024 | |
| | 100 bps increase | 100 bps decrease | 100 bps increase | 100 bps decrease |
| Variable-rate instruments | | | | |
| Cash flow sensitivity (net) | (0.32) | 0.32 | (0.34) | 0.34 |
| TOTAL | (0.32) | 0.32 | (0.34) | 0.34 |

The risk estimates provided assume a change of 100 basis points interest rate for the interest rate benchmark as applicable to the borrowings, loans and advances summarized above. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

Note 42 : Tax expense

(a) Amounts recognised in profit and loss

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| Current income tax | | |
| In respect of current year | 140.19 | 109.85 |
| Adjustment in respect of earlier years | 3.36 | - |
| Deferred income tax liability / (asset), net | | |
| In respect of current year | | |
| Origination and reversal of temporary differences | 7.25 | 1.78 |
| Due to withdrawal of indexation benefit on Capital Assets | 9.33 | - |
| Adjustment in respect of earlier years | - | 0.75 |
| Deferred tax expense | 16.58 | 2.53 |
| Tax expense recognised in the Statement of Profit & Loss | 160.13 | 112.38 |

(b) Amounts recognised in other comprehensive income

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | | | For the year ended March 31, 2024 | | |
|--|-----------------------------------|-------------------------|-------------|-----------------------------------|-------------------------|---------------|
| | Before tax | Tax (expense) / benefit | Net of tax | Before tax | Tax (expense) / benefit | Net of tax |
| Items that will not be reclassified to profit or loss | | | | | | |
| Remeasurements of defined benefit liability (asset) | (1.57) | 0.40 | (1.17) | (0.08) | 0.02 | (0.06) |
| Fair value changes on equity investments through OCI | 3.77 | (0.95) | 2.82 | (0.34) | 0.08 | (0.26) |
| TOTAL | 2.20 | (0.55) | 1.65 | (0.42) | 0.10 | (0.32) |

c) Reconciliation of effective tax rate

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| Profit before tax | 662.69 | 469.50 |
| Company's domestic tax rate | 25.17% | 25.17% |
| Tax using the Company's domestic tax rate | 166.80 | 118.17 |
| Tax effect of: | | |
| Expense not allowed for tax purposes | 2.34 | 3.20 |
| Income not considered for tax purpose | (16.96) | (8.79) |
| Tax paid at lower rate | (0.85) | (0.33) |
| Due to withdrawal of indexation benefit on Capital Assets | 9.33 | - |
| Others | (0.53) | 0.13 |
| TOTAL | 160.13 | 112.38 |
| Current tax | 143.55 | 109.85 |
| Deferred tax | 16.58 | 2.53 |

The Company's effective tax rate for the year ended March 31, 2025 is 24.16% and for the year ended March 31, 2024 was 23.94%.

Note 43 : Movement in deferred tax balances for the year ended March 31, 2025

(₹ in crore)

| Particulars | Net balance April 1, 2024 | Recognised in profit or loss / OCI | | | Closing Balance as of March 31, 2025 | | |
|---|------------------------------|------------------------------------|----------------------|---|--------------------------------------|-----------------------|---------------------------------------|
| | | Recognised in profit or loss | Recognised in OCI | Tax adjustment for earlier years | Deferred tax liability | Deferred tax asset | Net Deferred Tax March 31, 2025 |
| Deferred tax asset/(liabilities) | | | | | | | |
| Property, plant and equipment & Intangible assets | (78.78) | (7.90) | - | - | (86.68) | - | (86.68) |
| Compensated absences | 0.94 | 0.12 | - | - | 1.06 | - | 1.06 |
| Investments | 2.66 | (3.73) | (0.95) | - | (2.02) | - | (2.02) |
| Biological Assets | (1.73) | 0.35 | - | - | (1.38) | - | (1.38) |
| Doubtful Debtors | 8.00 | (1.33) | - | - | 6.67 | - | 6.67 |
| Lease liabilities | 25.71 | 1.93 | - | - | 27.64 | - | 27.64 |
| Right of Use Assets | (24.59) | (0.83) | - | - | (25.42) | - | (25.42) |
| Others | - | 0.85 | - | - | - | 0.85 | 0.85 |
| Other items | 12.84 | (6.04) | 0.40 | - | 7.20 | - | 7.20 |
| TOTAL | (54.95) | (16.58) | (0.55) | - | (72.93) | 0.85 | (72.08) |

Movement in deferred tax balances for the year ended March 31, 2024

(₹ in crore)

| Particulars | Net balance April 1, 2023 | Recognised in profit or loss / OCI | | | Closing Balance as of March 31, 2024 | | |
|---|------------------------------|------------------------------------|----------------------|---|--------------------------------------|-----------------------|---------------------------------------|
| | | Recognised in profit or loss | Recognised in OCI | Tax adjustment for earlier years | Deferred tax liability | Deferred tax asset | Net Deferred Tax March 31, 2024 |
| Deferred tax asset/(liabilities) | | | | | | | |
| Property, plant and equipment & Intangible assets | (75.67) | (2.36) | - | (0.75) | (86.51) | 7.73 | (78.78) |
| Compensated absences | 0.71 | 0.23 | - | - | 0.94 | - | 0.94 |
| Investments | 2.92 | (0.34) | 0.08 | - | 1.06 | 1.60 | 2.66 |
| Biological Assets | (1.11) | (0.62) | - | - | (1.73) | - | (1.73) |
| Doubtful Debtors | 8.27 | (0.27) | - | - | 8.00 | - | 8.00 |
| Lease liabilities | 26.87 | (1.16) | - | - | 25.71 | - | 25.71 |
| Right of Use Assets | (25.75) | 1.16 | - | - | (24.59) | - | (24.59) |
| Other items | 11.24 | 1.58 | 0.02 | - | 12.84 | - | 12.84 |
| TOTAL | (52.52) | (1.78) | 0.10 | (0.75) | (64.28) | 9.33 | (54.95) |

The company offsets tax assets and liabilities, if and only if, it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities related to income taxes levied by the same tax authority.

Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

Given that the Company does not have any intention to dispose investments in subsidiaries and certain joint ventures in the foreseeable future, deferred tax asset/liabilities related to such investments has not been recognised.

Note 44 : Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The primary objective of the Company's Capital Management is to maximise shareholder value. The Company manages its capital structure and makes adjustments in the light of changes in the economic environment and the requirements of the financial covenants, if any.

The Company monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt is defined as total borrowings, comprising interest-bearing loans and borrowings (excluding lease liability) less cash and cash equivalents. Equity comprises all components of equity.

a) The Company's adjusted net debt to equity ratio as at March 31, 2025 and March 31, 2024 was as follows.

| Particulars | (₹ in crore) | |
|-----------------------------------|-------------------------|-------------------------|
| | As at March 31, 2025 | As at March 31, 2024 |
| Total borrowings | 522.65 | 586.91 |
| Less : Cash and cash equivalents | 22.74 | 37.36 |
| Adjusted net debt | 499.91 | 549.55 |
| Total equity | 2,573.34 | 2,259.17 |
| Adjusted net debt to equity ratio | 0.19 | 0.24 |

b) Dividends

| Particulars | (₹ in crore) | |
|--|-------------------------|-------------------------|
| | As at March 31, 2025 | As at March 31, 2024 |
| (i) Equity shares | | |
| Final dividend for the year ended March 31, 2024 of ₹ 10/- (March 31, 2023 - ₹ 9.50/-) per fully paid share | 192.26 | 182.60 |
| (ii) Dividend not recognised at the end of the reporting period | | |
| The directors have recommended the payment of a final dividend of ₹ 11/- per fully paid equity share (March 31, 2024 - ₹ 10/- per fully paid equity share). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting. | 211.49 | 192.21 |

Note 45 : Contingent Liabilities

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| Other claims against the Company not acknowledged as debts: | | |
| (i) Excise Matter | | |
| Excise duty demands relating to disputed classification, assessable values, availment of credit etc. which the Company has contested and is in appeal at various levels. | 5.13 | 10.72 |
| (ii) Customs Matter | | |
| Customs duty demands relating to disputed classification which the Company has contested and is in appeal at various levels. | 1.70 | 2.71 |
| (iii) Income Tax | | |
| The company has preferred an appeal before the Commissioner of Income Tax (Appeals) against the Order of the Assessing Officer in which they have disallowed against sec. 14A in respect of exempt income, Depreciation on Land/ rights in Land of Godrej One and cash deposited during demonetization period. | 1.78 | 1.78 |
| (iv) GST matters | | |
| GST demand pertains to disallowance of input tax credit claimed in Trans 1 & 2. The Company shall be filing an appeal against the impugned order in the GST Appellate Tribunal as and when the same is constituted. | 0.87 | 0.87 |
| (v) Surety Bond issued on behalf of related party. | 1.21 | 1.21 |
| (vi) Letter of comfort issued to a bank on behalf of Subsidiary Company | - | 25.00 |
| (vii) Other claims against the Company not acknowledged as debt | 4.60 | 5.35 |

Note 45.1 : Contingent liabilities represents estimates made mainly for probable claims arising out of litigation/ disputes pending with authorities under various statutes (Excise duty, Customs duty, Income tax). The probability and timing of outflow with regard to these matters depend on the final outcome of litigations/ disputes. Hence, the Company is not able to reasonably ascertain the timing of the outflow.

Note 45.2 : The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. The company has started complying with this prospectively from the month of March 2019. In respect of the past period there are significant implementation and interpretative challenges that the management is facing and is awaiting for clarity to emerge in this regard, pending which, this matter has been disclosed under the Contingent liability section in the Standalone financial statements. The impact of the same is not ascertainable.

Note 46 : Commitments

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| a) Estimated value of contracts remaining to be executed on capital account (net of Advances), to the extent not provided for: | 165.44 | 23.73 |

Note 47 : Corporate Social Responsibility (CSR) expenditure.

As per Section 135 of the Companies Act, 2013 a CSR Committee has been formed by the company. The funds are utilised during the year on activities which are specified in schedule VII of the Act. The utilisation is done by the way of direct contribution towards various activities. Gross amount required and amount approved by the Board to be spent by the company during the year ₹ 7.83 crore (Previous year ₹ 7.33 crore).

| Particulars | (₹ in crore) | |
|---|---|----------------|
| | March 31, 2025 | March 31, 2024 |
| 1. Amount required to be spent by the company during the year | 7.83 | 7.33 |
| 2. Amount of expenditure incurred on: | | |
| (i). Construction/acquisition of any asset | - | - |
| (ii) On purposes other than (i) above | 6.83 | 7.96 |
| 3. Shortfall/(excess) at the end of the year (refer note below) | 1.00 | (0.63) |
| 4. Shortfall as at the end of the year adjusted against the excess spent in previous year | (0.79) | - |
| 5. Total shortfall/(excess) | 0.21 | (0.79) |
| 6. Reason for shortfall | Pertains to ongoing projects | NA |
| 7. Nature of CSR activities | Livelihood programs for farmers, rural development, promoting education and health, environment sustainability and community development. | |

Note:-

₹ 0.21 crores remained unutilised for the financial year 2024-25 which has been subsequently deposited in Unspent CSR Account.

Note 48 : As per Ind AS-108 'Operating Segments', if a financial report contains both the consolidated financial statements of a parent that is within the scope of Ind AS-108 as well as the parent's separate financial statements, segment information is required only in the consolidated financial statements. Accordingly, information required to be presented under Ind AS-108 Operating Segments has been given in the consolidated financial statements.

Note 49 :

- (a) The Company has acquired a 49% stake in Godrej Foods Limited (GFL) (formerly known as Godrej Tyson Foods Limited) from the existing shareholders for ₹ 323.16 crore during the year ended 31 March 2025. Consequently, GFL has become the wholly owned subsidiary of Godrej Agrovet Limited w.e.f. August 27, 2024.
- (b) The Company has approved the purchase / acquisition of remaining 48.06% equity stake for ₹ 930 crore in Creamline Dairy Products Limited (CDPL), making CDPL a wholly owned subsidiary of the Company upon completion of said acquisition.

The Company has entered into share purchase agreement with the Promoter Group of Creamline Dairy Products Limited for purchase / acquisition of 47.38% in CDPL. Pursuant to the same, till March 31, 2025, the Company has acquired an additional 10.62% equity stake for ₹ 204.50 crore in Creamline Dairy Products Limited. The indicative time period for completion of the acquisition on or before September 30, 2025.

Note 50:

- (a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).
- (b) The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note 51 : Events occurring after the reporting period -

Refer Note 44 (b) (ii) Capital Management for the final dividend recommended by the directors which is subject to the approval of shareholders in the ensuing annual general meeting.

Note 52 : The amount reflected as "0.00" in Financials are values with less than ₹ one lakh.

Note 53 : Borrowings on the basis of Security of Current Assets

For the financial year 2024-25, the Company does not have any borrowings from banks or financial institutions secured by current assets, hence, this disclosure is not applicable.

For the financial year 2023-24, the Company had borrowings from banks and financial institutions on the basis of security of current assets and the quarterly returns or statements of current assets filed by the company with banks and financial institutions were in agreement with the books of accounts.

Note 54 : Relationship and Transactions with Struck off Companies

(₹ in crore)

| Name of Struck off Company | Nature of transactions (pertaining to balance outstanding) | Transactions during the year March 31, 2025 | Balance Outstanding as on March 31, 2025 | Relationship with Struck off Company |
|--|--|---|--|--------------------------------------|
| J M Water Treatment India Private Limited | Receivable | - | 0.00 | Non-Related Party |
| Rebari Transports Private Limited | Payable | - | (0.03) | Non-Related Party |
| Aditya Road Carriers Pvt Ltd | Payable | - | (0.00) | Non-Related Party |
| Maestro Energy Private Limited | Payable | - | (0.01) | Non-Related Party |
| Arca Safety Private Limited | Payable | 0.00 | - | Non-Related Party |
| Acknotech Software Solutions Private Limited | Payable | - | (0.00) | Non-Related Party |
| Agrisy Layer Farm Private Limited | Payable | - | (0.00) | Non-Related Party |
| Nedumkandam Agro Trading Company Private Limited | Receivable | 0.03 | 0.03 | Non-Related Party |
| Yeerla Retail Private Limited | Payable | 0.00 | - | Non-Related Party |
| Dudha Dairy & Services Limited | Payable | (0.01) | (0.01) | Non-Related Party |
| GSLD Egg and Agro Pvt Ltd | Payable | - | (0.00) | Non-Related Party |
| Dikshita Hatcheries And Farms Private Limited | Payable | 0.00 | (0.00) | Non-Related Party |

(₹ in crore)

| Name of Struck off Company | Nature of transactions (pertaining to balance outstanding) | Transactions during the year March 31, 2024 | Balance Outstanding as on March 31, 2024 | Relationship with Struck off Company |
|--|--|---|--|--------------------------------------|
| J M Water Treatment India Private Limited | Receivable | - | 0.00 | Non-Related Party |
| Utkarsh Agro Industries Pvt Ltd | Receivable | 0.00 | 0.00 | Non-Related Party |
| Brand Batua E Solutions Private Limited | Payable | - | (0.02) | Non-Related Party |
| Maestro Energy Private Limited | Payable | - | (0.03) | Non-Related Party |
| Sara Cattle Feeds Private Limited | Payable | - | (0.01) | Non-Related Party |
| Acknotech Software Solutions Private Limited | Payable | - | (0.00) | Non-Related Party |
| Agrisy Layer Farm Private Limited | Payable | - | (0.00) | Non-Related Party |
| Nedumkandam Agro Trading Company Private Limited | Payable | 0.01 | (0.03) | Non-Related Party |
| Yeerla Retail Private Limited | Payable | - | (0.00) | Non-Related Party |
| Dudha Dairy & Services Limited | Payable | 0.00 | (0.00) | Non-Related Party |
| GSLD Egg and Agro Pvt Ltd | Payable | - | (0.00) | Non-Related Party |
| Kannauj Chemicals & Seeds Pvt Ltd | Payable | 0.00 | - | Non-Related Party |
| Dikshita Hatcheries And Farms Private Limited | Payable | (0.00) | (0.00) | Non-Related Party |

The amount reflected as "0.00" are values with less than ₹ one lakh.

Note 55 : Ratios Analysis and its elements

| Ratio | Numerator | Denominator | March 31, 2025 | March 31, 2024 | % change | Reasons for variance |
|--|---|---|----------------|----------------|----------|---|
| Current Ratio (in times) | Current Assets | Current Liabilities | 1.00 | 1.06 | -5.2% | |
| Debt-Equity Ratio (in times) | Total Debt | Total Equity | 0.20 | 0.26 | -21.8% | |
| Debt-Equity Ratio (net) (in times) | Total Debt minus cash & cash equivalents | Total Equity | 0.19 | 0.24 | -20.1% | |
| Debt Service Coverage Ratio (in times) | Earnings available for Debt Service** | Debt Service** | 5.00 | 5.00 | 0.2% | |
| Return on Equity (ROE) Ratio (in %) | Net profit after tax - preference Dividend | Average shareholder's equity = (Opening + Closing total equity) / 2 | 20.80% | 16.45% | 26.4% | Net profit after tax grew by 41% primarily due to improved performance across all segments which resulted in higher return on equity. |
| Inventory Turnover Ratio (in times) | Net sales | Average Inventory = (Opening inventory) + Closing inventory) / 2 | 7.22 | 7.65 | -5.6% | |
| Trade Receivable Turnover Ratio (in times) | Net sales | Average trade receivables = (Opening + Closing Trade receivables) / 2 | 19.24 | 17.41 | 10.5% | |
| Trade Payable Turnover Ratio (in times) | Net purchases of goods | Average trade payables = (Opening + Closing Trade payables) / 2 | 9.33 | 12.84 | -27.3% | Decline is primarily due to higher trade payables and acceptances as at the year end. |
| Net Capital Turnover Ratio (in times) | Net sales | Working capital = Current Assets - Current Liabilities | 2549.20 | 84.56 | 2914.5% | Increase is primarily due to decrease in working capital during the current year as compared to previous year. |
| Net Profit Ratio (in %) | Net profit after tax | Net sales | 7.19% | 5.06% | 42.2% | Net profit after tax grew by 41% primarily due to improved performance across all segments which resulted in higher net profit ratio. |
| Return on Capital Employed (in %) | Earnings before interest and taxes | Capital Employed*** | 23.67% | 18.39% | 28.7% | Earnings before interest & tax grew by 40% primarily due to improved performance across all segments which resulted in higher return on capital employed. |
| Return on Investment (in %) | Profit for the year of investee Companies (Our % share) | Total cost of Investment of Investee Companies as at that date | -1.49% | 5.31% | -128.1% | Mainly due to higher losses in one of the subsidiary company in the current year. |

*Net profit after taxes+Depreciation and amortizations+Finance Costs +/- Loss/(Profit) on Sale of Property, plant & Equipment

**Interest & Lease payments+Principal repayments of long term borrowings during the year

***Tangible Net Worth, Total Debt and Deferred Tax Liability

Note 56 : Related Party Disclosures

1 In compliance with Ind AS 24 - "Related Party Disclosures", as notified under Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended, the required disclosures are given below:

| | | |
|---|--|--|
| (a) (i) | Key Management Personnel and Entities where Key Management Personnel has significant influence and their Relatives | Mr. N. B. Godrej (Chairman) |
| | | Mr. J. N. Godrej (Upto 23rd January, 2024) |
| | | Ms. Tanya A. Dubash |
| | | Ms. Nisaba Godrej |
| | | Mr. Pirojsha A. Godrej |
| | | Mr. Burjis Godrej |
| | | Mr. B. S. Yadav (Managing Director) |
| | | Dr. Ritu Anand |
| | | Ms. Aditi Kothari Desai |
| | | Ms. Roopa Purushothaman |
| | | Mr. N. Srinivasan |
| | | Mr. Kannan Sitaram |
| | | Mr. Ashok Gulati |
| | | Ms. Ritu Verma |
| | | Mr. S. Varadaraj (Chief Financial Officer) |
| | | Mr. Vivek Raizada (Company Secretary) |
| | | Mr. A. B. Godrej |
| | | Mr. Nitin Nabar (KMP of Holding Co.) (upto 1st May, 2024) |
| | | Mr. Clement Pinto (KMP of Holding Co.) |
| | | Ms. Tejal Jariwala (KMP of Holding Co.) (upto 14th August, 2024) |
| | | Ms. Anupama Kamble (KMP of Holding Co.) |
| | | The Raika Godrej Family Trust (Upto 30th December, 2024) |
| | | ABG Family Trust |
| | | TAD Family Trust |
| | | TAD Children Trust |
| | | NG Family Trust |
| | | NG Children Trust |
| | | PG Family Trust |
| | | PG Children Trust |
| | | PG Lineage Trust |
| | | NBG Family Trust |
| | | RNG Family Trust |
| | | BNG Successor Trust |
| | | BNG Lineage Trust |
| | | BNG Family Trust |
| | | HNG Family Trust |
| | | SNG Successor Trust |
| | | SNG Lineage Trust |
| | | SNG Family Trust |
| | | JNG Family Trust (Upto 30th December, 2024) |
| PJG Family Trust (Upto 30th December, 2024) | | |
| RJG Family Trust (Upto 30th December, 2024) | | |
| NJG Family Trust (Upto 30th December, 2024) | | |
| SGC Family Trust (Upto 30th December, 2024) | | |
| VMC Family Trust (Upto 30th December, 2024) | | |
| FVC Family Trust (Upto 30th December, 2024) | | |
| FVC Children Trust (Upto 30th December, 2024) | | |
| NVC Family Trust (Upto 30th December, 2024) | | |
| NVC Children Trust (Upto 30th December, 2024) | | |

| | | |
|-----|-------|--|
| | | Navroze Lineage Trust (Upto 30th December, 2024) |
| | | Raika Lineage Trust (Upto 30th December, 2024) |
| | | Ms.Rati Burjis Godrej |
| | | Mr.Sohrab Nadir Godrej |
| | | Mr.Hormazd Nadir Godrej |
| | | Aloo Vaghaiwalla |
| | | Behram Vaghaiwalla |
| | | Freny Mody |
| | | Armaity Vaghaiwalla |
| | | Aryan Arvind Dubash |
| | | Azaar Arvind Dubash |
| | | Ms. Karla Bookman |
| | | Ms. Lana Godrej |
| | | Ms. Sasha Godrej |
| | | Ms. Smita Crishna Godrej (Upto 30th December, 2024) |
| | | Ms. Pheroza Jamshyd Godrej (Upto 30th December, 2024) |
| | | Ms. Freyan Crishna Bieri (Upto 30th December, 2024) |
| | | Ms. Nyrika Holkar (Upto 30th December, 2024) |
| | | Mr. Navroze Jamshyd Godrej (Upto 30th December, 2024) |
| | | Ms. Raika Jamshyd Godrej (Upto 30th December, 2024) |
| | | Mr. Rishad Kaikhushru Naoraji (Upto 30th December, 2024) |
| (b) | (i) | Holding companies |
| | (ii) | Subsidiary companies |
| | | Godrej Industries Limited |
| | | Godvet Agrochem Limited |
| | | Creamline Dairy Products Limited |
| | | Astec LifeSciences Limited |
| | | Behram Chemicals Private Limited |
| | | Comercializadora Agricola Agroastrachem Cia Ltda (Bogota, Columbia) |
| | | Godrej Foods Limited (Formerly Known As Godrej Tyson Foods Limited) |
| | | Godrej Cattle Genetics Private Limited (Formerly known as Godrej Maxximilk Private Limited) |
| | (iii) | Fellow Subsidiary Companies |
| | | Godrej Properties Limited |
| | | Godrej Housing Finance Limited |
| | | Godrej One Premises Management Private Limited |
| | | Godrej Vikhroli Properties India Limited |
| | (iv) | Joint Ventures |
| | | ACI Godrej Agrovet Private Limited, Bangladesh |
| | | Omnivore India Capital Trust |
| | (v) | Associates |
| | | Al Rahba International Trading Limited Liability Company, United Arab Emirates (UAE) (Upto April 18, 2023) |
| | (vi) | Other Related Parties |
| | | Godrej & Boyce Manufacturing Company Limited (Upto 30th December, 2024) |
| | | Godrej Consumer Products Limited |
| | | Godrej Pet Care Limited (formerly known as Godrej Consumer Care Limited) |
| | | Godrej Seeds & Genetics Limited |
| | | Godrej Infotech Limited (Upto 30th December, 2024) |
| | | RKN Enterprises (Upto 30th December, 2024) |
| | | Anamudi Real Estates LLP |
| | (vii) | Post-employment benefit plan (entities) for the benefit of employees of the company |
| | | Godrej Agrovet Limited Provident Fund Trust |
| | | Godrej Agrovet Limited Superannuation Scheme |
| | | Godrej Agrovet Limited Group Gratuity Trust |

2. The following transactions were carried out with the related parties in the ordinary course of business :

(i) Details relating to parties referred to in items 1 (b) (i), (ii), (iii), (iv), (v), (vi)

(₹ in crore)

| Sr. No. | Nature of Transactions | Holding Companies | Subsidiaries | Fellow Subsidiaries | Joint Ventures | Associates | Other related Parties |
|---------|---|-------------------|--------------|---------------------|----------------|------------|-----------------------|
| | | (i) | (ii) | (iii) | (iv) | (v) | (vi) & (vii) |
| 1 | Purchase of property, plant and equipment | - | - | - | - | - | 0.18 |
| | | 0.01 | 0.04 | - | - | - | 0.33 |
| 2 | Sale / Transfer of property, plant and equipment | - | - | - | - | - | - |
| | | - | 0.01 | - | - | - | - |
| 3 | Investment in subsidiaries and joint ventures | - | - | - | - | - | - |
| | | - | 25.00 | - | - | - | - |
| 4 | Sale/Redemption of units in joint venture | - | - | - | 11.29 | - | - |
| | | - | - | - | 8.43 | - | - |
| 5 | Advances given during the year | - | - | - | - | - | 0.03 |
| | | - | - | - | - | - | 0.01 |
| 6 | Sundry deposits placed | - | - | 0.02 | - | - | - |
| | | 0.10 | - | - | - | - | - |
| 7 | Intercompany deposits placed during the year | - | 67.50 | - | - | - | - |
| | | - | 88.50 | - | - | - | - |
| 8 | Intercompany deposits returned | - | 139.12 | - | - | - | - |
| | | - | 63.50 | - | - | - | - |
| 9 | Sale of materials / finished goods / other operating revenue | 31.80 | 464.60 | - | 0.35 | - | 48.74 |
| | | - | 556.32 | - | - | - | 16.91 |
| 10 | Purchase of materials / finished goods / services | 5.46 | 24.10 | - | - | - | 212.35 |
| | | 8.69 | 36.90 | - | - | - | 225.10 |
| 11 | Expenses charged to / reimbursement received from other companies | 0.14 | 12.01 | 0.02 | - | - | 0.60 |
| | | 0.61 | 13.02 | 0.11 | - | - | 0.52 |
| 12 | Expenses charged by / reimbursement made to other companies | 16.49 | 8.73 | 2.81 | - | - | 2.13 |
| | | 8.34 | 2.34 | 2.59 | - | - | 1.99 |
| 13 | Dividend income | - | - | - | 66.77 | - | - |
| | | - | 1.90 | - | 32.80 | - | - |
| 14 | Dividend paid | 124.71 | - | - | - | - | - |
| | | 118.48 | - | - | - | - | 3.94 |
| 15 | Interest income on intercompany deposits placed / loans given | - | 7.16 | - | - | - | - |
| | | - | 6.25 | - | - | - | - |
| 16 | Sundry income | - | - | - | 10.00 | - | 0.01 |
| | | - | - | - | 11.59 | - | 0.01 |
| 17 | Capital advance given during the year | - | - | - | - | - | - |
| | | - | - | - | - | - | 0.11 |
| 18 | Outstanding capital advance | - | - | 0.08 | - | - | - |
| | | - | - | 0.07 | - | - | - |
| 19 | Outstanding advance lease rental | - | 1.06 | - | - | - | - |
| | | - | 2.27 | - | - | - | - |

(₹ in crore)

| Sr. No. | Nature of Transactions | Holding Companies | Subsidiaries | Fellow Subsidiaries | Joint Ventures | Associates | Other related Parties |
|---------|---|-------------------|--------------|---------------------|----------------|------------|-----------------------|
| | | (i) | (ii) | (iii) | (iv) | (v) | (vi) & (vii) |
| 20 | Outstanding intercorporate deposit receivable | - | 29.00 | - | - | - | - |
| | | - | 102.59 | - | - | - | - |
| 21 | Outstanding receivables | 0.83 | 41.77 | 0.11 | 7.73 | - | 0.07 |
| | | 2.28 | 47.63 | 0.11 | 15.77 | - | 0.17 |
| 22 | Outstanding payables | - | - | 3.33 | - | - | 6.94 |
| | | - | 20.89 | 3.33 | - | - | 8.68 |
| 23 | Guarantees outstanding | - | - | - | - | - | 1.21 |
| | | - | - | - | - | - | 1.21 |
| 24 | Contribution to post-employment benefit plans | - | - | - | - | - | 28.19 |
| | | - | - | - | - | - | 29.61 |

(ii) Details relating to persons referred to in items 1(a)(i) above

(₹ in crore)

| Particulars | As at | As at |
|---|----------------|----------------|
| | March 31, 2025 | March 31, 2024 |
| 1 Remuneration to key management personnel | | |
| Salary and short term employee benefit paid | 13.29 | 8.71 |
| Post employee gratuity & medical benefits | 0.16 | 0.15 |
| Shared based payment | 1.34 | 1.01 |
| 2 Dividend paid | 21.19 | 16.16 |
| 3 Director's sitting fees | 0.62 | 0.44 |
| 4 Director's commission | 1.06 | 1.02 |

3. Significant Related Party Transactions :

(₹ in crore)

| Sr. No. | Nature of Transaction | As at March 31, 2025 | As at March 31, 2024 |
|----------|--|----------------------|----------------------|
| 1 | Purchase of property, plant and equipment | | |
| | Godrej & Boyce Manufacturing Company Limited | 0.180 | 0.33 |
| | Godrej Industries Limited | - | 0.01 |
| | Astec LifeSciences Limited | - | 0.01 |
| | Godrej Cattle Genetics Private Limited | - | 0.02 |
| 2 | Sale / Transfer of property, plant and equipment | | |
| | Godrej Foods Limited | - | 0.00 |
| | Creamline Dairy Products Limited | - | 0.01 |
| 3 | Investment in subsidiaries and joint ventures | | |
| | Godrej Cattle Genetics Private Limited | - | 25.00 |
| 4 | Sale/Redemption of units in joint venture | | |
| | Omnivore India Capital Trust | 11.29 | 8.43 |
| 5 | Advances given during the year | | |
| | Godrej & Boyce Manufacturing Company Limited | 0.027 | 0.01 |
| 6 | Sundry deposits placed | | |
| | Godrej Industries Limited | - | 0.10 |
| | Godrej One Premises Management Private Limited | 0.02 | - |
| 7 | Intercorporate deposits placed during the year | | |
| | Godvet Agrochem Limited | - | - |
| | • Maximum amount of Intercorporate Deposit outstanding during the year | 0.62 | 0.67 |
| | Godrej Cattle Genetics Private Limited | - | 3.50 |
| | • Maximum amount of Intercorporate Deposit outstanding during the year | - | 3.50 |
| | Astec LifeSciences Limited | 53.50 | 50.00 |
| | • Maximum amount of Intercorporate Deposit outstanding during the year | 73.50 | 50.00 |
| | Creamline Dairy Products Limited | - | 10.00 |
| | • Maximum amount of Intercorporate Deposit outstanding during the year | 50.00 | 85.00 |
| | Godrej Foods Limited | 14.00 | 25.00 |
| | • Maximum amount of Intercorporate Deposit outstanding during the year | 7.00 | 15.00 |
| 8 | Intercorporate deposits returned | | |
| | Godvet Agrochem Limited | 0.62 | - |
| | Astec LifeSciences Limited | 74.50 | - |
| | Creamline Dairy Products Limited | 50.00 | 35.00 |
| | Godrej Cattle Genetics Private Limited | - | 3.50 |
| | Godrej Foods Limited | 14.00 | 25.00 |

(₹ in crore)

| Sr. No. | Nature of Transaction | As at March 31, 2025 | As at March 31, 2024 |
|-----------|--|----------------------|----------------------|
| 9 | Sale of materials / finished goods / other operating revenue | | |
| | ACI Godrej Agrovvet Private Limited | 0.35 | - |
| | Godrej Cattle Genetics Private Limited | 17.222 | 11.89 |
| | Godrej Consumer Products Limited | 48.74 | 16.91 |
| | Godrej Foods Limited | 405.19 | 516.80 |
| | Godrej Industries Limited | 31.80 | - |
| | Creamline Dairy Products Limited | 21.58 | 27.63 |
| | Astec LifeSciences Limited | 20.61 | - |
| 10 | Purchase of materials / finished goods / services | | |
| | Godrej Industries Limited | 5.46 | 8.69 |
| | Godrej Consumer Products Limited | - | 0.01 |
| | Godrej Foods Limited | 0.26 | 0.22 |
| | Godrej Seeds & Genetics Limited | 212.35 | 225.09 |
| | Astec LifeSciences Limited | 23.47 | 35.80 |
| | Creamline Dairy Products Limited | 0.04 | 0.08 |
| | Godrej Cattle Genetics Private Limited | 0.328 | 0.80 |
| 11 | Expenses charged to / reimbursement received from other companies | | |
| | Godrej Consumer Products Limited | - | 0.52 |
| | Godrej Industries Limited | 0.14 | 0.61 |
| | Godrej Foods Limited | 3.17 | 3.16 |
| | Godvet Agrochem Limited | 0.43 | 0.80 |
| | Creamline Dairy Products Limited | 1.06 | 1.22 |
| | Astec LifeSciences Limited | 4.75 | 1.59 |
| | Godrej Properties Limited | 0.02 | 0.11 |
| | Godrej Cattle Genetics Private Limited | 2.60 | 6.25 |
| | Godrej Pet Care Limited | 0.60 | - |
| 12 | Expenses charged by / reimbursement made to other companies | | |
| | Godrej Infotech Limited | 0.09 | 0.17 |
| | Godrej & Boyce Manufacturing Company Limited | 0.07 | 0.04 |
| | Godrej Consumer Products Limited | 1.97 | 1.79 |
| | Godrej Industries Limited | 16.49 | 8.34 |
| | Godrej Foods Limited | 0.17 | 0.13 |
| | Godvet Agrochem Limited | 1.39 | 1.26 |
| | Creamline Dairy Products Limited | - | 0.02 |
| | Godrej One Premises Management Private Limited | 2.81 | 2.59 |
| | Godrej Cattle Genetics Private Limited | 0.143 | 0.86 |
| | Astec LifeSciences Limited | 7.03 | 0.07 |

(₹ in crore)

| Sr. No. | Nature of Transaction | As at March 31, 2025 | As at March 31, 2024 |
|-----------|--|----------------------|----------------------|
| 13 | Dividend income | | |
| | Astec LifeSciences Limited | - | 1.90 |
| | ACI Godrej Agrovet Private Limited | 66.77 | 32.80 |
| 14 | Dividend paid | | |
| | Godrej Industries Limited | 124.71 | 118.48 |
| | Mr. B. S. Yadav (Managing Director) | 3.34 | 3.16 |
| | Mr. N. B. Godrej (Chairman) | 0.00 | 0.00 |
| | Mr. A. B. Godrej | 0.01 | 0.00 |
| | Mr. J. N. Godrej | 1.04 | - |
| | Ms. Tanya A. Dubash | 0.26 | 0.19 |
| | Ms. Nisaba Godrej | 0.00 | 0.00 |
| | Mr. Pirojsha A. Godrej | 0.41 | 0.39 |
| | Mr. Nitin Nabar (KMP of Holding Co.) | 0.01 | 0.01 |
| | Mr. Clement Pinto (KMP of Holding Co.) | 0.01 | 0.00 |
| | Ms. Tejal Jariwala (KMP of Holding Co.) | 0.00 | 0.00 |
| | Dr. Ritu Anand | 0.00 | 0.00 |
| | Ms. Roopa Purushothaman | 0.00 | 0.00 |
| | Mr. S. Varadaraj (Chief Financial Officer) | 0.23 | 0.22 |
| | Mr. Vivek Raizada (Company Secretary) | 0.00 | 0.00 |
| | The Raika Godrej Family Trust | 0.00 | 0.00 |
| | ABG Family Trust | 0.00 | 0.00 |
| | TAD Family Trust | 0.60 | 0.61 |
| | TAD Children Trust | 0.00 | 0.00 |
| | BNG Family Trust | 0.86 | 0.82 |
| | HNG Family Trust | 0.86 | 0.82 |
| | SNG Family Trust | 0.86 | 0.82 |
| | NG Family Trust | 0.86 | 0.82 |
| | NG Children Trust | 0.00 | 0.00 |
| | PG Family Trust | 0.00 | 0.00 |
| | PG Children Trust | 0.00 | 0.00 |
| | PG Lineage Trust | 0.00 | 0.00 |
| | NBG Family Trust | 0.00 | 0.00 |
| | RNG Family Trust | 0.00 | 0.00 |
| | BNG Successor Trust | 0.00 | 0.00 |
| | BNG Lineage Trust | 0.00 | 0.00 |
| | SNG Successor Trust | 0.00 | 0.00 |
| | SNG Lineage Trust | 0.00 | 0.00 |
| | JNG Family Trust | 0.00 | 0.00 |
| | PJG Family Trust | 0.00 | 0.00 |
| | RJG Family Trust | 0.00 | 0.00 |
| | NJG Family Trust | 0.00 | 0.00 |

(₹ in crore)

| Sr. No. | Nature of Transaction | As at March 31, 2025 | As at March 31, 2024 |
|-----------|--|----------------------|----------------------|
| | SGC Family Trust | 0.00 | 0.00 |
| | VMC Family Trust | 0.00 | 0.00 |
| | FVC Children Trust | 0.00 | 0.00 |
| | NVC Children Trust | 0.00 | 0.00 |
| | Ms. Freyan Crishna Bieri | 0.69 | 0.00 |
| | Ms. Nyrika Holkar | 0.69 | 0.00 |
| | Mr. Navroze Jamshyd Godrej | 1.04 | 0.00 |
| | Navroze Lineage Trust | 2.07 | 1.97 |
| | Ms. Raika Jamshyd Godrej | 0.00 | 0.00 |
| | Raika Lineage Trust | 2.07 | 1.97 |
| | FVC Family Trust | 2.07 | 1.97 |
| | NVC Family Trust | 2.07 | 1.97 |
| | Smita Godrej Crishna | 0.69 | - |
| | Ms. Karla Bookman | 0.19 | 0.18 |
| | Ms. Sasha Godrej | 0.19 | 0.18 |
| | Ms. Lana Godrej | 0.07 | 0.07 |
| | RKN Enterprises | - | 3.94 |
| 15 | Interest income on intercorporate deposits placed / loans given | | |
| | Godrej Foods Limited | 0.01 | 0.05 |
| | Godvet Agrochem Limited | 0.05 | 0.05 |
| | Astec LifeSciences Limited | 5.02 | 0.39 |
| | Godrej Cattle Genetics Private Limited | - | 0.19 |
| | Creamline Dairy Products Limited | 2.08 | 5.57 |
| 16 | Sundry income | | |
| | ACI Godrej Agrovet Private Limited | 10.00 | 11.59 |
| | Godrej Consumer Products Limited | 0.01 | 0.01 |
| 17 | Capital advance given during the year | | |
| | Godrej & Boyce Manufacturing Company Limited | - | 0.11 |
| 18 | Outstanding capital advance | | |
| | Godrej Vikhroli Properties India Limited | 0.04 | 0.04 |
| | Godrej Properties Limited | 0.04 | 0.04 |
| 19 | Outstanding advance lease rental | | |
| | Godvet Agrochem Limited | 1.06 | 2.27 |
| 20 | Outstanding intercorporate deposit receivable | | |
| | Godvet Agrochem Limited | - | 0.67 |
| | Astec LifeSciences Limited | 29.00 | 50.00 |
| | Creamline Dairy Products Limited | - | 51.92 |

(₹ in crore)

| Sr. No. | Nature of Transaction | As at March 31, 2025 | As at March 31, 2024 |
|-----------|---|----------------------|----------------------|
| 21 | Outstanding receivables (net of payables) | | |
| | Godrej & Boyce Manufacturing Company Limited | 0.07 | 0.17 |
| | Godrej Industries Limited | 0.83 | 2.28 |
| | Godrej One Premises Management Private Limited | 0.11 | 0.11 |
| | Godvet Agrochem Limited | 0.19 | 0.37 |
| | Astec LifeSciences Limited | 20.52 | - |
| | Godrej Foods Limited | 4.38 | 44.29 |
| | ACI Godrej Agrovet Private Limited | 7.70 | 15.73 |
| | Creamline Dairy Products Limited | 2.06 | 2.37 |
| | Omnivore India Capital Trust | 0.03 | 0.03 |
| | Godrej Cattle Genetics Private Limited | 14.62 | 0.60 |
| 22 | Outstanding payables (net of receivables) | | |
| | Astec LifeSciences Limited | - | 20.89 |
| | Godrej Infotech Limited | - | 0.01 |
| | Godrej Properties Limited | 3.33 | 3.33 |
| | Godrej Consumer Products Limited | 0.20 | 1.15 |
| | Godrej Agrovet Limited Provident Fund Trust | 2.05 | 2.01 |
| | Godrej Agrovet Limited Superannuation Scheme | 0.03 | 0.03 |
| | Godrej Agrovet Limited Group Gratuity Trust | 4.24 | 2.89 |
| | Godrej Seeds & Genetics Limited | 0.06 | 2.58 |
| | Godrej Pet Care Limited | 0.36 | - |
| 23 | Guarantees outstanding | | |
| | Godrej Consumer Products Limited | 1.21 | 1.21 |
| 24 | Director's sitting fees | | |
| | Dr. Ritu Anand (Independent Director) | 0.11 | 0.08 |
| | Ms. Aditi Kothari Desai (Independent Director) | 0.08 | 0.05 |
| | Ms. Roopa Purushothaman (Independent Director) | 0.09 | 0.07 |
| | Mr. N. Srinivasan (Independent Director) | 0.12 | 0.09 |
| | Mr. Kannan Sitaram (Independent Director) | 0.07 | 0.05 |
| | Mr. Ashok Gulati (Independent Director) | 0.08 | 0.06 |
| | Ms. Ritu Verma (Independent Director) | 0.07 | 0.05 |
| 25 | Director's commission | | |
| | Mr. N. B. Godrej (Chairman) | 0.09 | 0.09 |
| | Ms. Ritu Verma (Independent Director) | 0.09 | 0.02 |
| | Dr. Ritu Anand (Independent Director) | 0.09 | 0.09 |
| | Ms. Aditi Kothari Desai (Independent Director) | 0.09 | 0.09 |
| | Dr. Raghunath A. Mashelkar (Independent Director) | - | 0.03 |
| | Ms. Roopa Purushothaman (Independent Director) | 0.09 | 0.09 |

(₹ in crore)

| Sr. No. | Nature of Transaction | As at March 31, 2025 | As at March 31, 2024 |
|-----------|--|----------------------|----------------------|
| | Ms. Tanya A. Dubash | 0.09 | 0.09 |
| | Mr. J. N. Godrej | 0.07 | 0.09 |
| | Ms. Nisaba Godrej | 0.09 | 0.09 |
| | Mr. N. Srinivasan (Independent Director) | 0.09 | 0.09 |
| | Mr. Kannan Sitaram (Independent Director) | 0.09 | 0.09 |
| | Mr. Pirojsha A. Godrej (Director) | 0.09 | 0.09 |
| | Mr. Ashok Gulati (Independent Director) | 0.09 | 0.09 |
| 26 | Contribution to post-employment benefit plans | | |
| | Godrej Agrovet Limited Provident Fund Trust | 24.90 | 24.48 |
| | Godrej Agrovet Limited Superannuation Scheme | 0.40 | 0.38 |
| | Godrej Agrovet Limited Group Gratuity Trust | 2.89 | 4.74 |

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Registration Number 101248W/W-100022

MAULIK JHAVERI

Partner

Membership Number: 116008

Mumbai, April 30, 2025

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

(CIN:L15410MH1991PLC135359)

N. B. GODREJ

Chairman

DIN: 00066195

S. VARADARAJ

Chief Financial Officer

ICAI Memb. No. 047959

Mumbai, April 30, 2025

B.S.YADAV

Managing Director

DIN: 00294803

VIVEK RAIZADA

Company Secretary

ICSI Memb. No. ACS11787

This page has been left blank intentionally

INDEPENDENT AUDITOR'S REPORT

To the Members of Godrej Agrovet Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Godrej Agrovet Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its joint ventures, which comprise the consolidated balance sheet as at 31 March 2025, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate/consolidated financial statements of such subsidiaries and joint venture as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, and its joint ventures as at 31 March 2025, of its consolidated profit and other comprehensive loss, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, and its joint ventures in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on separate/consolidated financial statements of components audited by them, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matters

| Revenue Recognition | |
|---|--|
| The key audit matter | How the matter was addressed in our audit |
| <p>Refer Note 1[8(A)(i)] of accounting policy and Note 18, Note 29 and Note 30 in consolidated financial statements</p> <p>The Group recognises revenue from sale of goods when control of the goods has transferred and when there are no longer any unfulfilled obligations to the customer. Depending on the contractual terms with the customers, this can be either at the time of dispatch or delivery of goods.</p> <p>The Group has large number of customers and the sales contracts with customers have different terms relating to transfer of control of underlying goods and the right of return.</p> <p>We identified the recognition of revenue from sale of products as a key audit matter because:</p> <p>The Group and its external stakeholders focus on revenue as a key performance indicator. This could create an incentive for higher revenue to be recognised throughout the period (including period end), i.e. before the control of underlying goods have been transferred to the customer; and</p> <p>Estimation of accrual for sales returns, particularly in the crop protection segment involves significant judgement.</p> | <p>Our audit procedures included following:</p> <ul style="list-style-type: none"> Assessing the Group's accounting policies in respect of revenue recognition by comparing with applicable accounting standards; Evaluating the design and implementation and testing the operating effectiveness of the Group's internal controls over recognition of revenue on selected samples of transactions; Perform substantive testing and cut-off testing throughout the period (including period end), by selecting samples using statistical sampling of revenue transactions recorded during the year and verifying the underlying documents, which included sales invoices, dispatch documents and proof of delivery, depending on the terms of contracts with customer; Examining journal entries posted to revenue to identify unusual or irregular items; Evaluating the design and testing the implementation and operating effectiveness of the internal controls over accrual for sales returns, in crop protection segment; |

| Revenue Recognition | |
|-----------------------------|---|
| The key audit matter | How the matter was addressed in our audit |
| | <ul style="list-style-type: none"> • Checking completeness and accuracy of the data used for accrual of sales returns, in crop protection segment by verifying the historical data with underlying books of accounts; • Examining historical trend of sales return claims to assess the assumptions and judgements used in accrual of sales returns adjusted to market conditions in crop protection segment. Comparing historically recorded accruals to the actual amount of sales returns; • Performing overall reconciliation of cash and debtors to sales recognized during the year for one of the subsidiary. • Evaluating adequacy of disclosures given in the consolidated financial statements. |

Goodwill and intangible assets

See note 1[5], 1[8(O)] and 52 to the consolidated financial statements

| The key audit matter | How the matter was addressed in our audit |
|---|---|
| <p>The Goodwill and intangible assets with indefinite life is recognised pursuant to business acquisitions.</p> <p>Management performs an annual impairment testing for Goodwill and intangible assets having indefinite life or more frequently if events or changes in circumstances indicate that they might be impaired.</p> <p>The goodwill and intangible assets are attributable to cash generating units and is tested for impairment using a value in use model, as described in note 1[8(O)] to the consolidated financial statements. We consider the impairment evaluation of Goodwill by management to involve significant estimates and judgement, due to the inherent uncertainty involved in forecasting and discounting future cash flows.</p> <p>Accordingly, this is considered as a key audit matter.</p> | <p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • Assessing the Group's accounting policy for impairment of goodwill and intangible assets with applicable accounting standards; • Testing the design, implementation and operating effectiveness of key controls placed around the impairment assessment process of goodwill and intangible assets; • Obtaining and assessing the valuation working prepared by the management for its impairment assessment; • Involving valuation specialists to assist in the evaluation of assumptions such as discount rate and growth rate in estimating projections, cash flows and methodologies used by the Group; • Comparing the current year's performance with the projections used in previous year; • Assessing the sensitivity of the outcome of impairment assessment to changes in key assumptions; and • Assessing the adequacy of disclosures in respect of such goodwill and intangible assets in accordance with the accounting standards. |

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and auditor's report thereon. The Holding Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Holding Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and of its joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its joint ventures are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group of its joint ventures are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements/financial information of such entities or business activities within the Group and its joint ventures to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements/financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- a. We did not audit the financial statements of three subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 94.95 crores as at 31 March 2025, total revenues (before consolidation adjustments) of ₹ 73.84 crores and net cash flows inflow (before consolidation adjustments) amounting to ₹ 1.30 crores for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit (and other comprehensive income) of ₹ 55.12 crores for the year ended 31 March 2025, in respect of one joint venture, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and joint venture is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to our reliance on the work done and the reports of the other auditors.

- b. The financial information of one subsidiary, whose financial information reflects total assets (before consolidation adjustments) of ₹ 0.002 crores at 31 March 2025, total revenues (before consolidation adjustments) of ₹ Nil and net cash flows (before consolidation adjustments) amounting to ₹ Nil for the period ended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditors. The consolidated financial statements also include the Group's share of net loss (and other comprehensive income) of ₹ 1.51 crores for the year ended 31 March 2025, as considered in the consolidated financial statements, in respect of one joint venture, whose financial information have not been audited by us or by other auditor. These unaudited financial information have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and joint venture, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary and joint venture, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial information is not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to the financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditor on separate/ consolidated financial statements of such subsidiaries and joint venture as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors, except for the matter stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

- e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2025 and 01 April 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- f. the modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(A)(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate/ consolidated financial statements of the subsidiaries and joint venture, as noted in the "Other Matters" paragraph:
- a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2025 on the consolidated financial position of the Group, and its joint ventures. Refer Note 47 to the consolidated financial statements.
- b. The Group, and its joint ventures did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2025.
- c. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company and certain subsidiary companies during the year ended 31 March 2025. In respect of one subsidiary company, there has been no delay in transferring amounts to the Investor Education and Protection Fund during the year ended 31 March 2025.
- d. (i) The management of the Holding Company and its subsidiary companies incorporated in India whose financial statements/financial information have been audited under the Act have represented to us and the other auditors of such subsidiary companies that, to the best of its knowledge and belief, as disclosed in the Note 53 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary companies to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) The management of the Holding Company and its subsidiary companies incorporated in India whose financial statements/financial information have been audited under the Act have represented to us and the other auditors of such subsidiary companies that, to the best of its knowledge and belief, as disclosed in the Note 53 to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. The final dividend paid by the Holding Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.
- As stated in Note 45 to the consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
- The subsidiary companies incorporated in India have neither declared nor paid any dividend during the year.
- f. Based on our examination which included test checks, and that performed by the respective auditors of the subsidiary companies incorporated in India whose financial statements have been audited under the Act, except for the instances mentioned below, the Holding company and its subsidiary companies incorporated in India have used accounting softwares for maintaining its books of account which, along with access management tools, as applicable, have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:

- In respect of one subsidiary company in the absence of reporting on the audit trail feature in the Independent Auditor's Report for the database level of a third party accounting software used for maintaining general ledger, we are unable to comment on whether the feature of recording audit trail (edit log) facility was enabled at the database level to log any direct data changes and whether there were any instances of the audit trail feature being tampered with for the period from 3 August 2024 to 31 March 2025.
- In respect of one subsidiary company the feature of audit trail (edit log) facility was not enabled at the database level to log any direct data changes for accounting software used for maintaining the books of accounts relating to general ledger till 12 March 2025.

Further, for the periods where audit trail (edit log) facility was enabled and operated for the respective accounting softwares, we did not come across any instance of the audit trail feature being tampered with.

Additionally, the audit trail in respect of the previous year has been preserved as per the statutory requirements for record retention except for the logs generated within access management tool for the Holding Company and two subsidiary companies.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditor of such subsidiary company, incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company, its subsidiary companies, to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Maulik Jhaveri

Partner

Membership No.: 116008

ICAI UDIN:25116008BMOJQM1137

Place: Mumbai

Date: 30 April 2025

Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of Godrej Agrovet Limited for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualification or adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

| Sr. No. | Name of the entities | CIN | Holding Company/ Subsidiary/ JV/ Associate | Clause number of the CARO report which is unfavourable or qualified or adverse |
|---------|--|-----------------------|--|--|
| 1 | Godrej Agrovet Limited | L15410MH1991PLC135359 | Holding Company | Clause (iii)(c) (e) and (f) |
| 2 | Astec Lifesciences Limited | L99999MH1994PLC076236 | Subsidiary Company | Clause (iii)(e) and (xvii) |
| 3 | Godrej Foods Limited | U15122MH2008PLC177741 | Subsidiary Company | Clause (iii)(f) |
| 4 | Godrej Cattle Genetics Private Limited | U01119MH2016PTC280677 | Subsidiary Company | Clause (iii)(c) and (d), and Clause (xvii) |

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Maulik Jhaveri

Partner

Membership No.: 116008

ICAI UDIN:25116008BMOJQM1137

Place: Mumbai

Date: 30 April 2025

Annexure B to the Independent Auditor's Report on the consolidated financial statements of Godrej Agrovet Limited for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of Godrej Agrovet Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies, as of that date.

In our opinion and based on the consideration of reports of the other auditors on internal financial controls with reference to financial statements/ financial information of subsidiary companies as were audited by the other auditors, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to three subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of this matter.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Maulik Jhaveri

Partner

Membership No.: 116008

ICAI UDIN:25116008BMOJQM1137

Place: Mumbai

Date: 30 April 2025

Consolidated Balance Sheet

as at March 31, 2025

| Particulars | Note No. | (₹ in crore) | |
|--|----------|-------------------------|-------------------------|
| | | As at March 31, 2025 | As at March 31, 2024 |
| ASSETS | | | |
| (I) Non-current assets | | | |
| (a) Property, Plant and Equipment | 2 | 2,298.73 | 2,208.24 |
| (b) Capital work-in-progress | 3 | 39.93 | 173.16 |
| (c) Right of use assets | 4 | 201.02 | 196.76 |
| (d) Goodwill | | 264.88 | 264.88 |
| (e) Intangible assets | 5 | 67.79 | 68.75 |
| (f) Intangible assets under development | 5 (A) | 23.99 | 18.35 |
| (g) Biological assets other than bearer plants | 6 | 79.22 | 67.78 |
| (h) Investments accounted for using the equity method | 7 (A) | 122.13 | 151.92 |
| (i) Financial Assets | | | |
| (i) Investments | 7 (B) | 16.50 | 16.64 |
| (ii) Loans | 8 | 31.47 | 62.83 |
| (iii) Other financial assets | 9 | 41.16 | 42.36 |
| (j) Deferred tax assets | 44 | 10.50 | 36.70 |
| (k) Other tax assets (net) | | 62.11 | 73.76 |
| (l) Other non-current assets | 10 | 63.08 | 37.27 |
| Total non current assets | | 3,322.51 | 3,419.40 |
| (II) Current Assets | | | |
| (a) Biological assets other than bearer plants | 6 | 64.84 | 72.91 |
| (b) Inventories | 11 | 1,258.72 | 1,383.01 |
| (c) Financial Assets | | | |
| (i) Investments | 12 | - | 8.01 |
| (ii) Trade Receivables | 13 | 572.08 | 518.91 |
| (iii) Cash and cash equivalents | 14 | 36.73 | 49.76 |
| (iv) Bank balances other than (iii) above | 15 | 2.60 | 3.11 |
| (v) Loans | 16 | 24.10 | 18.93 |
| (vi) Other financial assets | 17 | 36.34 | 49.90 |
| (d) Other current assets | 18 | 191.16 | 179.33 |
| Total current assets | | 2,186.57 | 2,283.87 |
| Assets held-for-sale | 2 | 6.91 | - |
| TOTAL ASSETS | | 5,515.99 | 5,703.27 |
| EQUITY AND LIABILITIES | | | |
| (I) Equity | | | |
| (a) Equity share capital | 19 | 192.27 | 192.21 |
| (b) Other equity | 20 | 2,188.63 | 2,324.44 |
| Equity attributable to owners of the Company | | 2,380.90 | 2,516.65 |
| Non-controlling interests | 55 | 221.61 | 404.47 |
| Total equity | | 2,602.51 | 2,921.12 |
| (II) Liabilities | | | |
| (1) Non current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 21 | 455.59 | 292.69 |
| (ii) Lease Liabilities | 4 | 86.17 | 83.64 |
| (iii) Other financial liabilities | 22 | 3.56 | 24.20 |
| (b) Provisions | 23 | 8.77 | 7.01 |
| (c) Deferred tax liabilities (net) | 44 | 143.31 | 167.85 |
| (d) Other non-current liabilities | 24 | 13.65 | 13.79 |
| Total non current liabilities | | 711.05 | 589.18 |
| (2) Current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 25 | 825.48 | 1,015.81 |
| (ii) Lease Liabilities | 4 | 28.74 | 23.74 |
| (iii) Trade Payables | 26 | | |
| Total outstanding dues of micro enterprises and small enterprises | | 43.17 | 40.68 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | | 842.29 | 587.09 |
| (iv) Other financial liabilities | 27 | 234.43 | 240.53 |
| (b) Other current liabilities | 28 | 164.42 | 176.07 |
| (c) Provisions | 29 | 33.29 | 68.98 |
| (d) Current tax liabilities (net) | | 30.61 | 40.07 |
| Total current liabilities | | 2,202.43 | 2,192.97 |
| Total liabilities | | 2,913.48 | 2,782.15 |
| TOTAL EQUITY AND LIABILITIES | | 5,515.99 | 5,703.27 |

The Notes 1 to 58 form an integral part of the Consolidated Financial Statements

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Registration Number 101248W/W-100022

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

(CIN:L15410MH1991PLC135359)

N. B. GODREJ

Chairman

DIN: 00066195

B.S.YADAV

Managing Director

DIN: 00294803

MAULIK JHAVERI

Partner

Membership Number: 116008

Mumbai, April 30, 2025

S. VARADARAJ

Chief Financial Officer

ICAI Memb. No. 047959

Mumbai, April 30, 2025

VIVEK RAIZADA

Company Secretary

ICSI Memb. No. ACS11787

Mumbai, April 30, 2025

Consolidated Statement of Profit and Loss

for the year ended March 31, 2025

(₹ in crore)

| Particulars | Note No. | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--|----------|--------------------------------------|--------------------------------------|
| I. Revenue from Operations | 30 | | |
| Sale of products | | 9,356.15 | 9,526.45 |
| Other operating revenue | | 26.62 | 34.10 |
| Total Revenue From Operations | | 9,382.77 | 9,560.55 |
| II. Other income | 31 | 43.49 | 41.32 |
| III. Total Income | | 9,426.26 | 9,601.87 |
| IV. Expenses | | | |
| Cost of materials consumed | 32 | 6,737.60 | 7,097.94 |
| Purchases of Stock-in-Trade | 33 | 191.20 | 180.84 |
| Changes in inventories of finished goods, Stock under cultivation, Work in progress and Stock-in-Trade | 34 | 17.43 | (35.05) |
| Employee benefits expense | 35 | 534.68 | 539.12 |
| Finance costs | 36 | 133.35 | 107.87 |
| Depreciation and amortization expenses | 37 | 226.10 | 214.29 |
| Other Expenses | 38 | 1,085.67 | 1,076.25 |
| Total Expenses | | 8,926.03 | 9,181.26 |
| V. Profit before Tax and Share of Profit of Associates and Joint Ventures | | 500.23 | 420.61 |
| Share of profit of associates and joint ventures, net of tax | | 53.57 | 52.04 |
| VI. Profit Before Tax | | 553.80 | 472.65 |
| VII. Tax expense: | | | |
| 1. Current Tax | 43 | 149.00 | 118.99 |
| 2. Deferred Tax | | 1.43 | (5.79) |
| | | 150.43 | 113.20 |
| VIII. Profit for the year | | 403.37 | 359.45 |
| IX. Other comprehensive income | | | |
| (A) Items that will not be reclassified to profit or loss | | | |
| Remeasurements of defined benefit liability | | (2.56) | (1.46) |
| Fair value changes on equity investments through OCI | | 3.77 | (0.34) |
| Share of OCI in associates and joint ventures (net of tax) | | 0.04 | 0.78 |
| Income tax related to items that will not be reclassified to profit or loss | | (0.23) | 0.47 |
| | | 1.02 | (0.55) |
| (B) Items that will be reclassified to profit or loss | | | |
| Exchange difference on translation of financial statements of foreign operations | | (5.34) | (1.08) |
| Income tax related to items that will be reclassified to profit or loss | | - | - |
| | | (5.34) | (1.08) |
| Other comprehensive income for the year | | (4.32) | (1.63) |
| X. Total comprehensive income for the year (VIII+IX) | | 399.05 | 357.82 |
| Profit attributable to: | | | |
| Owners of the Company | | 429.72 | 359.67 |
| Non-controlling interest | | (26.35) | (0.22) |
| | | 403.37 | 359.45 |
| XI. Other comprehensive income is attributable to : | | | |
| Owners of the Company | | (4.22) | (1.22) |
| Non Controlling interests | | (0.10) | (0.41) |
| | | (4.32) | (1.63) |
| XII. Total comprehensive income is attributable to : | | | |
| Owners of the Company | | 425.50 | 358.45 |
| Non Controlling interests | | (26.45) | (0.63) |
| | | 399.05 | 357.82 |
| XIII. Earnings per equity share | 39 | | |
| (Nominal value of ₹ 10 each, fully paid-up) | | | |
| Basic (₹) | | 22.35 | 18.71 |
| Diluted (₹) | | 22.34 | 18.71 |

The Notes 1 to 58 form an integral part of the Consolidated Financial Statements

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Registration Number 101248W/W-100022

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

(CIN:L15410MH1991PLC135359)

N. B. GODREJ

Chairman

DIN: 00066195

B.S.YADAV

Managing Director

DIN: 00294803

MAULIK JHAVERI

Partner

Membership Number: 116008

Mumbai, April 30, 2025

S. VARADARAJ

Chief Financial Officer

ICAI Memb. No. 047959

Mumbai, April 30, 2025

VIVEK RAIZADA

Company Secretary

ICSI Memb. No. ACS11787

Mumbai, April 30, 2025

Consolidated Statement of Cash Flows

for the year ended March 31, 2025

| Particulars | (₹ in crore) | |
|--|--------------------------------------|--|
| | For the year ended March 31, 2025 | For the period ended March 31, 2024 |
| A. Cash Flow from Operating Activities : | | |
| Profit Before Tax | 553.80 | 472.65 |
| Adjustment for: | | |
| Depreciation and amortisation expenses | 226.10 | 214.29 |
| Loss on sale of Property, plant and equipment | 4.52 | 3.00 |
| (Profit)/Loss on sale of Investments | (0.20) | (0.07) |
| Unrealised foreign exchange (gain)/loss (net) | 3.71 | (0.47) |
| Dividend income | (0.60) | (0.21) |
| Grant amortisation | (1.67) | (1.48) |
| Interest income | (13.17) | (10.29) |
| Employee share based compensation cost | 2.19 | 3.22 |
| Share of equity-accounted investees, net of tax | (53.57) | (52.04) |
| Net (gain)/loss on lease modification | (0.11) | - |
| Finance Cost | 133.35 | 107.87 |
| Allowances for Doubtful Debts and Advances | (4.86) | 0.71 |
| Liabilities no longer required written back | (4.27) | (2.45) |
| Change in fair value of biological assets | 1.41 | (7.06) |
| Bad Debts/ Advances Written off | 12.38 | 27.21 |
| | 305.21 | 282.23 |
| Operating Profit Before Working Capital Changes | 859.01 | 754.88 |
| Adjustments for: | | |
| (Increase) / Decrease in Inventories | 124.29 | (38.89) |
| (Increase) / Decrease in Biological assets other than bearer plants | (4.79) | (2.61) |
| (Increase) / Decrease in Trade Receivables | (63.21) | 26.55 |
| (Increase) / Decrease in Current / Non-current Financial assets- Loans | 0.13 | 0.22 |
| (Increase) / Decrease in Non-current Financial assets /Current Financial assets- Others | 14.75 | 8.91 |
| (Increase) / Decrease in Other Current / Non-current assets & provision for sales return | (46.99) | (5.82) |
| Increase / (Decrease) in Trade Payables and acceptances | 263.14 | (73.26) |
| Increase / (Decrease) in Current / Non-current Provisions | (0.47) | (1.24) |
| Increase / (Decrease) in Current / Non-current Financial liabilities- Others | (19.86) | 52.78 |
| Increase / (Decrease) in Other current / Non-current liabilities | (10.12) | 80.15 |
| | 256.87 | 46.79 |
| Cash Generated from Operations | 1,115.88 | 801.67 |
| Income Taxes paid (net of refunds received) | (146.54) | (123.67) |
| Net Cash generated from Operating Activities | 969.34 | 678.00 |
| B. Cash Flow from Investing Activities : | | |
| Acquisition of Property, plant and equipment | (224.67) | (384.38) |
| Proceeds from sale of Property, plant and equipment | 13.04 | 7.52 |
| Loans given | (33.30) | (12.00) |
| Loans returned | 59.36 | 2.98 |
| Purchase of Investments | - | (8.01) |
| Proceeds from sale of investments | 23.21 | 8.43 |
| Deposits Redeemed/(placed) | 0.51 | (0.32) |
| Interest Received | 12.95 | 10.19 |
| Dividend Received | 67.37 | 48.25 |
| Net Cash (used in) Investing Activities | (81.53) | (327.34) |

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the period ended March 31, 2024 |
|--|--------------------------------------|--|
| C. Cash Flow from Financing Activities : | | |
| Proceeds from exercise of ESOP shares | 0.06 | 0.05 |
| Repayment of Short Term Borrowings | (8,284.43) | (6,316.13) |
| Proceeds from Short Term Borrowings | 8,098.00 | 6,108.62 |
| Repayment of Long Term Borrowings | (43.37) | (91.52) |
| Proceeds from Long Term Borrowings | 202.38 | 286.06 |
| Finance costs paid | (121.87) | (101.35) |
| Repayment of lease liability (Principal & Interest) | (31.69) | (29.76) |
| Dividend Paid | (192.27) | (183.59) |
| Acquisition of non-controlling interest | (527.65) | - |
| Net Cash (used in) Financing Activities | (900.84) | (327.62) |
| Net increase / (decrease) in Cash and Cash equivalents | (13.03) | 23.04 |
| Cash and Cash equivalents (Opening balance) | 49.76 | 26.72 |
| Cash and Cash equivalents (Closing balance) (refer note 14) | 36.73 | 49.76 |

- The Company has elected to present cash flows from operating activities using the indirect method.
- Figures in bracket indicate cash outflow.
- Movement in borrowings

(₹ in crore)

| Particulars | April 1, 2024 | Cash Flow | Non-cash changes | March 31, 2025 |
|---|-----------------|----------------|------------------|-----------------|
| Long term borrowings (including current maturities) | 340.49 | 159.01 | - | 499.50 |
| Short term borrowings | 968.01 | (186.44) | - | 781.57 |
| Total borrowings | 1,308.50 | (27.43) | - | 1,281.07 |

(₹ in crore)

| Particulars | April 1, 2023 | Cash Flows | Non-cash changes | March 31, 2024 |
|---|-----------------|----------------|------------------|-----------------|
| Long term borrowings (including current maturities) | 145.95 | 194.54 | - | 340.49 |
| Short term borrowings | 1,175.52 | (207.51) | - | 968.01 |
| Total borrowings | 1,321.47 | (12.97) | - | 1,308.50 |

The notes 1 to 58 form an integral part of the consolidated financial statements.

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Registration Number 101248W/W-100022

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

(CIN:L15410MH1991PLC135359)

N. B. GODREJ

Chairman

DIN: 00066195

B.S.YADAV

Managing Director

DIN: 00294803

MAULIK JHAVERI

Partner

Membership Number: 116008

Mumbai, April 30, 2025

S. VARADARAJ

Chief Financial Officer

ICAI Memb. No. 047959

Mumbai, April 30, 2025

VIVEK RAIZADA

Company Secretary

ICSI Memb. No. ACS11787

Mumbai, April 30, 2025

Consolidated Statement of changes in equity for the year ended March 31, 2025

(a) Equity share capital

| Particulars | As at | | As at | |
|---|----------------|--------|----------------|--------|
| | March 31, 2025 | 192.21 | March 31, 2024 | 192.16 |
| Balance at the beginning of the reporting year | | 0.06 | | 0.05 |
| Changes in equity share capital during the year (refer note 19) | | 192.27 | | 192.21 |
| Balance at the end of the reporting year | | | | |

(b) Other equity

| Particulars | Retained Earnings | Capital Reserve | General Reserve | Debt redemption reserve | Employee share option outstanding | Securities Premium | Non Controlling Interest Reserve | Effective portion of Cash Flow Hedges | Exchange differences on translating the financial statements of a foreign operation | Total attributable to the owners of the Company | Non - Controlling Interest | As at | |
|---|-------------------|-----------------|-----------------|-------------------------|-----------------------------------|--------------------|----------------------------------|---------------------------------------|---|---|----------------------------|----------------|--------|
| | | | | | | | | | | | | March 31, 2025 | 192.21 |
| Balance at April 1, 2024 | 2,045.24 | 1.73 | 18.14 | 9.90 | 6.61 | 436.29 | (185.65) | 0.02 | (7.84) | 2,324.44 | 404.47 | 2,728.91 | |
| Total comprehensive income for the year | 429.72 | - | - | - | - | - | - | - | - | 429.72 | (26.35) | 403.37 | |
| Profit for the year | 1.12 | - | - | - | - | - | - | - | (5.34) | (4.22) | (0.10) | (4.32) | |
| Other comprehensive income for the year | 430.84 | - | - | - | - | - | - | - | (5.34) | 425.50 | (26.45) | 399.05 | |
| Total comprehensive income for the year | | | | | | | | | | | | | |
| Distributions | (192.26) | - | - | - | - | - | - | - | - | (192.26) | - | (192.26) | |
| Dividends | | | | | | | | | | | | | |
| Others | | | | | | | | | | | | | |
| Employee compensation expenses recognised during the year | - | - | - | - | 2.19 | - | - | - | - | 2.19 | - | 2.19 | |
| Transfer to Debt Redemption Reserve | - | - | - | - | (2.60) | 2.60 | - | - | - | - | - | - | |
| Exercise of Employee stock grants | - | - | - | - | - | - | (371.24) | - | - | (371.24) | 0.00 | 0.00 | |
| Acquisition of non-controlling interests (refer note 57) | - | - | - | - | - | - | - | - | - | - | (156.41) | (527.65) | |
| Balance at March 31, 2025 | 2,283.82 | 1.73 | 18.14 | 9.90 | 6.20 | 438.89 | (556.89) | 0.02 | (13.18) | 2,188.63 | 221.61 | 2,410.24 | |
| Total comprehensive income for the year | 1,878.21 | 1.73 | 18.14 | - | 5.79 | 433.89 | (185.65) | 0.02 | (6.76) | 2,145.37 | 406.07 | 2,551.44 | |
| Profit for the year | 359.67 | - | - | - | - | - | - | - | - | 359.67 | (0.22) | 359.45 | |
| Other comprehensive income for the year | (0.14) | - | - | - | - | - | - | - | (1.08) | (1.22) | (0.41) | (1.63) | |
| Total comprehensive income for the year | 359.53 | - | - | - | - | - | - | - | (1.08) | 358.45 | (0.63) | 357.82 | |
| Distributions | (182.60) | - | - | - | - | - | - | - | - | (182.60) | (1.06) | (183.66) | |
| Dividends | | | | | | | | | | | | | |
| Others | | | | | | | | | | | | | |
| Employee compensation expenses recognised during the year | - | - | - | - | 3.22 | - | - | - | - | 3.22 | - | 3.22 | |
| Transfer to Debt Redemption Reserve | (9.90) | - | - | 9.90 | - | - | - | - | - | - | - | - | |
| Exercise of Employee stock grants | - | - | - | - | (2.40) | 2.40 | - | - | - | - | 0.09 | 0.09 | |
| Balance at March 31, 2024 | 2,045.24 | 1.73 | 18.14 | 9.90 | 6.61 | 436.29 | (185.65) | 0.02 | (7.84) | 2,324.44 | 404.47 | 2,728.91 | |

The Notes 1 to 58 form an integral part of the Consolidated Financial Statements

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Registration Number 101248W/W-100022

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

(CIN:L15410MH1991PLC135359)

N. B. GODREJ
Chairman
DIN: 00066195

B.S.YADAV
Managing Director
DIN: 00294803

MAULIK JHAVERI
Partner

Membership Number: 116008

Mumbai, April 30, 2025

S. VARADARAJ
Chief Financial Officer
ICAI Memb. No. 047959
Mumbai, April 30, 2025

VIVEK RAIZADA
Company Secretary
ICSI Memb. No. ACS11787
Mumbai, April 30, 2025

Notes forming part of the Consolidated Financial Statement

Note 1. Material Accounting Policies

1. General information

Godrej Agrovet Ltd. (“the Company” or “Parent” or “Holding company”) is a public limited Company, which is domiciled and incorporated in the Republic of India with its registered office situated at 3rd Floor, Godrej One, Pirojshanagar, Vikhroli (East), Mumbai – 400 079. The Company and its subsidiaries (the “Group”), its joint ventures and its associates is a diversified agribusiness Group and its principal activities include manufacturing and marketing of high quality animal feed, innovative crop protection & agricultural inputs, palm oil & allied products, poultry and processed food & milk and milk products. The Company is a public company limited by shares and is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

2. Basis of preparation and presentation

(i) Basis of preparation:

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (“Ind AS”) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (‘Act’) read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The consolidated financial statements of the Group for the year ended March 31, 2025 were authorized for issue in accordance with a resolution of the Board of Directors on April 30, 2025.

Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Group’s normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time taken between acquisition of assets for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of classification of assets and liabilities into current and non-current.

(ii) Basis of measurement

The consolidated financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) that are measured at fair value (refer accounting policy regarding financial instruments)
- asset held for sale and biological Assets – measured at fair value less cost to sell;
- defined benefit plans – plan assets measured at fair value less present value of defined benefit obligation; and
- share-based payments

(iii) Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees, which is the Group’s functional currency. All amounts have been rounded off to the nearest crore, unless otherwise indicated. The amount reflected as “0.00” in Financials are value with less than one lakh.

3. Basis of consolidation

The Consolidated Financial Statements (CFS) comprises the Financial Statements of Godrej Agrovet Limited (“the Company”) and its Subsidiaries (herein after referred together as “the Group”), Joint Ventures and Associates. The CFS of the Group have been prepared in accordance with the Indian Accounting Standards on “Consolidated Financial Statements” (Ind AS 110), “Joint Arrangements” (Ind AS 111), “Disclosure of Interest in Other Entities” (Ind AS 112), “Investment in Associates and Joint Ventures” (Ind AS 28) notified under Section 133 of the Companies Act, 2013

(i) Subsidiaries :

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. When the Company loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognized in the Statement of Profit or Loss.

The financial statement of the Company, its Subsidiaries, Joint Ventures and Associates used in consolidation procedure are drawn upto the same reporting date i.e. March 31, 2025. The acquisition method of accounting is used to account for business combinations by the Group. The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Inter Group transactions, balances and unrealized gains on transactions between Group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed wherever necessary to ensure consistency with the policies adopted by the Group.

Non -controlling interests (NCI) in the results and equity of subsidiaries are shown separately in consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively and are measured at proportionate share of the acquiree's net fair value of identifiable assets at the date of acquisition. Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

(ii) Equity method :

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses of the investee in the Consolidated Statement of Profit and Loss, and the Group's share of other comprehensive income of the investee in other comprehensive income.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, then unless it has incurred obligations or made payments on behalf of the other entity, Group does not recognize further losses, Unrealized gains on transactions between the Group and its equity accounted investees are eliminated to the extent of the Group's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

4. Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the

- Fair value of the assets transferred;
- Liabilities incurred to the former owners of the acquired business;
- Equity interests issued by the Group
- Fair value of any asset or liability resulting from contingent consideration arrangement

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognizes any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at their fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition related costs are expenses as incurred.

The excess of the

- Consideration transferred;
- Amount of any non-controlling interest in the acquired entity; and
- Acquisition date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets acquired, the difference is recognized in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognized directly in equity as capital reserve.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest is remeasured to fair value at the acquisition date. Any gains arising from such remeasurement are recognized in the Consolidated Statement of Profit and Loss or Other Comprehensive Income, as appropriate.

5. Key estimates and assumptions

While preparing consolidated financial statements in conformity with Ind AS, the management has made certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the statement of financial position date and the reported amount of income and expenses for the reporting period. Future events rarely develop exactly as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgment, estimates and assumptions are required in particular for:

- **Determination of the estimated useful lives**

Useful lives of property, plant and equipment are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II and in case of intangible assets, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support- (Refer point 8F below).

- **Recognition and measurement of defined benefit obligations**

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period- (Refer note 40).

- **Recognition and measurement of Long term employee incentives**

Accrual for long term employee incentive scheme liability requires estimates and judgements in respect of achievement of parameters of business performance. These estimates are based on past performance, approved budgets and plans and other relevant information considered on a best estimate basis as at the reporting date- (Refer note 40).

- **Recognition of deferred tax assets**

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized- (Refer note 44).

- **Recognition and measurement of provisions**

- a. Provision for sales returns

The Group makes a provision for estimated sales returns, based on its historical experience and is dependent on other relevant factors- (Refer note 18 & 29).

- b. Provision for doubtful trade receivables

The Group has large number of individual small customers. Management assesses the level of allowance for doubtful debts after taking into account ageing analysis and any other factor specific to individual counterparty and a collective estimate based on historical experience adjusted for certain current factors- (Refer note 13)

- c. The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions- (Refer note 23 & 29)

- **Discounting of long-term financial assets / liabilities**

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial liabilities/assets which are required to subsequently be measured at amortized cost, interest is accrued using the effective interest method- (Refer note 42.1).

- **Fair valuation of employee share options**

The fair valuation of the employee share options is based on the Black-Scholes model used for valuation of options. Key assumptions made with respect to expected volatility includes share price, expected dividends and discount rate, under this option pricing model- (Refer note 41).

- **Determining whether an arrangement contains a lease**

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgment in assessing the lease term (including anticipated renewals) and the applicable discount rate- (Refer note 4) .

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

- **Rebates**

Rebates are generally provided to distributors or customers as an incentive to sell the Group's products. Rebates are based on purchases made during the period by distributor / customer. The Group determines the estimates of rebate accruals primarily based on the contracts entered into with their distributors / customers and the information received for sales made by them.

- **Recognition and measurement of provision for inventories**

The Group makes specific provisions for slow moving / non-moving items. Due to the significant number of stock keeping units (SKU's) in the various categories of inventories, significant judgement is required by the Company in determining the inventory provisioning.

- **Impairment of goodwill and intangible assets with indefinite useful life**

The Group estimates the value-in-use of the cash generating units (CGUs) based on the future cash flows after considering current economic conditions and trends, estimated future operating results and growth rate and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The discount rates used for the CGUs represent the weighted average cost of capital based on the historical market returns of comparable companies.

- **Fair value of financial instruments**

Derivatives are carried at fair value. Derivatives includes foreign currency forward contracts and commodity. Fair value of foreign currency forward contracts are determined using the fair value reports provided by respective bankers- (Refer note 42.4).

- **Biological Assets**

Management uses inputs relating to production and market prices in determining the fair value of biological assets- (Refer note 6).

6. Measurement of fair values

The Group's accounting policies and disclosures require the measurement of fair values for, both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Group uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

7. Recent pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issue from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

8. Material accounting policies

A. Revenue and Other income

i. Sale of goods

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract. Discounts given by the Group includes trade discounts, volume rebates and other incentive given to the customers. Accumulated experience is used to estimate the provision for discounts. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

Revenue from the sale of goods are recognized when control of the goods has transferred to our customer and when there are no longer any unfulfilled obligations to the customer. Depending on the contractual terms with the customers, this can be either at the time of dispatch or delivery of goods. This is considered the appropriate point where the performance obligations in our contracts are satisfied as the Group no longer have control over the inventory.

Our customers have the contractual right to return goods only when authorized by the Group. As at 31 March 2025, an estimate has been made of goods that will be returned and a liability has been recognized for this amount. An asset has also been recorded for the corresponding inventory that is estimated to return to the Group using a best estimate based on historical experience.

ii. Dividend income

Dividend income is recognized only when the right to receive the same is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of dividend can be measured reliably.

iii. Interest income

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR), which is the rate that discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial assets. Interest income is included in other income in the Consolidated Statement of Profit and Loss.

iv. Subsequent remeasurement of the contingent consideration which represents a financial liability or asset, is recognized through profit and loss account.

B. Foreign currency

i. Transactions and balances

Transactions in foreign currencies are translated into the respective functional currencies of the Group at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Group's monetary items at the closing rate are recognized as income and expenses in the period in which they arise.

Exchange differences are generally recognized in the Statement of Profit and Loss, except exchange differences arising from the translation of the following item which are recognized in OCI.

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit and loss are translated at average rate during the year. The exchange differences arising on translation for consolidation are recognized in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognized in statement of profit and loss.

C. Employee benefits

i. Short term employee benefits

All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Short-term benefits such as salaries, wages, short-term compensation absences, etc., are determined on an undiscounted basis and recognized in the period in which the employee renders the related service.

ii. Defined contribution plans

Obligations for contributions to defined contribution plans such as Provident Fund and Family pension maintained with Regional Provident Fund Office are expensed as the related service is provided.

iii. Defined benefit plans

The following post – employment benefit plans are covered under the defined benefit plans:

- Provident Fund Contributions other than those made to the Regional Provident Fund Office of the Government which are made to the Trust administered by the Group.

The Group's contribution to the Provident Fund Trust as established by the Group, is also considered as a Defined Benefit Plan because, as per the rules of Group's Provident Fund Scheme, 1952, if the return on investment is less than the guaranteed rate of return for any reason, then the deficiency shall be made good by the Group. The Group's net obligations in respect of such plans is calculated by estimating the amount of future benefit that the employees have earned in return for their services and the current and prior periods that benefit is discounted to determine its present value and the fair value of the plan asset is deducted.

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

- Gratuity Fund

The Group provides for gratuity, a defined benefit retirement plan covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Group. The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income (OCI). They are included in retained earnings in the statement of changes in equity and in the balance sheet.

iv. Other long-term employee benefits

Liability toward long-term Compensated Absences are provided for on the basis of an actuarial valuation, using the Projected Unit Credit Method, as at the date of the Balance Sheet. Actuarial gains / losses comprising of experience adjustments and the effects of changes in actuarial assumptions are immediately recognized in the Consolidated Statement of Profit and Loss.

Other long term employee benefits include payable in respect of long term incentive scheme recorded by estimating the possible cash outflows based on assessment of parameters of the scheme and discounted at present value.

v. Terminal Benefits:

All terminal benefits are recognized as an expense in the period in which they are incurred.

D. Income Tax

Income tax expense comprises current and deferred tax. It is recognized in the Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognized directly in equity or in the OCI.

i. Current tax

Current tax is the amount of tax payable (recoverable) in respect of the taxable profit / (tax loss) for the year determined in accordance with the provisions of the Income-Tax Act, 1961. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Group:

- a) has a legally enforceable right to set off the recognized amounts; and
- b) intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

ii. Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries and associates to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves. Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Taxes relating to items recognized directly in equity or OCI is recognized in equity or OCI and not in the consolidated statement of profit and loss.

The Group has recognized a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right of use assets.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

- a) The entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) The deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

E. Inventories

Inventories are carried in the consolidated balance sheet as follows:

- (a) Raw materials, Packing materials, Stock in Trade and Stores & Spares: At lower of cost, on weighted average basis and net realizable value.
- (b) Work-in-progress / project in progress -: At lower of cost of materials, plus appropriate production overheads and net realizable value.
- (c) Finished Goods-: At lower of cost of materials, plus appropriate production overheads and net realizable value.

The cost of inventories have been computed to include all cost of purchases, cost of conversion and other related costs incurred in bringing the inventories to the present location and condition. Slow and non-moving material, obsolescence, defective inventories are duly provided for and valued at lower of cost and net realizable value. Goods and materials in transit are valued at actual cost incurred upto the date of balance sheet. Materials and supplies held for use in the production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost.

- (d) Land development project in progress includes cost of land, development management fees, construction cost, allocated interest and expenses attributable to the construction of the project undertaken by the Group.

F. Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises:

- a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.

- b) any direct cost attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
- c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognized in the Consolidated Statement of Profit and Loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

An item of property, plant and equipment is derecognized upon disposal or when there is no future economic benefits expected from its use or disposal.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in the Consolidated Statement of Profit and Loss.

On transition to Ind AS, the Group had elected to continue with the carrying value of all if its property, plant and equipment as recognized as at April 01, 2015 ("transition date") measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

ii. Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and cost can be measured reliably

iii. Depreciation/ Amortizations

Depreciation on tangible fixed assets is provided in accordance with the provisions of Schedule II of the Companies Act 2013, on Straight Line Method. Depreciation on additions / deductions is calculated on pro rata basis from/up to the month of additions/deductions. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. In case of the following category of property, plant and equipment, the depreciation has been provided based on the technical specifications, external & internal assessment, requirement of refurbishments and past experience of the remaining useful life which is different from the useful life as specified in Schedule II to the Act:

- (a) Plant and Machinery : - 20 Years (Useful life as per schedule II – 8 to 20 years)
- (b) Computer Hardware, Crates, cans and milko testers:
Depreciated over the estimated useful life of 4 years.
- (c) Leasehold Land:
Amortized over the lease term.
- (d) Leasehold improvements and equipment:
Amortized over the Primary lease period.

Assets costing less than ₹ 5,000 are fully depreciated in the year of purchase/acquisition.

Property, plant and equipment with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e higher of the fair value less cost to sell and value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss.

G. Non-current assets held for sale

Non-current assets are classified as held for sale, if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. For this to be the case, the asset must be available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets and its sale must be highly probable, and sale is expected to be completed within one year from the date of classification. Non-current assets held for sale are presented separately in the current section of the balance sheet.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell, unless these items presented in the disposal group are deferred tax assets, assets arising from employee benefits and financial assets that are specifically exempt from the requirements. Non-current assets are not depreciated or amortised while they are classified as held for sale.

H. Borrowing costs

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of that asset till the date it is ready for its intended use or sale. Other borrowing costs are recognized as an expense in the period in which they are incurred.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

I. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

J. Intangible assets**Recognition and measurement**

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Group and the cost of the asset can be measured reliably.

Intangible assets viz. Technical Know-how fees, Grant of Licenses and Computer software, which are acquired by the Group and have finite useful lives are measured at cost less accumulated amortization and any accumulated impairment losses, if any except goodwill. Goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired and measured at cost less accumulated impairment losses, if any.

On transition to Ind AS, the Group elected to continue with the carrying value of all of its intangible assets recognised as at 1st April, 2015 ("transition date") measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Amortization

Amortization is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognized in the Statement of Profit and Loss.

The intangible assets are amortised over the estimated useful lives as given below:

| | |
|--|--|
| - Computer Software | : 6 years |
| - Technical Know-how of a capital nature & Product Registration expenses | : 6 years |
| - Brands | : 20 years |
| - Non compete Right | : Over the period of the agreement i.e. 10 years |

Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Research and Development Expenditure**Research Expenditure:**

Revenue expenditure on research & development is charged to the Consolidated Statement of Profit and Loss of the year in which it is incurred.

Capital expenditure incurred during the period on research & development is accounted for as an addition to intangible assets.

K. Share-based payments:

- a. Employees of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).
- b. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.
- c. That cost is recognized, together with a corresponding increase in share-based payment reserves in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest.
- d. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

L. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts and commodity futures contracts.

Financial instruments also covers contracts to buy or sell a non-financial item that can be settled net in cash or another financial instrument, or by exchanging financial instruments, as if the contracts were financial instruments, with the exception of contracts that were entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the entity's expected purchase, sale or usage requirements.

Derivatives are currently recognized at fair value on the date on which the derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

Any gain or losses arising from changes in the fair value of derivatives are recognized in the statement of profit and loss.

i. Financial assets

Classification

The Group classifies its financial assets in the following measurement categories:

- Where assets are measured at fair value, gains and losses are either recognized entirely in the Consolidated Statement of Profit and Loss (i.e. fair value through profit or loss), or recognized in Other Comprehensive Income (i.e. fair value through other comprehensive income).
- A financial asset that meets the following two conditions is measured at amortized cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

Business model test: The objective of the Group's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes).

Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Initial recognition & measurement

At initial recognition, the Group measures a financial asset at fair value plus, in the case of a financial asset not recorded at fair value through the Consolidated Statement of Profit and Loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Equity investments (other than investments in associates and joint venture)

- All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group decides to classify the same either as at FVOCI or FVTPL. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.
- If the Group decides to classify an equity instrument as FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.
- Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Consolidated Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognized (i.e. removed from the Group's Consolidated Statement of Assets and Liabilities) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, deposits, and bank balance.
- b) Trade receivables - The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits, security like letters of credit, security deposit collected etc. and expectations about future cash flows.

ii. Financial liabilities

Classification

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

The Group classifies all financial liabilities as subsequently measured at amortized cost, except for financial liabilities at fair value through the Consolidated Statement of Profit and Loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Initial recognition and measurement

Financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable and incremental transaction cost.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the consolidated statement of profit and loss.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognized less cumulative amortization.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the consolidated statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Consolidated Statement of Assets and Liabilities if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Derivative financial instruments

The Group uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

M. Provisions, contingent liabilities and contingent assets

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The expenses relating to a provision is presented in the Consolidated Statement of Profit and Loss net of any reimbursement. If the projected obligation declines as a result of a change in the estimate, the provision is reversed by the corresponding amount and the resulting income recognized in the expenses in which the original charge was recognized.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognized as finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no provision disclosure is made.

A contingent asset is not recognized but disclosed in the consolidated financial statements where an inflow of economic benefit is probable.

Commitments includes the amount of purchase order (net of advance) issued to parties for completion of assets.

Provisions, contingent assets, contingent liabilities and commitments are reviewed at each balance sheet date.

N. Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group recognizes right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases with reasonably similar characteristics, the Group, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group recognizes the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognizes any remaining amount of the re-measurement in statement of profit and loss.

The Group has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

O. Impairment of non-financial assets

Goodwill and intangible assets that have infinite useful life are not subjected to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired and measured at cost less accumulated impairment losses, if any.

The carrying values of other assets/cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognized for such excess amount in the statement of Profit and Loss.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor that reflects current market assessments of the time value of money and the risk specific to the asset.

When there is indication that an impairment loss recognized for an asset (other than a revalued asset) in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognized in the Consolidated Statement of Profit and Loss, to the extent the amount was previously charged to the Consolidated Statement of Profit and Loss. In case of revalued assets, such reversal is not recognized and impairment loss recognized in respect of goodwill is not subsequently reversed. The Group also determines the recoverable amount using market capitalization method, where applicable.

P. Cash and cash equivalents

Cash and cash equivalent in the Consolidated balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

Q. Government Grants

Grants are recognized when there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

When the grant relates to an asset, the cost of the asset is shown at gross value and grant thereon is treated as a deferred grant which is recognized as income in the consolidated statement of profit and loss over the period and in proportion in which depreciation is charged.

Revenue grants are recognized in the consolidated statement of profit and loss in the same period as the related cost which they are intended to compensate are accounted for.

R. Earnings Per Share ("EPS")

The basic Earnings Per Share ("EPS") is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit/(loss) after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

S. Biological assets

Biological assets are measured at fair value less costs to sell, with any change therein recognized in the consolidated statement of profit or loss.

Note 2 : Property, plant and equipment

| Particulars | Freehold Land (refer note 2.1) | Buildings (refer note 2.1) | Plant and Machinery | Furniture and Fixtures | Vehicles | Office & Others Equipment | Leasehold Improvements | Livestock used for R&D | Total |
|---------------------------------------|--------------------------------|----------------------------|---------------------|------------------------|--------------|---------------------------|------------------------|------------------------|-----------------|
| As at March 31, 2025 | | | | | | | | | |
| Gross Block | | | | | | | | | |
| As at April 1, 2024 | 426.25 | 869.81 | 1,695.55 | 31.22 | 66.77 | 146.46 | 4.86 | 1.19 | 3,242.11 |
| Additions | 3.57 | 66.14 | 207.62 | 2.14 | 9.24 | 19.89 | 0.79 | 0.26 | 309.65 |
| Disposals | - | (6.09) | (28.40) | (0.28) | (7.76) | (4.79) | (0.23) | - | (47.55) |
| Assets held for sale (Refer note 2.2) | (6.09) | (1.15) | - | - | - | - | - | - | (7.24) |
| As at March 31, 2025 | 423.73 | 928.71 | 1,874.77 | 33.08 | 68.25 | 161.56 | 5.42 | 1.45 | 3,496.97 |
| Accumulated Depreciation | | | | | | | | | |
| As at April 1, 2024 | - | 173.15 | 749.94 | 14.17 | 29.37 | 63.73 | 3.18 | 0.33 | 1,033.87 |
| Charge for the year | - | 34.20 | 133.33 | 2.71 | 6.28 | 19.03 | 0.42 | 0.11 | 196.08 |
| Disposals | - | (1.16) | (23.42) | (0.23) | (1.99) | (4.43) | (0.15) | - | (31.38) |
| Assets held for sale (Refer note 2.2) | - | (0.33) | - | - | - | - | - | - | (0.33) |
| As at March 31, 2025 | - | 205.86 | 859.85 | 16.65 | 33.66 | 78.33 | 3.45 | 0.44 | 1,198.24 |
| Net Block as at March 31, 2025 | 423.73 | 722.85 | 1,014.92 | 16.43 | 34.59 | 83.23 | 1.97 | 1.01 | 2,298.73 |
| As at March 31, 2024 | | | | | | | | | |
| Gross Block | | | | | | | | | |
| As at April 1, 2023 | 372.89 | 771.13 | 1,513.11 | 22.46 | 55.98 | 119.17 | 4.68 | 1.04 | 2,860.46 |
| Additions | 53.36 | 98.79 | 192.63 | 9.01 | 15.93 | 29.31 | 0.18 | 0.18 | 399.39 |
| Disposals | - | (0.11) | (10.19) | (0.25) | (5.14) | (2.02) | (0.00) | (0.03) | (17.74) |
| As at March 31, 2024 | 426.25 | 869.81 | 1,695.55 | 31.22 | 66.77 | 146.46 | 4.86 | 1.19 | 3,242.11 |
| Accumulated Depreciation | | | | | | | | | |
| As at April 1, 2023 | - | 141.91 | 630.42 | 11.65 | 25.29 | 47.71 | 2.82 | 0.24 | 860.04 |
| Charge for the year | - | 31.27 | 127.48 | 2.69 | 5.78 | 17.77 | 0.36 | 0.10 | 185.45 |
| Disposals | - | (0.03) | (7.96) | (0.17) | (1.70) | (1.75) | (0.00) | (0.01) | (11.62) |
| As at March 31, 2024 | - | 173.15 | 749.94 | 14.17 | 29.37 | 63.73 | 3.18 | 0.33 | 1,033.87 |
| Net Block as at March 31, 2024 | 426.25 | 696.66 | 945.61 | 17.05 | 37.40 | 82.73 | 1.68 | 0.86 | 2,208.24 |

Note 2.1: Legal formalities relating to the transfer of title of immovable assets situated at Ariyalur & Varanavasi (as part of the merger of Cauvery Oil Palm Limited), are being complied with. Stamp duty payable thereon is not presently determinable.

Note 2.2: Process has been initiated to monetize the land and buildings at four locations in one of our subsidiary company. This is expected to be completed in financial year 2025-26. Accordingly, the same has been classified as "Assets held-for-sale" as at 31 March 2025.

Note 3 : Capital Work In Progress

(₹ in crore)

| Particulars | Amount |
|-----------------------------|---------------|
| As at March 31, 2025 | |
| Cost | |
| As at April 1, 2024 | 173.16 |
| Additions during the year | 141.04 |
| Capitalised during the year | (274.27) |
| As at March 31, 2025 | 39.93 |
| As at March 31, 2024 | |
| As at April 1, 2023 | 189.91 |
| Additions during the year | 276.69 |
| Capitalised during the year | (293.44) |
| As at March 31, 2024 | 173.16 |

Note: Capital Work-In-Progress includes borrowing cost capitalised during the year of ₹ 4.02 crore (Previous Year ₹ 8.59 crore).

Capital Work in progress (CWIP) ageing

As at March 31, 2025

(₹ in Crore)

| Particulars | Amount in CWIP for a period of | | | | Total |
|--------------------------------|--------------------------------|-------------|-----------|-------------------|--------------|
| | Less than 1 year | 1 - 2 years | 2-3 years | More than 3 years | |
| Projects in progress | 39.59 | 0.34 | - | - | 39.93 |
| Projects temporarily suspended | - | - | - | - | - |
| TOTAL | 39.59 | 0.34 | - | - | 39.93 |

As at March 31, 2024

(₹ in Crore)

| Particulars | Amount in CWIP for a period of | | | | Total |
|---------------------------------|--------------------------------|--------------|-------------|-------------------|---------------|
| | Less than 1 year | 1 - 2 years | 2-3 years | More than 3 years | |
| Projects in progress | 134.13 | 37.58 | 0.07 | - | 171.78 |
| Projects temporarily suspended* | - | - | - | 1.38 | 1.38 |
| TOTAL | 134.13 | 37.58 | 0.07 | 1.38 | 173.16 |

* Expected to be put to use by March 31, 2025.

Project execution plans are modulated basis capacity requirement assessment and all the projects are executed as per rolling annual plan.

Note 4 : Right of use Assets

(₹ in crore)

| Particulars | Buildings | Land | Vehicles | Total |
|--|---------------|---------------|--------------|----------------|
| Cost | | | | |
| As at April 1, 2024 | 138.22 | 101.18 | 22.25 | 261.65 |
| Additions | 8.76 | 2.37 | 20.74 | 31.87 |
| Disposals | (2.55) | - | (10.06) | (12.61) |
| As at March 31, 2025 | 144.43 | 103.55 | 32.93 | 280.91 |
| Accumulated depreciation and impairment | | | | |
| As at April 1, 2024 | 44.31 | 5.89 | 14.69 | 64.89 |
| Depreciation | 18.77 | 1.25 | 5.88 | 25.90 |
| Eliminated on disposals of assets | (0.84) | - | (10.06) | (10.90) |
| As at March 31, 2025 | 62.24 | 7.14 | 10.51 | 79.89 |
| Carrying amounts | | | | |
| As at March 31, 2025 | 82.19 | 96.41 | 22.42 | 201.02 |

| Particulars | Buildings | Land | Vehicles | Total |
|--|---------------|---------------|--------------|----------------|
| Cost | | | | |
| As at April 1, 2023 | 127.15 | 97.02 | 20.90 | 245.07 |
| Additions | 17.13 | 8.61 | 3.32 | 29.06 |
| Disposals | (6.06) | (4.45) | (1.97) | (12.48) |
| As at March 31, 2024 | 138.22 | 101.18 | 22.25 | 261.65 |
| Accumulated depreciation and impairment | | | | |
| As at April 1, 2023 | 30.49 | 4.90 | 11.71 | 47.10 |
| Depreciation | 18.61 | 1.04 | 4.95 | 24.60 |
| Eliminated on disposals of assets | (4.79) | (0.05) | (1.97) | (6.81) |
| As at March 31, 2024 | 44.31 | 5.89 | 14.69 | 64.89 |
| Carrying amounts | | | | |
| Balance at March 31, 2024 | 93.91 | 95.29 | 7.56 | 196.76 |

Movement in Lease Liabilities

(₹ in crore)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--|------------------------------|------------------------------|
| Opening lease liabilities | 107.38 | 111.53 |
| Add: Addition during the year | 30.21 | 20.45 |
| Add: Interest on lease liabilities | 11.48 | 6.52 |
| Less: Repayment of lease liabilities (Principal portion) | (20.21) | (23.24) |
| Less: Repayment of lease liabilities (Interest portion) | (11.48) | (6.52) |
| Less: Cancellation/pre-closure of lease | (2.47) | (1.36) |
| Closing lease liabilities | 114.91 | 107.38 |

Amounts recognised in the Statement of Profit and Loss

(₹ in crore)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|-------------------------------|------------------------------|------------------------------|
| Short-term lease expense | 27.46 | 18.01 |
| Interest on lease liabilities | 11.48 | 6.52 |
| Variable lease expense | 3.01 | 2.78 |
| Total lease expense | 41.95 | 27.31 |

Cash outflow on leases

(₹ in crore)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|-------------------------------------|------------------------------|------------------------------|
| Repayment of lease liabilities | 20.21 | 23.24 |
| Interest on lease liabilities | 11.48 | 6.52 |
| Short-term lease expense | 27.46 | 18.01 |
| Variable lease expenses | 3.01 | 2.78 |
| Total cash outflow on leases | 62.16 | 50.55 |

Maturity analysis of lease liability

(₹ in crore)

| Particulars | Total Lease Payable | Less than 1 year | 1 and 5 years | Over 5 years | Weighted average effective interest rate % |
|-----------------------|---------------------|------------------|---------------|--------------|--|
| March 31, 2025 | | | | | |
| Lease liabilities | 142.86 | 32.52 | 101.92 | 8.42 | 7% - 9% |
| March 31, 2024 | | | | | |
| Lease liabilities | 137.97 | 26.57 | 85.98 | 25.42 | 7.25% - 9% |

Lease Liabilities included in Balance sheet

(₹ in crore)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|-------------|------------------------------|------------------------------|
| Non current | 86.17 | 83.64 |
| Current | 28.74 | 23.74 |

Note 5: Intangible Assets

(₹ in crore)

| Particulars | Computer Software | Brand | Non -Compete Rights | Product Registration | Total |
|---------------------------------------|-------------------|--------------|---------------------|----------------------|---------------|
| As at March 31, 2025 | | | | | |
| Cost | | | | | |
| As at April 1, 2024 | 29.11 | 54.79 | 13.00 | 4.39 | 101.29 |
| Additions | 4.13 | - | - | - | 4.13 |
| Disposals | (1.22) | - | - | - | (1.22) |
| As at March 31, 2025 | 32.02 | 54.79 | 13.00 | 4.39 | 104.20 |
| Accumulated amortisation | | | | | |
| As at April 1, 2024 | 22.81 | 4.15 | 2.60 | 2.98 | 32.54 |
| Charge for the year | 2.45 | 0.83 | 1.30 | 0.34 | 4.92 |
| Disposals | (1.05) | - | - | - | (1.05) |
| As at March 31, 2025 | 24.21 | 4.98 | 3.90 | 3.32 | 36.41 |
| Net Block as at March 31, 2025 | 7.81 | 49.81 | 9.10 | 1.07 | 67.79 |

(₹ in crore)

| Particulars | Computer Software | Brand | Non -Compete Rights | Product Registration | Total |
|---------------------------------------|-------------------|--------------|---------------------|----------------------|---------------|
| As at March 31, 2024 | | | | | |
| Cost | | | | | |
| As at April 1, 2023 | 28.20 | 54.79 | 13.00 | 2.77 | 98.76 |
| Additions | 0.94 | - | - | 1.62 | 2.56 |
| Disposals | (0.03) | - | - | - | (0.03) |
| As at March 31, 2024 | 29.11 | 54.79 | 13.00 | 4.39 | 101.29 |
| Accumulated amortisation | | | | | |
| As at April 1, 2023 | 20.31 | 3.32 | 1.30 | 2.71 | 27.64 |
| Charge for the year | 2.52 | 0.83 | 1.30 | 0.27 | 4.92 |
| Disposals | (0.02) | - | - | - | (0.02) |
| As at March 31, 2024 | 22.81 | 4.15 | 2.60 | 2.98 | 32.54 |
| Net Block as at March 31, 2024 | 6.30 | 50.64 | 10.40 | 1.41 | 68.75 |

Note 5 (A): Intangible assets under development (IAUD)

(₹ in crore)

| Particulars | Amount |
|-----------------------------|--------------|
| As at March 31, 2025 | |
| As at April 1, 2024 | 18.35 |
| Additions during the year | 9.46 |
| Capitalised during the year | (3.82) |
| As at March 31, 2025 | 23.99 |
| As at March 31, 2024 | |
| As at April 1, 2023 | 14.53 |
| Additions during the year | 5.81 |
| Capitalised during the year | (1.99) |
| As at March 31, 2024 | 18.35 |

Intangible assets under development Ageing (IAUD) Schedule
As at March 31, 2025

(₹ in crore)

| Particulars | Amount in IAUD for a period of | | | | Total |
|--------------------------------|--------------------------------|-------------|-------------|-------------------|--------------|
| | Less than 1 year | 1 - 2 years | 2-3 years | More than 3 years | |
| Projects in progress | 7.42 | 4.05 | 4.50 | 8.02 | 23.99 |
| Projects temporarily suspended | - | - | - | - | - |
| TOTAL | 7.42 | 4.05 | 4.50 | 8.02 | 23.99 |

As at March 31, 2024

(₹ in crore)

| Particulars | Amount in IAUD for a period of | | | | Total |
|--------------------------------|--------------------------------|-------------|-------------|-------------------|--------------|
| | Less than 1 year | 1 - 2 years | 2-3 years | More than 3 years | |
| Projects in progress | 5.62 | 4.71 | 4.94 | 3.08 | 18.35 |
| Projects temporarily suspended | - | - | - | - | - |
| TOTAL | 5.62 | 4.71 | 4.94 | 3.08 | 18.35 |

Project execution plans are modulated basis requirement assessment and all the projects are executed as per rolling annual plan.

Note 6 : Biological Assets other than bearer plants

A. Reconciliation of carrying amount

(₹ in crore)

| Particulars | Oil palm saplings | | Cattles | | PS Birds / Hatching eggs / Broilers | Total |
|---|-------------------|---------------|--------------|--------------|-------------------------------------|-----------------|
| | Qty. | Amount | Qty. | Amount | Amount | |
| Balance as April 1, 2024 | 3,481,816 | 45.01 | 1,529 | 13.64 | 82.04 | 140.69 |
| Add: | | | | | | |
| i Purchases | 2,239,381 | 16.19 | 91 | 0.35 | 74.60 | 91.14 |
| ii Production/ Cost of Development | - | 14.96 | 657 | 6.98 | 92.47 | 114.41 |
| Less: | | | | | | |
| i Sales / Disposals | (1,774,601) | (20.81) | (373) | (3.95) | (176.12) | (200.88) |
| ii Change in fair value less cost to sell: | - | (1.49) | (106) | 0.11 | 0.08 | (1.30) |
| Realised (Mortality/sale) | - | - | - | 1.28 | - | 1.28 |
| Unrealised | - | (8.18) | (106) | (0.54) | (25.71) | (34.43) |
| Balance as at March 31, 2025 | 3,946,596 | 53.86 | 1,798 | 17.13 | 73.07 | 144.06 |
| Non Current | - | 53.86 | - | 17.13 | 8.23 | 79.22 |
| Current | - | - | - | - | 64.84 | 64.84 |

(₹ in crore)

| Particulars | Oil palm saplings | | Cattles | | PS Birds / Hatching eggs / Broilers | Total |
|---|-------------------|--------------|--------------|--------------|-------------------------------------|-----------------|
| | Qty. | Amount | Qty. | Amount | Amount | |
| Balance as April 1, 2023 | 1,761,541 | 20.32 | 1,203 | 9.40 | 101.30 | 131.02 |
| Add: | | | | | | |
| i Purchases | 2,931,037 | 24.94 | 308 | 1.32 | 89.89 | 116.15 |
| ii Production/ Cost of Development | - | 12.53 | 433 | 5.59 | 237.34 | 255.46 |
| Less: | | | | | | |
| i Sales / Disposals | (1,210,762) | (15.19) | (415) | (3.38) | (351.51) | (370.08) |
| ii Change in fair value less cost to sell: | - | 2.41 | - | 0.71 | 5.02 | 8.14 |
| Realised (Mortality/sale) | - | - | - | 1.08 | - | 1.08 |
| Unrealised | - | (2.58) | - | (0.35) | (20.69) | (23.62) |
| Balance as at March 31, 2024 | 3,481,816 | 45.01 | 1,529 | 13.64 | 82.04 | 140.69 |
| Non Current | - | 45.01 | - | 13.64 | 9.13 | 67.78 |
| Current | - | - | - | - | 72.91 | 72.91 |

The Group has trading operations in oil palm business whereby the Group purchases the saplings and sells the saplings once it has achieved the desired growth. During the year ended March 31, 2025, the Group purchased 22,39,381 (Previous year: 29,31,037) number of saplings, out of which 22,39,381 (Previous year: 29,31,037) were still under cultivation.

B. Measurement of Fair value

i. Fair Value hierarchy

The fair value measurements for oil palm saplings, cattles and PS Birds / Hatching eggs / Broilers have been categorised as Level 3 fair values based on the inputs to valuation technique used.

ii. Level 3 Fair values

The following table shows a break down of the total gains / (losses) recognised in respect of Level 3 fair values-

| Particulars | (₹ in crore) | |
|--|----------------|----------------|
| | March 31, 2025 | March 31, 2024 |
| Gain/(loss) included in 'other operating revenue' | (2.58) | 7.06 |
| Change in fair value (realised) | (34.43) | (23.62) |
| Change in fair value (unrealised) | 31.85 | 30.68 |

iii. Valuation techniques and significant unobservable inputs

| Type | Valuation technique | Significant unobservable inputs | Inter-relationship between significant unobservable inputs and fair value measurement |
|--|---|---|--|
| Oil Palm Saplings - it comprises the stock under cultivation | Cost approach and percentage completion method | Estimated cost of completing the stock under cultivation ₹ 114.06 to 144.46 per sapling (Previous year ₹ 106.9 to 137.19). | The estimated fair valuation would increase/(decrease) if - Estimated cost to complete was lower (higher) |
| Biological assets - it comprises of: PS Bird; Hatching eggs; and Contract farm- Broilers | As per relevant market price prevailing at the year end | Estimated price of each component - PS birds - ₹ 35.29 (Previous year: ₹ 28.58) per Hatching eggs, - Hatching eggs - ₹ 41.18 (Previous year: ₹ 40.20) per Day Old Chicks, - Contract farms- Broilers (average rate) - ₹ 102.50 (Previous year: ₹ 115.00) per kg for live bird" | The estimated fair valuation would increase/(decrease) if - Estimated price of each component of poultry stock was higher/(lower) |
| Cattle | Market approach with the help of Valuation certificate | Estimated price impact on age, breed and yield of the Cattle | The estimated fair valuation would increase/(decrease) if - Estimated yield of the cattle is increased or decreased |

C. Risk Management strategies related to agricultural activities

The group is exposed to the following risks relating to its plantations, Cattles and PS Bird /Hatching egg /Broiler

i. Regulatory and environmental risks

The group is subject to laws and regulations in the country in which it operates. It has established various environmental policies and procedures aimed at compliance with the local environmental and other laws.

ii. Supply and demand risks

The group is exposed to risks arising from fluctuations in the price and sales volume of plants and milk. For oil palm plants, when possible, the group manages this risk by aligning its harvest volume to market supply and demand. Management performs regular industry trend analyses for projected harvest volumes and pricing. For milk, the Group manage this risk by effective marketing tie up for sale of milk.

The group exposed the risk arising from the fluctuations in the price of Hatching eggs, commercial day old chicks and live birds. when the price goes down the management possibly manage this risk by diverting more live birds for processing and when prices goes up the management sells more Hatching eggs, Day old Chicks and Live Birds.

iii. Climate and other risks

The group's oil palm plantations are exposed to the risk of damage from climatic changes, diseases, forest fires and other natural forces. The group has extensive processes in place aimed at monitoring and mitigating those risks, including regular plantation health surveys and industry pest and disease surveys.

The Group is exposed to risks arising from fluctuations in yield and health of the Cattle. Group manages this risk by effective sourcing and maintenance of cattle.

The Group's Live stock are exposed to the extreme climatic changes in summer and winter season. However, the Group has extensive processes in place aimed at monitoring and mitigating those risks, including regular health inspections of Live Stock and adopting Industry best practices by professional qualified veterinarian doctors.

A reasonably possible change of 10% in Estimated cost of completing the stock under cultivation at the reporting date would have increased (decreased) profit or loss by the amounts shown below.

(₹ in crore)

| Particulars | Profit or (loss) for the year ended March 31, 2025 | | Profit or (loss) for the year ended March 31, 2024 | |
|---|--|---------------|--|---------------|
| | 10% increase | 10% decrease | 10% increase | 10% decrease |
| Variable cost (Oil palm saplings) | (0.65) | 0.69 | (0.73) | 0.77 |
| Estimated change in valuation- Cattle | 1.71 | (1.71) | 1.36 | (1.36) |
| Estimated change in valuation- Poultry (PS Birds / Hatching eggs /Broilers) | 8.14 | (8.14) | 4.63 | (4.63) |
| Cash flow sensitivity (net) | 9.20 | (9.16) | 5.26 | (5.22) |

Note 7 : Investments

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|----------------------|----------------------|
| A. Investment in joint ventures (Unquoted) | | |
| i. ACI Godrej Agrovet Private Limited, Dhaka, Bangladesh. 18,50,000 (Previous Year 18,50,000) Equity Shares of ₹ 100/- each. | 122.13 | 139.12 |
| ii. Omnivore India Capital Trust (refer note 49 (a)) Nil (Previous Year 1,505.29) units of ₹ 1,00,000 each. | - | 12.80 |
| Total (A) | 122.13 | 151.92 |
| B. Non-current Investments | | |
| Investment in equity instruments | | |
| i. Quoted at FVOCI | | |
| a. KSE Limited 86,454 (Previous Year 1,03,750) Equity Shares of ₹ 10/- each {Sold 17,296 shares (Previous year NIL) during the year} | 16.49 | 16.63 |
| ii. Unquoted at FVTPL | | |
| a) Investment in Co-operative Society | 0.01 | 0.01 |
| Total (B) | 16.50 | 16.64 |
| TOTAL | 138.63 | 168.56 |

Note 7.1: Other disclosures

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|----------------------|----------------------|
| Aggregate book value of quoted investment | 16.49 | 16.63 |
| Market value of quoted investment | 16.49 | 16.63 |
| Aggregate amount of unquoted investments | 122.14 | 151.93 |

Note 8 : Non Current - Loans

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Unsecured, considered good (unless otherwise stated) | | |
| 1. Loans and Advances - Others | 31.10 | 62.45 |
| 2. Loan to Employees | 0.37 | 0.38 |
| TOTAL | 31.47 | 62.83 |

Note 9 : Other non-current financial assets

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| 1. Claims receivable | 1.46 | 1.46 |
| 2. Security deposits | | |
| i. Considered good | 38.75 | 40.67 |
| ii. Considered doubtful | 0.32 | 0.25 |
| Less : Loss Allowance | (0.32) | (0.25) |
| Net Deposits | 38.75 | 40.67 |
| 3. Bank Deposit with original maturity of more than 12 months (refer note 9.1) | 0.95 | 0.23 |
| TOTAL | 41.16 | 42.36 |

Note 9.1: Fixed Deposits of ₹ 0.23 crore (Previous year ₹0.23 crore) are pledged with government authorities.

Note 10 : Other non-current assets

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| 1. Capital advances (Refer note 58) | 35.31 | 8.62 |
| 2. Balance with Government Authorities | 15.19 | 15.34 |
| 3. Others | | |
| i) Considered good | 12.58 | 13.31 |
| ii) Considered doubtful | 1.59 | 1.22 |
| Less : Loss allowance | (1.59) | (1.22) |
| TOTAL | 63.08 | 37.27 |

Note 11 : Inventories

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| (Valued at lower of cost and net realizable value) | | |
| 1. Raw Materials (including packing materials) | 720.05 | 838.14 |
| 2. Raw Materials in Transit | 51.69 | 42.50 |
| 3. Work in progress | 94.75 | 64.82 |
| 4. Project in progress | 3.39 | 3.39 |
| 5. Finished goods | 279.89 | 335.08 |
| 6. Stock-in-Trade | 44.26 | 36.31 |
| 7. Stores and Spares | 64.69 | 62.77 |
| TOTAL | 1,258.72 | 1,383.01 |

Note 11.1 : The write-down of inventories to net realisable value during the year amounted to ₹ 30.76 crore (Previous year: ₹ 10.11 crore). The write-downs/ provisions are included in cost of materials consumed.

Note 12 : Current Investments

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| I. Investment in equity of associates (Unquoted) (Refer note 49(b)) | | |
| i. Al Rahaba International Trading Limited Liability Company, Abu Dhabi, UAE. | - | - |
| II. Investment in Mutual Funds | - | 8.01 |
| TOTAL | - | 8.01 |

Note 12.1: Other disclosures

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Aggregate book value of quoted investment | - | 8.01 |
| Market value of quoted investment | - | 8.01 |

Note 13 : Trade Receivables (refer note 42.2)

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| i. Secured and considered good (refer note 13.1) | 88.47 | 91.31 |
| ii. Unsecured and considered good | 486.27 | 430.12 |
| iii. Credit impaired | 30.76 | 36.68 |
| Less : Loss allowance | (33.42) | (39.20) |
| TOTAL | 572.08 | 518.91 |

Note 13.1: Secured by Security Deposits collected from customers or Bank Guarantees held against them.

Note 13.2 : Trade receivables ageing schedule

(₹ in crore)

| As at March 31, 2025 | Not due | Outstanding for following periods | | | | | Total |
|---|---------------|-----------------------------------|--------------------|--------------|-------------|-------------------|---------------|
| | | < 6 months | 6 months to 1 year | 1 - 2 years | 2 - 3 years | more than 3 years | |
| Undisputed Trade Receivables – considered good | 388.16 | 162.13 | 19.09 | 1.78 | 0.26 | 2.15 | 573.57 |
| Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| Undisputed Trade receivable – credit impaired | - | 0.74 | 3.07 | 14.64 | 5.34 | 0.23 | 24.02 |
| Disputed Trade Receivables – considered good | - | 0.35 | 0.62 | 0.02 | 0.03 | 0.15 | 1.17 |
| Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| Disputed Trade receivable – credit impaired | - | - | - | 2.92 | 1.46 | 2.36 | 6.74 |
| TOTAL | 388.16 | 163.22 | 22.78 | 19.36 | 7.09 | 4.89 | 605.50 |

(₹ in crore)

| As at March 31, 2024 | Not due | Outstanding for following periods | | | | | Total |
|---|---------------|-----------------------------------|--------------------|--------------|-------------|-------------------|---------------|
| | | < 6 months | 6 months to 1 year | 1 - 2 years | 2 - 3 years | more than 3 years | |
| Undisputed Trade Receivables – considered good | 299.37 | 192.50 | 22.74 | 3.83 | 0.20 | 2.33 | 520.97 |
| Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| Undisputed Trade receivable – credit impaired | - | 1.43 | 9.52 | 13.46 | 1.82 | 1.79 | 28.02 |
| Disputed Trade Receivables – considered good | - | 0.18 | 0.06 | 0.15 | - | 0.07 | 0.46 |
| Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| Disputed Trade receivable – credit impaired | - | - | - | 4.82 | 1.32 | 2.52 | 8.66 |
| TOTAL | 299.37 | 194.11 | 32.32 | 22.26 | 3.34 | 6.71 | 558.11 |

Note 14 : Cash and cash equivalents

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|----------------------|----------------------|
| 1. Cash on hand | 2.25 | 2.25 |
| 2. Cheques, Drafts on Hand | - | 2.86 |
| 3. Balances with Banks: | | |
| a) Current Accounts | 13.32 | 44.58 |
| b) Deposit Account (Original Maturity less than three months) | 21.11 | 0.02 |
| c) Saving Bank Account of Company's Employee Stock Option Plan (ESOP) Trust | 0.05 | 0.05 |
| TOTAL | 36.73 | 49.76 |

Note 15 : Bank Balances Other Than Cash and Cash Equivalents

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| 1. Fixed Deposits - original maturity more than 3 months and less than 12 months (refer note 15.1) | 2.29 | 2.79 |
| 2. Unclaimed dividend accounts | 0.31 | 0.32 |
| TOTAL | 2.60 | 3.11 |

Note 15.1: Fixed deposits with scheduled banks of ₹ 2.20 Crore (previous year ₹ 2.71 Crore) held as margin money towards bank guarantees/ sales tax registration/ overdraft limit.

Note 16 : Loans

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|------------------------------------|-------------------------|-------------------------|
| 1. Loans and advances to employees | 0.46 | 0.58 |
| 2. Other Loans & Advances | | |
| i. Unsecured and considered good | 23.64 | 18.35 |
| ii. Credit impaired | 0.13 | 0.13 |
| Less : Loss allowance | (0.13) | (0.13) |
| TOTAL | 24.10 | 18.93 |

Note 17 : Other current financial assets

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| 1. Interest accrued on Bank Fixed Deposits | 0.04 | 0.04 |
| 2. Interest accrued on other Deposits | 0.11 | 0.16 |
| 3. Interest accrued on Intercompany Deposits | 0.46 | 0.19 |
| 4. Security deposits | 6.05 | 5.49 |
| 5. Other Receivables (includes non-trade receivables) | 29.68 | 44.01 |
| 6. Derivatives | | |
| - Foreign exchange forward contracts not designated as hedge | - | 0.01 |
| TOTAL | 36.34 | 49.90 |

Note 18 : Other current assets

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| 1. Advances to suppliers | 55.51 | 51.02 |
| Less: Allowance for doubtful advance | (0.04) | (0.17) |
| 2. Balance with government authorities | | |
| i) Considered good | 90.89 | 70.43 |
| ii) Considered doubtful | 1.81 | 1.81 |
| Less : Loss allowance | (1.81) | (1.81) |
| 3. Right of recoveries against expected sales return | 16.12 | 33.14 |
| 4. Prepaid expenses | 28.68 | 24.91 |
| TOTAL | 191.16 | 179.33 |

Note 19 : Share Capital

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| 1. Authorised : | | |
| a) 22,49,94,000 (Previous Year 22,49,94,000) Equity shares of the par value of ₹ 10 each | 224.99 | 224.99 |
| b) 6,000 (Previous Year 6,000) Preference shares of the par value of ₹ 10 each | 0.01 | 0.01 |
| TOTAL | 225.00 | 225.00 |
| 2. Issued, Subscribed and Paid-up: | | |
| 19,22,66,347 (Previous Year 19,22,10,862) Equity shares of ₹ 10 each fully paid up. | 192.27 | 192.21 |
| TOTAL | 192.27 | 192.21 |

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|----------------------|---------------|----------------------|---------------|
| | No. of shares | ₹ in crore | No. of shares | ₹ in crore |
| 3. Reconciliation of number of shares outstanding at the beginning and end of the year : | | | | |
| Equity shares : | | | | |
| Outstanding at the beginning of the year | 192,210,862 | 192.21 | 192,160,890 | 192.16 |
| Shares issued during the year (refer note 41) | 55,485 | 0.06 | 49,972 | 0.05 |
| Outstanding at the end of the year | 192,266,347 | 192.27 | 192,210,862 | 192.21 |

4. Rights, preferences and restrictions attached to:

Equity Shares: The Company has one class of Equity shares having a par value of ₹ 10 per share. Each Share holder is eligible for one vote per share held. All Equity Shareholders are eligible to receive dividends in proportion to their shareholdings. The dividends proposed by the Board of Directors are subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion to their share holding.

5. Shareholders holding more than 5% shares in the company is set out below:

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|--|----------------------|--------|----------------------|--------|
| | No. of shares | % | No. of shares | % |
| a) Equity shares | | | | |
| 1. Godrej Industries Limited (the holding Company) | 124,714,957 | 64.87% | 124,714,957 | 64.88% |
| 2. V-Sciences Investments Pvt Ltd | 7,243,302 | 3.77% | 14,948,107 | 7.78% |

6. The company has 1,05,224 (previous year 1,07,549) equity shares reserved for issue under Employee Stock Option Grant Scheme as at 31 March 2025. (As detailed in Note 41)

7. Details of shares held by promoters

Annexure A:- Details of shares held by promoters

| Sr. No. | Name of promoters | As at 31st March 2025 | | | As at 31st March 2024 | | |
|---------|---|-----------------------|-------------------|----------|-----------------------|-------------------|----------|
| | | No of Shares | % of Total Shares | % change | No of Shares | % of Total Shares | % change |
| 1 | Godrej Industries Limited | 124,714,957 | 64.87% | 0.0% | 124,714,957 | 64.88% | 0.0% |
| 2 | Nadir Barjorji Godrej | 102 | 0.00% | 0.0% | 102 | 0.00% | 0.0% |
| 3 | Adi Barjorji Godrej | 5,096 | 0.00% | 0.0% | 5,096 | 0.00% | 0.0% |
| 4 | Rishad Kaikhushru Naoroji & Others (Partners Of Rkn Enterprises) | * | NA | 0.0% | 4,146,156 | 2.16% | 0.0% |
| 5 | Smita Godrej Crishna, Freyan Crishna Bieri, Nyrika Holkar (Trustees Of Fvc Family Trust) | * | NA | 0.0% | 2,073,027 | 1.08% | 0.0% |
| 6 | Smita Godrej Crishna, Freyan Crishna Bieri, Nyrika Holkar (Trustees Of Nvc Family Trust) | * | NA | 0.0% | 2,073,027 | 1.08% | 0.0% |
| 7 | Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Navroze Lineage Trust) | * | NA | 0.0% | 2,073,000 | 1.08% | 0.0% |
| 8 | Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Raika Lineage Trust) | * | NA | 0.0% | 2,073,070 | 1.08% | 0.0% |
| 9 | Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Hng Family Trust) | 861,001 | 0.45% | 0.0% | 861,001 | 0.45% | 0.0% |
| 10 | Nisaba Godrej & Pirojsha Godrej (Trustees Of Ng Family Trust) | 861,001 | 0.45% | 0.0% | 861,001 | 0.45% | 0.0% |
| 11 | Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Bng Family Trust) | 861,001 | 0.45% | 0.0% | 861,001 | 0.45% | 0.0% |
| 12 | Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Sng Family Trust) | 861,001 | 0.45% | 0.0% | 861,001 | 0.45% | 0.0% |
| 13 | Tanya Dubash And Pirojsha Godrej (Trustees Of Tad Family Trust) | 600,151 | 0.31% | 0.0% | 600,151 | 0.31% | -7.0% |
| 14 | Pirojsha Adi Godrej | 683,033 | 0.36% | 65.0% | 414,034 | 0.22% | 0.0% |
| 15 | Karla Bookman | 87,000 | 0.05% | -53.5% | 187,000 | 0.10% | 0.0% |
| 16 | Sasha Godrej | 91,000 | 0.05% | -51.1% | 186,000 | 0.10% | 0.0% |
| 17 | Lana Godrej | 1 | 0.00% | -100.0% | 74,000 | 0.04% | 0.0% |
| 18 | Tanya Arvind Dubash | 260,884 | 0.14% | 0.0% | 260,884 | 0.14% | 20.8% |
| 19 | Nisaba Godrej | 34 | 0.00% | 0.0% | 34 | 0.00% | 0.0% |
| 20 | Raika Jamshyd Godrej | * | NA | 0.0% | 5 | 0.00% | 0.0% |
| 21 | Nyrika Holkar | * | NA | 0.0% | 51 | 0.00% | 0.0% |
| 22 | Navroze Jamshyd Godrej | * | NA | 0.0% | 78 | 0.00% | 0.0% |
| 23 | Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of The Raika Godrej Family Trust) | * | NA | 0.0% | 3 | 0.00% | 0.0% |
| 24 | Pirojsha Godrej And Nisaba Godrej (Trustees Of Pg Family Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |
| 25 | Adi Godrej, Tanya Dubash, Nisaba Godrej, Pirojsha Godrej (Trustees Of Abg Family Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |
| 26 | Tanya Dubash And Pirojsha Godrej (Trustees Of Tad Children Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |
| 27 | Nisaba Godrej & Pirojsha Godrej (Trustees Of Ng Children Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |
| 28 | Pirojsha Godrej And Nisaba Godrej (Trustees Of Pg Children Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |
| 29 | Pirojsha Godrej And Nisaba Godrej (Trustees Of Pg Lineage Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |
| 30 | Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Nbg Family Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |
| 31 | Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Rng Family Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |

Annexure A:- Details of shares held by promoters

| Sr. No. | Name of promoters | As at 31st March 2025 | | | As at 31st March 2024 | | |
|---------|---|-----------------------|-------------------|----------|-----------------------|-------------------|----------|
| | | No of Shares | % of Total Shares | % change | No of Shares | % of Total Shares | % change |
| 32 | Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Bng Successor Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |
| 33 | Nadir Godrej, Hormazd Godrej & Burjis Godrej (Trustees Of Bng Lineage Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |
| 34 | Nadir Godrej, Hormazd Godrej & Rati Godrej (Trustees Of Sng Successor Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |
| 35 | Nadir Godrej, Hormazd Godrej & Sohrab Godrej (Trustees Of Sng Lineage Trust) | 1 | 0.00% | 0.0% | 1 | 0.00% | 0.0% |
| 36 | Smita Godrej Crishna, Freyan Crishna Bieri & Nyrika Holkar (Trustees Of Nvc Children Trust) | * | NA | 0.0% | 1 | 0.00% | 0.0% |
| 37 | S.G. Crishna, V.M. Crishna, F.C. Bieri & Nyrika Holkar (Sgc Family Trust) | * | NA | 0.0% | 1 | 0.00% | 0.0% |
| 38 | S.G. Crishna, V.M. Crishna, F.C. Bieri & Nyrika Holkar (Vmc Family Trust) | * | NA | 0.0% | 1 | 0.00% | 0.0% |
| 39 | Smita Godrej Crishna, Freyan Crishna Bieri & Nyrika Holkar (Trustees Of Fvc Children Trust) | * | NA | 0.0% | 1 | 0.00% | 0.0% |
| 40 | Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Jng Family Trust) | * | NA | 0.0% | 1 | 0.00% | 0.0% |
| 41 | Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Pjg Family Trust) | * | NA | 0.0% | 1 | 0.00% | 0.0% |
| 42 | Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Njg Family Trust) | * | NA | 0.0% | 1 | 0.00% | 0.0% |
| 43 | Jamshyd Godrej, Pheroza Godrej & Navroze Godrej (Trustees Of Rjg Family Trust) | * | NA | 0.0% | 1 | 0.00% | 0.0% |
| 44 | Freyan Crishna Bieri | * | NA | 0.0% | 51 | 0.00% | 0.0% |

* Pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had received approval from the Stock Exchanges i.e., BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) vide letters dated December 30, 2024 for reclassification of Mr. Jamshyd Naoroji Godrej, Mrs. Pheroza Jamshyd Godrej, Ms. Raika Jamshyd Godrej, Mr. Navroze Jamshyd Godrej, Ms. Smita Godrej Crishna, Mr. Vijay Mohan Crishna, Ms. Nyrika Holkar, Ms. Freyan Crishna Bieri, Mr. Rishad Kaikhushru Naoroji, Mr. Jamshyd Godrej, Mrs. Pheroza Godrej & Mr. Navroze Godrej (Trustees of the Raika Godrej Family Trust), Mr. Jamshyd Godrej, Mrs. Pheroza Godrej & Mr. Navroze Godrej (Trustees of Navroze Lineage Trust), Mr. Jamshyd Godrej, Mrs. Pheroza Godrej & Mr. Navroze Godrej (Trustees of Raika Lineage Trust), Mr. Jamshyd Godrej, Mrs. Pheroza Godrej & Mr. Navroze Godrej (Trustees of JNG Family Trust), Mr. Jamshyd Godrej, Mrs. Pheroza Godrej & Mr. Navroze Godrej (Trustees of PJG Family Trust), Mr. Jamshyd Godrej, Mrs. Pheroza Godrej & Mr. Navroze Godrej (Trustees of NJG Family Trust), Mr. Jamshyd Godrej, Mrs. Pheroza Godrej & Mr. Navroze Godrej (Trustees of RJG Family Trust), Mrs. Smita Godrej Crishna, Ms. Freyan Crishna Bieri, Ms. Nyrika Holkar (Trustees of FVC Family Trust), Mrs. Smita Godrej Crishna, Ms. Freyan Crishna Bieri, Ms. Nyrika Holkar (Trustees of NVC Family Trust), Mrs. Smita Godrej Crishna, Ms. Freyan Crishna Bieri & Ms. Nyrika Holkar (Trustees of NVC Children Trust), Mrs. Smita Godrej Crishna, Mr. Vijay Mohan Crishna, Ms. Freyan Crishna Bieri & Ms. Nyrika Holkar (Trustees of SGC Family Trust), Mrs. Smita Godrej Crishna, Mr. Vijay Mohan Crishna, Ms. Freyan Crishna Bieri & Ms. Nyrika Holkar (Trustees of VMC Family Trust), Mrs. Smita Godrej Crishna, Ms. Freyan Crishna Bieri & Ms. Nyrika Holkar (Trustees of FVC Children Trust), Mr. Rishad Kaikhushru Naoroji & Others (Partners of RKN Enterprises), Godrej And Boyce Manufacturing Company Limited, Godrej Infotech Limited, Godrej Infotech Americas Inc., Godrej Infotech (Singapore) Pte. Ltd., LVD Godrej Infotech N.V., Godrej (Singapore) Pte. Ltd., JT Dragon Pte. Ltd., Godrej UEP (Singapore) Pte. Ltd., Godrej (Vietnam) Co. Ltd., Godrej UEP Private Limited, Veromatic International B. V., Godrej Americas Inc., Sheetak Inc., Godrej Koerber Supply Chain Limited, Urban Electric Power Inc., Godrej & Khimji (Middle East) LLC, Future Factory LLP, Godrej Holdings Private Limited, Parakh Agencies Private Limited, Godrej Enterprises Private Limited, Shakti Sustainable Energy Foundation, JNG Enterprise LLP, SVC Enterprise LLP from “Promoter” category to the “Public” category shareholder of the Company.

The shareholding of the promoter and promoter group of the Company has been disclosed accordingly.

Note 20 : Other Equity

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| 1. Retained Earnings | 2,283.82 | 2,045.24 |
| 2. Capital Reserve | 1.73 | 1.73 |
| 3. General Reserve | 18.14 | 18.14 |
| 4. Debenture Redemption Reserve | 9.90 | 9.90 |
| 5. Exchange differences on translating the financial statements of a foreign operation | (13.18) | (7.84) |
| 6. Effective portion of Cash Flow Hedges | 0.02 | 0.02 |
| 7. Employee stock grants Outstanding | 6.20 | 6.61 |
| 8. Non Controlling Interest Reserve | (556.89) | (185.65) |
| 9. Securities Premium | 438.89 | 436.29 |
| TOTAL | 2,188.63 | 2,324.44 |

General reserve

General reserve is a free reserve which is created by transferring fund from retained earnings to meet future obligations and purposes.

Capital Reserve

Excess of assets recognised over consideration paid on business acquisition made by the group.

Exchange differences on translating the financial statements of a foreign operation

Exchange differences arising on translation of the foreign operations, if any, are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

Effective portion of Cash Flow Hedges

The Group uses hedging instruments as part of its management of foreign currency risk associated with foreign currency borrowings. For hedging foreign currency risk, the group used foreign currency forward contracts which are designated as cash flow hedges. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the cash flow hedge reserve. Amounts recognised in the cash flow hedge reserve is reclassified to statement of profit & loss when the hedged item affects the profit & loss.

Non- controlling Interest Reserve

Non- controlling Interest Reserve represent the difference between the consideration paid and the carrying value of non- controlling interest acquired in subsidiaries.

Employee stock grants outstanding

The employee share grant outstanding account is used to recognise grant date fair value of options issued to employees under the Company's stock option plan.

Debenture Redemption Reserve (DRR)

The Group has issued redeemable non-convertible debentures. Accordingly, the Companies (Share capital and Debentures) Rules, 2014 (as amended), require the Group to create DRR out of profits of the Group available for payment of dividend. DRR is required to be created for an amount which is equal to 10% of the value of debentures issued as per Section 71(4) of the Companies Act, 2013, read with Rule 18(7) of the Companies (Share Capital And Debentures) Rules, 2014.

Securities Premium

Securities Premium Account is used to record the premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Note 21 : Non-Current Borrowings

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Secured | | |
| Term loans from banks (refer note 21.1) | 4.96 | 9.96 |
| Unsecured | | |
| a. Term loans from financial institutions (refer note 21.2) | 60.00 | - |
| b. Term loans from banks (refer note 21.2) | 242.63 | 134.73 |
| c. Non Convertible Debentures (refer note 21.3) | 148.00 | 148.00 |
| TOTAL | 455.59 | 292.69 |

Note 21.1:

- (A) Term loans from bank amounting to ₹ 9.96 crore (Previous year ₹ 15.02 crore) including current maturities of ₹ 5.00 crore (Previous year ₹ 5.00 crore) is repayable in 16 quarterly instalments commencing from 29th June 2023. Interest rate of the loan during the year was ranging from 7.75 % to 7.95% per annum. (Previous year 7.95%).
- (B) Term loan amounting to ₹ Nil (Previous year ₹ 6.14 crore) including current maturities of ₹ Nil (Previous year ₹ 6.14 crore) was repayable in 12 quarterly instalments commencing from 30th June 2022. Interest rate of the loan ranged from 7.67% to 7.98%.

Secured by way of negative lien created on the plant and machinery purchased by availing the term loan.

Note 21.2:

- (A) Term loans from Banks of ₹ 1.03 crore (previous year ₹ 3.09 crore) including current maturity of ₹ 1.03 crore (Previous year ₹ 2.06 crore) carries interest rates of Repo rate + 2.30% (Previous year Repo rate + 2.30%). These loans (including current maturities) are repayable in 2 equal quarterly installments (Previous Year 6 equal quarterly installments) amounting to ₹ 0.52 crores from the date of the Financial Statements.
- (B) Term loans from Banks of ₹ 9.17 crore (previous year ₹ 8.38 crore) including current maturity of ₹ 1.67 crore (Previous year ₹ 1.29 crore) carries interest rates of Repo Rate + 1.55% p.a. (Previous year Interest rate 7.70% p.a. link to 1 month T Bill). These loans (including current maturities) are repayable in 22 quarterly installments (Previous Year 26 equal quarterly installments) amounting to ₹ 0.42 crores from the date of the Financial Statements.
- (C) Term loans from Financial Institutions of ₹ 60 crore (previous year ₹ Nil) carries interest rate of 9.50% p.a. payable on monthly basis with principal amount being repayable in April 2027.
- (D) Term Loan from Bank amounting to ₹ 90 crore (previous year ₹ 100 crore) is repayable in quarterly installments commencing from January 01, 2026 carries interest rate of 7.85% (Previous year 7.85%).
- (E) Term Loan from Bank and Financial Institutions amounting to ₹ 102 crore is repayable over a period of three years till FY 2027-28 carries interest rate of 8.15% to 9.50%. During the current year, ₹ 10 crore and Interest of ₹ 0.11 crore has been disclosed under current maturities of long term borrowings.
- (F) Term loans from Bank for ₹ 10 crore (Previous Year ₹ 15 crore) including current maturity of ₹ 5 crore (previous year ₹ 5 crore) carries interest rate ranging from 8.50% to 8.60% per annum and is repayable in 12 structured quarterly installments commencing from 26 June 2024.
- (G) Term loans from Bank for ₹ 38 crore (Previous Year ₹ Nil) including current maturity of ₹ 9.5 crore (previous year ₹ Nil) carries interest rate of 7.79% per annum and is repayable in 16 structured quarterly installments commencing from 10 June 2025.
- (H) Term loans from Bank for ₹ 15.80 crore (Previous Year 23.99 crore) including current maturity of ₹ 6.17 crore (previous year ₹ 8.18 crore) carries interest Rate of 4.75% to 8.16% (Previous year 4.75% to 8.16%) . These loans are repayable at various dates in equal quarterly installment.
- (I) Term Loan amounting to ₹ 0.80 crore (Previous year 4.40 crore) including current maturities of ₹ 0.80 crore (Previous year ₹ 3.60 crore) carries Interest Rates of 3 months T Bill + 1.75% (Previous year 3 months T Bill + 1.75%).

Note 21.3:

- (A) The Group on 21 August 2023 has issued 4,900 unsecured, rated, listed, redeemable, Non-convertible Debentures (NCDs) of face value ₹1,00,000 each for a total amount of ₹ 49 crore on a private placement basis at 8.65% per annum . The NCDs are repayable in single installment at the end of 36 months from date of issue i.e., on 21 August 2026.
- (B) The Group on 23 October 2023 has issued 5,000 unsecured, rated, listed, redeemable, Non-convertible Debentures (NCDs) of face value ₹1,00,000 each for a total amount of ₹ 50 crore on a private placement basis at 8.65% per annum . The NCDs are repayable in single installment at the end of 36 months from date of issue i.e., on 23 October 2026.
- (C) The Group on 26 March 2025 has repaid Non-convertible Debentures (NCDs) of ₹ 49 crore which was outstanding as at the end of previous year. Subsequently, the Group on 27 March 2025 has issued 4,900 unsecured, rated, listed, redeemable, Non-convertible Debentures (NCDs) of face value ₹1,00,000 each for a total amount of ₹ 49 crore on a private placement basis at 8.90% per annum. The NCDs are repayable in single installment at the end of 24 months from date of issue i.e., on 25 March 2027.

Note 22 : Other Non-current Financial Liabilities

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---------------------------|-------------------------|-------------------------|
| Employee benefits payable | 3.56 | 24.20 |
| TOTAL | 3.56 | 24.20 |

Note 23 : Non-current Provisions

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Provision for employee benefits (refer note 40) | | |
| - Provision for compensated absences | 5.41 | 5.11 |
| - Provision for gratuity | 3.36 | 1.90 |
| TOTAL | 8.77 | 7.01 |

Note 24 : Other non-current liabilities

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|----------------|-------------------------|-------------------------|
| Deferred grant | 13.65 | 13.79 |
| TOTAL | 13.65 | 13.79 |

Note 25 : Current Borrowings

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Secured | | |
| a) Current maturities of long term borrowings (refer note 21.1) | 5.00 | 11.20 |
| Unsecured | | |
| a) Commercial paper (refer note 25.1) | 396.60 | 726.02 |
| b) Cash credit (refer note 25.2) | 93.48 | 9.33 |
| c) Working Capital Demand Loans from Banks (refer note. 25.3) | 243.99 | 232.66 |
| d) Buyers Credit (refer note 25.4) | 47.50 | - |
| e) Current maturities of long term borrowings (refer note 21.1) (including Interest accrued) | 38.91 | 36.60 |
| TOTAL | 825.48 | 1,015.81 |

Note 25.1 : The group has raised Commercial Paper which carries interest rate of 7.55% to 8.20% (Previous year 7.75% to 8.44%).

Note 25.2 : Cash credit from banks are repayable on demand and carries interest rate ranging from 7.00% to 9.30% and MCLR + 0.25 % (Previous year: 7.00% to 9.00% and MCLR + 0.25%).

Note 25.3 : Working capital Demand loan from banks carries interest rate of 7.39% to 9.50% (Previous year 7.25% to 9.00%), Repo Rate + 1.55% to 1.85% & T Bill + 1.11% (Previous year T Bill rate + 1% to 1.17%). These loans are repayable on different dates.

Note 25.4 : Buyers Credit from banks are repayable on due dates and carries interest at 7.07% to 7.87% (Previous Year: No Buyers Credit transaction)

Note 26 : Current Trade Payables

| Particulars | (₹ in crore) | |
|---|-------------------------|-------------------------|
| | As at March 31, 2025 | As at March 31, 2024 |
| 1. Trade Payables | | |
| a) Due to micro enterprises and small enterprises | 43.17 | 40.69 |
| b) Other than micro enterprises and small enterprises | 593.09 | 587.08 |
| 2. Acceptances (refer Note 26.2) | 249.20 | - |
| TOTAL | 885.46 | 627.77 |

Note 26.1 :- Trade Payables Ageing Schedule

Micro enterprise and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) have been identified by the Group on the basis of the information available with the Group and the auditors have relied on the same.

| As at March 31, 2025 | Unbilled payable | Outstanding for following periods | | | | | Total |
|--|------------------|-----------------------------------|------------------|-------------|--------------|-------------------|---------------|
| | | Not Due | Less than 1 year | 1 - 2 years | 2 - 3 years | more than 3 years | |
| Total outstanding dues of micro enterprises and small enterprises | - | 41.18 | 0.54 | 0.04 | - | 0.03 | 41.79 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 82.50 | 576.81 | 163.69 | 5.90 | 10.50 | 1.91 | 841.31 |
| Disputed dues of micro enterprises and small enterprises | - | - | 1.28 | 0.02 | 0.06 | 0.02 | 1.38 |
| Disputed dues of creditors other than micro enterprises and small enterprises | - | - | 0.10 | 0.55 | 0.08 | 0.25 | 0.98 |
| TOTAL | 82.50 | 617.99 | 165.61 | 6.51 | 10.64 | 2.21 | 885.46 |

| As at March 31, 2024 | Unbilled payable | Outstanding for following periods | | | | | Total |
|--|------------------|-----------------------------------|------------------|-------------|-------------|-------------------|---------------|
| | | Not Due | Less than 1 year | 1 - 2 years | 2 - 3 years | more than 3 years | |
| Total outstanding dues of micro enterprises and small enterprises | - | 36.29 | 4.12 | 0.05 | 0.01 | - | 40.47 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 93.06 | 439.26 | 40.38 | 8.07 | 4.31 | 0.68 | 585.76 |
| Disputed dues of micro enterprises and small enterprises | - | - | 0.18 | 0.01 | 0.01 | 0.02 | 0.22 |
| Disputed dues of creditors other than micro enterprises and small enterprises | - | - | 0.19 | 0.04 | 0.12 | 0.97 | 1.32 |
| TOTAL | 93.06 | 475.55 | 44.87 | 8.17 | 4.45 | 1.67 | 627.77 |

Note 26.2:

- a) Acceptances includes invoices discounted by the Supplier with Banks for the goods supplied to the Group.
- b) Carrying amount of liabilities that are part of supplier financing arrangements:

| Particulars | As at March 31, 2025 |
|---|--|
| Presented within trade and other payables | |
| - of which suppliers received payment | 249.20 |
| Range of payment due dates | |
| -Liabilities that are part of arrangement | 120 to 165 days from the date of invoice |
| -Comparable trade payables that are not part of arrangement | 0 to 165 days from the date of invoice |

Note 27 : Other financial liabilities

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|----------------------|----------------------|
| 1. Liabilities towards beneficiaries of company's Employee Stock Option Plan (ESOP) Trust | 0.07 | 0.07 |
| 2. Security Deposit | 130.45 | 129.91 |
| 3. Non Trade Payables | 32.94 | 41.73 |
| 4. Derivative liability | 1.92 | 0.13 |
| 5. Unclaimed Dividend | 0.31 | 0.32 |
| 6. Others (includes accrual for bonus, etc.) | 68.74 | 68.37 |
| TOTAL | 234.43 | 240.53 |

Note 28 : Other current liabilities

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|----------------------------|----------------------|----------------------|
| 1. Advances from Customers | 135.17 | 138.47 |
| 2. Statutory Liabilities | 26.90 | 36.31 |
| 3. Deferred Grants | 0.92 | 0.89 |
| 4. Others | 1.43 | 0.40 |
| TOTAL | 164.42 | 176.07 |

There are no amounts due to be credited to Investor Education and Protection Fund in accordance with Section 125 (2) (c) of the Companies Act, 2013 as at the year end.

Note 29 : Provisions

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|----------------------|----------------------|
| 1. Provision for employee benefits (refer note 40) | | |
| - Provision for compensated absences | 1.29 | 1.35 |
| - Provision for gratuity | 7.42 | 7.03 |
| 2. Provision for sales return (refer note 29.1 & 29.2) | 24.58 | 60.60 |
| TOTAL | 33.29 | 68.98 |

Note. 29.1 : Movement of provision for sales return

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|-----------------------------------|-------------------------|-------------------------|
| Opening Provision | 60.60 | 75.72 |
| Add : Provision made for the year | 249.94 | 116.18 |
| Less: Utilised during the year | 285.96 | 131.30 |
| Closing Provision | 24.58 | 60.60 |

Note. 29.2 : The Group makes a provision on estimated sales return based on historical experience. The Sales returns are generally expected within a year.

Note 30 : Revenue from operations

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| Sale of products (refer note 30.1) | | |
| 1. Sale of products | 9,323.04 | 9,471.94 |
| 2. Sale of by products/ miscellaneous products | 33.11 | 54.51 |
| | 9,356.15 | 9,526.45 |
| Other operating revenue | | |
| 1. Export Incentives | 1.35 | 0.46 |
| 2. Rebates / Incentives from Government | 10.43 | 18.06 |
| 3. Sale of Scrap and Empties | 7.82 | - |
| 4. Processing income | 7.96 | 8.04 |
| 5. Fair value of Biological Assets (refer note 6) | (1.41) | 7.06 |
| 6. Others | 0.47 | 0.48 |
| | 26.62 | 34.10 |
| TOTAL | 9,382.77 | 9,560.55 |

Note 30.1

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| 1. Reconciliation of revenue from contract with customers | | |
| Revenue from contract with customer as per the contract price | 9,800.91 | 9,936.93 |
| Adjustments made to contract price on account of :- | | |
| a) Discounts / Incentive | (444.76) | (410.48) |
| | 9,356.15 | 9,526.45 |
| 2. Disaggregation of revenue. | | |
| Animal Feed | 4,771.29 | 5,000.08 |
| Vegetable Oil | 1,432.59 | 1,218.10 |
| Crop Protection | 1,111.85 | 1,219.61 |
| Dairy | 1,582.91 | 1,572.38 |
| Poultry and processed food | 825.46 | 981.33 |
| Other Business | 106.30 | 100.07 |
| Inter segment elimination | (474.25) | (565.12) |
| | 9,356.15 | 9,526.45 |

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| 3. Geographical disaggregation | | |
| Sales in India | 9,091.84 | 9,389.49 |
| Sales outside India | 264.31 | 136.96 |
| | 9,356.15 | 9,526.45 |
| 4 Reconciliation of revenue recognised from contract liability (Advance from customers) | | |
| Contract Liabilities | 135.17 | 138.47 |

The amount of ₹ 135.12 cr included in contract liabilities at 31 March 2024 has been recognised as revenue during the year ended 31 March 2025 (Previous year: ₹ 68.70 cr).

Note 31 : Other Income

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| 1. Interest Income | | |
| a) Instruments measured at amortised cost | | |
| (i) Interest received on Deposits/Loans | 11.87 | 9.67 |
| (ii) Interest - Others | 1.30 | 0.62 |
| 2. Dividend received | 0.60 | 0.21 |
| 3. Profit on sale of Investments (net) | - | 0.07 |
| 4. Claims recovered | 2.74 | 1.78 |
| 5. Liabilities no longer required written back | 4.27 | 2.45 |
| 6. Royalty & Technical Knowhow | 10.00 | 11.59 |
| 7. Other Miscellaneous Income | 11.04 | 9.67 |
| 8. Grant amortization | 1.67 | 1.48 |
| 9. Foreign exchange gain (net) | - | 3.78 |
| TOTAL | 43.49 | 41.32 |

Note 32 : Cost of materials consumed

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| a) Raw Material Stocks at the Commencement of the Year | 880.64 | 878.28 |
| b) Add : Purchases / Change in Project-in-progress (net) | 6,628.70 | 7,100.30 |
| | 7,509.34 | 7,978.58 |
| c) Less: Raw Material Stocks at the Close of the year | 771.74 | 880.64 |
| Total Cost of Raw Material Consumed | 6,737.60 | 7,097.94 |

Note 33 : Purchase of stock-in-trade

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|----------------|--------------------------------------|--------------------------------------|
| 1. Agri inputs | 102.68 | 97.91 |
| 2. Others | 88.52 | 82.93 |
| TOTAL | 191.20 | 180.84 |

Note 34 : Changes In Inventories of Finished Goods, Work In Progress, Stock under cultivation and Stock-In-Trade and Biological assets

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| 1. Inventories at the Commencement of the year | | |
| a) Finished Goods | 335.08 | 278.94 |
| b) Work In Progress | 64.82 | 78.26 |
| c) Biological assets | 82.04 | 101.30 |
| d) Stock under cultivation | 45.01 | 20.32 |
| e) Stock-in-Trade | 36.31 | 49.39 |
| Total Inventories at the commencement of the year | 563.26 | 528.21 |
| 2. Less : Inventories at the Close of the year | | |
| a) Finished Goods | 279.89 | 335.08 |
| b) Work In Progress | 94.75 | 64.82 |
| c) Biological assets | 73.07 | 82.04 |
| d) Stock under cultivation | 53.86 | 45.01 |
| e) Stock-in-Trade | 44.26 | 36.31 |
| Total Inventories at the close of the year | 545.83 | 563.26 |
| Change in the Inventories of Finished Goods, Work In Progress, Stock under cultivation, Stock in Trade and Biological Asset | 17.43 | (35.05) |

Note 35 : Employee benefit expenses

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| 1. Salaries, Wages, Bonus and Allowances | 459.46 | 466.80 |
| 2. Contribution to Provident, Gratuity and Other Funds (refer note 40) | 30.76 | 29.15 |
| 3. Expense on Employee Stock based payments (refer note 41) | 2.19 | 3.22 |
| 4. Staff Welfare Expense | 42.27 | 39.95 |
| TOTAL | 534.68 | 539.12 |

Note 36 : Finance Costs

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---------------------------------------|--------------------------------------|--------------------------------------|
| 1. Interest Expense | | |
| i. Paid towards Loans and Cash Credit | 116.64 | 96.05 |
| ii. On Lease liability | 11.48 | 6.52 |
| iii. Others | 3.88 | 4.10 |
| 2. Other Borrowing Costs | 1.35 | 1.20 |
| TOTAL | 133.35 | 107.87 |

Note 36.1: Finance costs are net of interest capitalised to capital work-in-progress ₹ 4.02 crore (Previous year ₹ 8.60 crore).

Note 37 : Depreciation and Amortisation Expenses

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| 1. Depreciation (refer note 2) | 196.08 | 185.45 |
| 2. Amortization (refer note 5) | 4.92 | 4.92 |
| 3. Depreciation of Right of Use Asset (refer note 4) | 25.90 | 24.60 |
| Less : capitalised to Intangible assets under development | (0.80) | (0.68) |
| TOTAL | 226.10 | 214.29 |

Note 38 : Other Expenses

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| 1. Stores and Spares consumed | 47.23 | 47.88 |
| 2. Power and Fuel | 166.45 | 176.40 |
| 3. Processing and other manufacturing expenses | 265.24 | 273.52 |
| 4. Rent | 30.47 | 20.79 |
| 5. Rates and Taxes (Refer note 38.1 below) | 8.92 | 14.75 |
| 6. Repairs and Maintenance | | |
| (a) Machinery | 39.90 | 32.62 |
| (b) Buildings | 2.07 | 1.96 |
| (c) Other assets | 11.07 | 9.61 |
| 7. Insurance | 9.41 | 10.29 |
| 8. Payment to auditors | 1.80 | 1.78 |
| 9. Freight | 81.11 | 82.12 |
| 10. Advertisement, Selling and Distribution Expenses | 163.98 | 161.14 |
| 11. Bad Debts/Advances Written Off/sundry balance written off | 12.38 | 27.21 |
| 12. Allowances for Doubtful Debts and Advances | (4.86) | 0.71 |
| 13. Loss on sale of Investments (net) | (0.20) | - |
| 14. Loss on Sale/Write off of property, plant and equipments | 4.52 | 3.00 |
| 15. Research Expenses | 15.19 | 6.63 |
| 16. Net gain/loss on foreign currency transactions and translation | 1.58 | - |
| 17. Change in fair value of biological assets (unrealised + realised) | 1.01 | - |
| 18. Corporate Social Responsibility Expenses | 8.08 | 9.91 |
| 19. Miscellaneous Expenses | 220.32 | 195.93 |
| TOTAL | 1,085.67 | 1,076.25 |

Note 38.1 - Includes non-recurring expense incurred of ₹ Nil (Previous year ₹ 6.29 crore) towards differential VAT liability settled under VAT amnesty schemes.

Note 39 : Earnings per share

Calculation of weighted average number of equity shares - Basic and diluted

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| 1 Calculation of weighted average number of equity shares - Basic | | |
| Number of equity shares at the beginning of the year | 192,210,862 | 192,160,890 |
| Equity shares issued during the year | 55,485 | 49,972 |
| Number of equity shares outstanding at the end of the year | 192,266,347 | 192,210,862 |
| Weighted average number of equity shares outstanding during the year | 192,255,956 | 192,204,919 |
| 2 Calculation of weighted average number of equity shares - Diluted | | |
| Weighted average equity shares - Basic | 192,255,956 | 192,204,919 |
| Effect of exercise of share grants (refer note 39.1) | 79,021 | 70,978 |
| Revised number of potential equity shares outstanding at the end of the year | 192,334,977 | 192,275,897 |
| Weighted average number of potential equity shares outstanding during the year | 192,334,977 | 192,275,897 |
| 3 Profit attributable to ordinary shareholders (Basic/diluted) | | |
| Profit for the year, attributable to the owners of the Company | 429.72 | 359.67 |
| Profit for the year, attributable to ordinary shareholders | 429.72 | 359.67 |
| 4 Basic Earnings per share (₹) | 22.35 | 18.71 |
| 5 Diluted Earnings per share (₹) | 22.34 | 18.71 |
| 6 Nominal Value of Shares (₹) | 10.00 | 10.00 |

Note 39.1 Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

Note 40 : Employee benefits

The group contributes to the following post-employment plans in India.

Defined Contribution Plans:

The group's contributions paid/payable to Regional Provident Fund at certain locations, Super Annuation Fund, Employees State Insurance Scheme, Employees Pension Schemes, 1995 and other funds are determined under the relevant approved schemes and/or statutes and are recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service. There are no further obligations other than the contributions payable to the approved trusts/appropriate authorities.

The group recognised ₹ 23.96 crore for the year ended March 31, 2025 (Previous Year ₹ 21.47 crore) towards provident fund contribution (including interest shortfall), ₹ 0.45 crore for the year ended March 31, 2025 (Previous Year ₹ 0.28 crore) towards employees' state insurance contribution, ₹ 0.80 crore for the year ended March 31, 2025 (Previous Year ₹ 0.54 crore) towards National Pension Scheme and ₹ 0.39 crore for the year ended March 31, 2025 (Previous Year ₹ 0.40 crore) towards superannuation fund contribution in the Statement of Profit and Loss.

Defined Benefit Plan:

I. Provident Fund

- The Group manages the Provident Fund plan through a Provident Fund Trust for its employees which is permitted under The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and is actuarially valued. The plan envisages contribution by the employer and employees and guarantees interest at the rate notified by the Provident Fund authority. The contribution by employer and employee, together with interest, are payable at the time of separation from service or retirement, whichever is earlier.

The Group has an obligation to fund any shortfall on the yield of the trust's investments over the administered interest rates on an annual basis. These administered rates are determined annually predominantly considering the social rather than economic factors and the actual return earned by the Group has been higher in the past years. The actuary has provided a valuation for provident fund liabilities on the basis of guidance issued by Actuarial Society of India and based on the below provided assumptions there is shortfall of ₹ 3.83 crore as at March 31, 2025 (Previous year ₹ 1.06 crore), which has been recognised as expense in Statement of Profit and Loss under employee benefit expenses.

| (₹ in crore) | | |
|---|----------------|----------------|
| Particulars | March 31, 2025 | March 31, 2024 |
| Plan assets at period end, at fair value | 242.98 | 217.18 |
| Provident Fund Corpus/ obligation | 246.81 | 218.24 |
| Excess/(Shortfall) | (3.83) | (1.06) |
| Valuation assumptions under Deterministic Approach: | | |
| Whilst In service Withdrawal | 5.00% | 5.00% |
| Rate of Discounting | 6.72% | 7.20% |
| Guaranteed Rate of Interest | 8.25% | 8.25% |

II. Gratuity

The group's gratuity schemes are defined benefit plans. The group's liability for the defined benefit schemes is actuarially determined based on the projected unit credit method. The group's net obligations in respect of such plans is calculated by estimating the amount of future benefit that the employees have earned in return for their services in the current and prior periods and that benefit is discounted to determine its present value and the fair value of the plan asset is deducted. Actuarial gains and losses are recognised immediately in the Other Comprehensive Income in the Statement of Profit and Loss.

In accordance with the provisions of the Payment of Gratuity Act, 1972, the Group has a defined benefit plan which provides for gratuity payments. The plan provides a lump sum gratuity payment to eligible employees at retirement or termination of their employment. The amounts are based on the respective employee's last drawn salary and the years of employment with the Group.

Liabilities in respect of the gratuity plan are determined by an actuarial valuation, based upon which the Group makes annual contributions to the Group Gratuity cum Life Assurance Schemes administered by the ICICI Prudential Life insurance, a funded defined benefit plan for qualifying employees. The Holding Company has a Gratuity Trust and Trustees administer the contributions made by the Company to the gratuity scheme. The employee gratuity fund scheme for other Indian subsidiaries is managed by Life Insurance Corporation of India.

The most recent actuarial valuation of the defined benefit obligation along with the fair valuation of the plan assets in relation to the gratuity scheme was carried out as at March 31, 2025. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation and the plan assets as at balance sheet date:

| (₹ in crore) | | |
|--|----------------|----------------|
| Particulars | March 31, 2025 | March 31, 2024 |
| Defined benefit obligation | (56.70) | (53.55) |
| Fair value of plan assets | 45.92 | 44.62 |
| Net defined benefit (obligation)/assets | (10.78) | (8.93) |

i. **Movement in net defined benefit (asset) liability**

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components

(₹ in crore)

| Particulars | Defined Benefit Obligation | | Fair value of plan assets | | Net defined benefit (asset) liability | |
|--|----------------------------|----------------|---------------------------|----------------|---------------------------------------|----------------|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Opening balance | 53.55 | 49.57 | 44.62 | 40.27 | 8.93 | 9.30 |
| Included in profit or loss | | | | | | |
| Current service cost | 4.53 | 4.29 | - | - | 4.53 | 4.29 |
| Past service cost | - | - | - | - | - | - |
| Interest cost (income) | 3.84 | 3.71 | 3.21 | 3.05 | 0.63 | 0.66 |
| Liability / Assets transferred in / Acquisitions | 0.07 | 0.26 | 0.03 | 0.26 | 0.04 | - |
| Included in OCI | | | | | | |
| Remeasurement loss (gain): | | | | | | |
| Actuarial loss (gain) arising from: | | | | | | |
| Demographic assumptions | 0.02 | (0.21) | - | - | 0.02 | (0.21) |
| Financial assumptions | 1.48 | 1.07 | - | - | 1.48 | 1.07 |
| Experience adjustment | 1.38 | 1.74 | - | - | 1.38 | 1.74 |
| Acquisition adjustment | 0.05 | - | - | - | 0.05 | - |
| Return on plan assets excluding interest income | - | - | 0.32 | 1.15 | (0.32) | (1.15) |
| | 64.92 | 60.43 | 48.18 | 44.73 | 16.74 | 15.70 |
| Other | | | | | | |
| Contributions paid by the employer | (0.02) | - | 5.94 | 6.77 | (5.96) | (6.77) |
| Benefits paid | (8.20) | (6.88) | (8.20) | (6.88) | - | - |
| Acquisitions | - | - | - | - | - | - |
| Closing balance | 56.70 | 53.55 | 45.92 | 44.62 | 10.78 | 8.93 |

Represented by

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|-------------------------------|----------------|----------------|
| Net defined benefit liability | 10.78 | 8.93 |
| TOTAL | 10.78 | 8.93 |

ii. **Plan assets**

Plan assets comprise the following

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|-----------------------------|----------------|----------------|
| Insurer managed fund (100%) | 45.91 | 44.61 |
| Cash & cash equivalents | 0.01 | 0.01 |
| TOTAL | 45.92 | 44.62 |

iii. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

| Particulars | March 31, 2025 | March 31, 2024 |
|---------------------------|--|--|
| Discount rate | 6.71% | 7.19% |
| Future salary growth | 5.30% | 5.30% |
| Rate of employee turnover | For service 4 yrs. & Below 15.7 % p.a. & For service 5 yrs and above 6.4% p.a. | For service 4 yrs. & Below 15.7 % p.a. & For service 5 yrs and above 6.4% p.a. |
| Mortality rate | Indian Assured Lives Mortality (2012-14) Urban | Indian Assured Lives Mortality (2012-14) Urban |
| Weighted Average Duration | 7 | 7 |

Assumptions regarding future mortality have been based on published statistics and mortality tables.

iv. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

(₹ in crore)

| Particulars | March 31, 2025 | | March 31, 2024 | |
|---|----------------|----------|----------------|----------|
| | Increase | Decrease | Increase | Decrease |
| Discount rate (1% movement) | (2.99) | 3.39 | (2.79) | 3.15 |
| Future salary growth (1% movement) | 3.41 | (3.06) | 3.19 | (2.87) |
| Rate of employee turnover (1% movement) | 0.27 | (0.45) | 0.41 | (0.63) |

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

v. Expected future cash flows

The expected future cash flows in respect of gratuity as at March 31, 2025 and March 31, 2024 were as follows

(₹ in crore)

| Expected future benefit payments | March 31, 2025 | March 31, 2024 |
|----------------------------------|----------------|----------------|
| 1st Following year | 10.62 | 10.12 |
| 2nd Following year | 6.31 | 5.17 |
| 3rd Following year | 6.12 | 6.74 |
| 4th Following year | 5.79 | 5.60 |
| 5th Following year | 5.83 | 5.07 |
| Thereafter | 49.70 | 49.57 |

Other long-term employee benefits:

Compensated absences are payable to employees at the rate of daily salary for each day of accumulated leave on death or on resignation or upon retirement. The charge towards compensated absences for the period ended March 31, 2025 based on actuarial valuation using the projected accrued benefit method is ₹ 2.94 crore (Previous Year ₹ ₹ 4.26 crore).

Termination Benefits: All termination benefits including voluntary retirement compensation are fully written off to the Statement of Profit & Loss

Incentive Plans: The Group has a scheme of Incentives to Employees which is fully expensed to the Statement of Profit & Loss in the respective periods. The Scheme rewards its employees based on the achievement of key performance indicators and profitability, as prescribed in the scheme.

Note 41: Share-based payment arrangements:

Description of share-based payment arrangements

A. Godrej Agrovet Limited

Employee stock grants - equity settled

The Company had set up the Employees Stock Grant Scheme 2018 (ESGS) pursuant to the approval by the Shareholders by way of postal ballot, the result of which was declared on June 20, 2018.

The ESGS Scheme is effective from April 1, 2018, (the "Effective Date") and shall continue to be in force until (i) its termination by the Board or (ii) the date on which all of the shares to be vested under Employee Stock Grant Scheme 2018 have been vested in the Eligible Employees and all restrictions on such Stock Grants awarded under the terms of ESGS Scheme, if any, have lapsed, whichever is earlier.

The Scheme applies to the Eligible Employees who are in whole time employment of the Company or its Subsidiary Companies. The entitlement of each employee would be decided by the Nomination and Remuneration Committee of the respective Company based on the employee's performance, level, grade, etc.

The total number of Stock Grants to be awarded under the ESGS Scheme are restricted to 25,00,000 (Twenty five Lakhs) fully paid up equity shares of the Company. Not more than 5,00,000 (Five Lac) fully paid up equity shares or 1% of the issued equity share capital at the time of awarding the Stock Grant, whichever is lower, can be awarded to any one employee in any one year.

The Stock Grants shall vest in the Eligible Employees pursuant to the ESGS Scheme in the proportion of 1/3rd at the end of each year from the date on which the Stock Grants are awarded for a period of three consecutive years, or as may be determined by the Nomination and Remuneration Committee, subject to the condition that the Eligible Employee continues to be in employment of the Company or the Subsidiary company as the case may be.

The Eligible Employee shall exercise her / his right to acquire the shares vested in her / him all at one time within 1 month from the date on which the shares vested in her / him or such other period as may be determined by the Nomination and Remuneration Committee.

The Exercise Price of the shares has been fixed at ₹ 10 per share. The fair value of the employee share options has been measured using the Black-Scholes Option Pricing Model and charged to the Statement of Profit and Loss. The value of the options is treated as a part of employee compensation in the financial statements and is amortised over the vesting period.

The Company has provided ₹ 2.16 crore (Previous Year ₹ 2.92 crore) for all the eligible employees for current year.

Following table lists the average inputs to the model used for the plan for the year ended March 31, 2025:

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Description of the Inputs used |
|---|------------------------------|------------------------------|---|
| Dividend yield % | 1.72% | 2.15% | Dividend yield of the options is based on recent dividend activity. |
| Expected volatility % | 26% - 31% | 22% - 32% | Expected volatility of the option is based on historical volatility, during a period equivalent to the option life, of the observed market prices of the Company's publicly traded equity shares. |
| Risk free Interest rate % | 7.07% to 7.125% | 6.913% to 6.952% | Risk-free interest rates are based on the government securities yield in effect at the time of the grant. |
| Expected life of share options | 1 to 3 years | 1 to 3 years | |
| Weighted Average Market price on date of granting the options | 561.68 | 422.98 | |

Options outstanding at the end of the year and details of the grant are as follows:

| Grant date | March 31, 2025 | March 31, 2024 |
|--------------------|----------------|----------------|
| May 7, 2021 | - | 14,037 |
| May 11, 2022 | 14,571 | 32,060 |
| May 9, 2023 | 37,493 | 59,299 |
| September 28, 2023 | - | 2,153 |
| May 8, 2024 | 53,160 | - |
| | 105,224 | 107,549 |

The Status of the above plan is as under:

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Weighted average Exercise Price (₹) |
|---|------------------------------|------------------------------|--|
| Options Outstanding at the Beginning of the Year | 107,549 | 105,504 | ₹10.00 |
| Options Granted | 53,160 | 74,994 | |
| Options Vested | 55,485 | 49,972 | |
| Options Exercised | 55,485 | 49,972 | |
| Options Lapsed / Forfeited | - | 22,977 | |
| Total Options Outstanding at the end of the year | 105,224 | 107,549 | |

The weighted average exercise price of the options outstanding as on March 31, 2025 is ₹ 10/- (Previous year ₹ 10/- per share)

B. Astec LifeSciences Limited

(a) Employee stock option scheme (ESOP, 2012 as amended by the Shareholders by way of a Special Resolution)

The Company had set up the Employees Stock Option Plan 2012 which was amended by the Shareholders by way of a Special Resolution obtained by way of Postal Ballot, whose results have been declared on September 27, 2021.

The Scheme applies to the Eligible Employees who are in whole time employment of the Company or its Subsidiary Companies. The entitlement of each employee would be decided by the Nomination and Remuneration Committee of the respective Company based on the employee's performance, level, grade, etc.

The total number of Stock Option to be awarded under the ESOP Scheme are restricted to 1% of the issued equity share capital at the time of awarding the Stock Option, can be awarded to any one employee in any one year.

The Stock Options shall vest in the Eligible Employees pursuant to the ESOP Scheme in the proportion of 1/3rd at the end of each year from the date on which the Stock Options are awarded for a period of three consecutive years, or as may be determined by the Nomination and Remuneration Committee, subject to the condition that the Eligible Employee continues to be in employment of the Company or the Subsidiary company as the case may be.

The Eligible Employee shall exercise her / his right to acquire the shares vested in her / him all at one time within 1 month from the date on which the shares vested in her / him or such other period as may be determined by the Nomination and Remuneration Committee.

(b) Employee stock option scheme (ESOS, 2015)

The Company has implemented Employees under Employee stock option scheme (ESOS, 2015) which was approved by the Shareholders at the 21st Annual General Meeting. The employee stock option scheme is designed to provide incentives to all the permanent employees to deliver long-term returns. Under the plan, participants are granted options which will vest in 4 years (40% in 1st year, 30% in 2nd year, 20% in 3rd year and 10% in 4th year) from the date of grant. Participation in the plan is at the discretion of the Compensation Committee / Board of Directors of the Company.

Once vested, the options remains exercisable for a period of three years.

Options are granted at the market price on which the options are granted to the employees under ESOS 2015. When exercisable, each option is convertible into one equity share.

(c) **Employee stock option plan (ESOP,2012)**

The Company has implemented Employee Stock Option Plan (ESOP 2012) which was approved by the Shareholders at the Extra-Ordinary General Meeting of the Group in the Year 2012. The employee stock option plan is designed to provide incentives to all the permanent employees to deliver long-term returns. Under the plan, participants are granted options which will vest in 4 years (40% in 1st year, 30% in 2nd year, 20% in 3rd year and 10% in 4th year) from the grant date. Participation in the plan is at the discretion of the Compensation Committee / Board of Directors of the Company.

Once vested, the options remains exercisable for a period of seven years.

Options are granted under ESOP 2012 at an exercise price of ₹ 34/- each. When exercisable, each option is convertible into one equity share.

Set out below is a summary of options granted under both the plans:

Employee stock option scheme (ESOP, 2012 as amended by the Shareholders by way of a Special Resolution)

| Particulars | March 31, 2025 | | March 31, 2024 | |
|-------------------------------|---|-------------------|---|-------------------|
| | Average exercise price per share option (₹) | Number of options | Average exercise price per share option (₹) | Number of options |
| Opening balance | 10.00 | 3,843 | 10.00 | 3,533 |
| Granted during the year | 10.00 | 831 | 10.00 | 1,856 |
| Exercised during the year | - | 2,165 | - | 1,546 |
| Lapsed during the year | - | 1,141 | - | - |
| Closing balance | | 1,368 | | 3,843 |
| Vested and exercisable | - | - | - | - |

Employee stock option plan (ESOP,2012)

| Particulars | March 31, 2025 | | March 31, 2024 | |
|-------------------------------|---|-------------------|---|-------------------|
| | Average exercise price per share option (₹) | Number of options | Average exercise price per share option (₹) | Number of options |
| Opening balance | 34.00 | 300 | 34.00 | 300 |
| Granted during the period | - | - | - | - |
| Exercised during the period | 34.00 | - | 34.00 | - |
| Lapsed during the period | - | - | - | - |
| Closing balance | | 300 | | 300 |
| Vested and exercisable | | 300 | | 300 |

Employee stock option scheme (ESOS,2015)

| Particulars | March 31, 2025 | | March 31, 2024 | |
|-------------------------------|---|-------------------|---|-------------------|
| | Average exercise price per share option (₹) | Number of options | Average exercise price per share option (₹) | Number of options |
| Opening balance | 387.35 | - | 387.35 | 2,000 |
| Granted during the period | - | - | - | - |
| Exercised during the period | 387.35 | - | 387.35 | 2,000 |
| Lapsed during the period | | | | |
| Closing balance | | - | | - |
| Vested and exercisable | | - | | - |

Share options outstanding at the end of the year have the following expiry date and exercise prices:

| Grant date | Expiry date | Exercise price | March 31, 2025 Share options | March 31, 2024 Share options |
|---|------------------|----------------|---------------------------------|---------------------------------|
| January 31, 2015 | January 30, 2026 | 34.00 | 300 | 300 |
| July 26, 2016 | July 25, 2023 | 387.35 | - | - |
| October 30,2021 | August 31, 2023 | 10.00 | - | - |
| October 30,2021 | August 31, 2024 | 10.00 | - | 1,106 |
| May 6, 2022 | June 9, 2023 | 10.00 | - | - |
| May 6, 2022 | June 9, 2024 | 10.00 | - | 441 |
| May 6, 2022 | June 9, 2025 | 10.00 | 141 | 440 |
| May 9, 2023 | May 9, 2024 | 10.00 | - | 618 |
| May 9, 2023 | May 9, 2025 | 10.00 | 198 | 619 |
| May 9, 2023 | May 9, 2026 | 10.00 | 198 | 619 |
| Jan 27, 2025 | Feb 26, 2028 | 10.00 | 831 | - |
| TOTAL | | | 1,668 | 4,143 |
| Weighted average remaining contractual life of options outstanding at end of period | | | 1.28 | 0.92 |

(i) **Fair value of options granted**

The fair value of grant date of options granted during the year ended March 31, 2025 is mentioned in the table below. The fair value at grant date is determined using the Black Scholes model which takes into account the exercise price, the term of option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

| Grant date | Expiry date | Fair Value | March 31, 2025 Share options | March 31, 2024 Share options |
|------------------|------------------|------------|---------------------------------|---------------------------------|
| January 31, 2015 | January 30, 2026 | 110.49 | 300 | 300 |
| July 26, 2016 | July 25, 2023 | 297.00 | - | - |
| October 30,2021 | August 31, 2023 | 1,239.65 | - | - |
| October 30,2021 | August 31, 2024 | 1,238.16 | - | 1,106 |
| May 6, 2022 | June 9, 2023 | 1,932.04 | - | - |
| May 6, 2022 | June 9, 2024 | 1,930.58 | - | 441 |
| May 6, 2022 | June 9, 2025 | 1,929.08 | 141 | 440 |
| May 9, 2023 | May 9, 2024 | 1,353.88 | - | 618 |
| May 9, 2023 | May 9, 2025 | 1,352.39 | 198 | 619 |
| May 9, 2023 | May 9, 2026 | 1,350.90 | 198 | 619 |
| Jan 27, 2025 | Feb 26, 2028 | 1,350.90 | 831 | - |
| TOTAL | | | 1,668 | 4,143 |

The model inputs for options granted includes:

ESOP, 2012 as amended, granted on Jan 27, 2025

| Particulars | 27th Jan, 2025 |
|---|----------------|
| Exercise Price | ₹ 10 |
| Grant Date | 27th Jan, 2025 |
| Expected life of share options | 1 to 3 years |
| Share price at grant date | 989.82 |
| Expected price volatility of the company's shares | 49% to 53% |
| Expected dividend yield | 0.29% |
| Risk free interest rate | 6.90% to 6.96% |

ESOP, 2012 as amended, granted on May 9, 2023

| Particulars | 9th May, 2023 |
|---|----------------|
| Exercise Price | ₹ 10 |
| Grant Date | 9th May, 2023 |
| Expected life of share options | 1 to 3 years |
| Share price at grant date | 1,355.45 |
| Expected price volatility of the company's shares | 49% to 53% |
| Expected dividend yield | 0.29% |
| Risk free interest rate | 6.90% to 6.96% |

ESOP, 2012 as amended, granted on May 6, 2022

| Particulars | May 6, 2022 |
|---|------------------|
| Exercise Price | ₹ 10 |
| Grant Date | May 6, 2022 |
| Expected life of share options | 1 to 3 years |
| Share price at grant date | 1933.64 |
| Expected price volatility of the company's shares | 46% to 55% |
| Expected dividend yield | 0.08% |
| Risk free interest rate | 5.487% to 6.932% |

ESOP, 2012 as amended, granted on October 31, 2021

| Particulars | October 30, 2021 |
|---|------------------|
| Exercise Price | ₹ 10 |
| Grant Date | October 30, 2021 |
| Expected life of share options | 1 to 3 years |
| Share price at grant date | 1,242.71 |
| Expected price volatility of the company's shares | 44% to 58% |
| Expected dividend yield | 0.12% |
| Risk free interest rate | 4.107% to 5.124% |

ESOS, 2015 granted on July 26, 2016

Options are granted for a consideration as mentioned in the below table and 40% of options vest after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 3 years after vesting.

| Particulars | July 25, 2020 | July 25, 2021 | July 25, 2022 | July 25, 2023 |
|---|---------------|---------------|---------------|---------------|
| Exercise Price | ₹ 387.35/- | ₹ 387.35/- | ₹ 387.35/- | ₹ 387.35/- |
| Grant Date | July 26, 2016 | July 26, 2016 | July 26, 2016 | July 26, 2016 |
| Expiry Date | July 25, 2020 | July 25, 2021 | July 25, 2022 | July 25, 2023 |
| Share price at grant date | ₹ 387.35 | ₹ 387.35 | ₹ 387.35 | ₹ 387.35 |
| Expected price volatility of the Group's shares | 57% | 66% | 115% | 109% |
| Expected dividend yield | 0.00% | 0.00% | 0.00% | 0.00% |
| Risk free interest rate | 8.27% | 8.17% | 8.20% | 8.32% |

The model inputs for options granted includes:**ESOP, 2012- Option B granted on May 16, 2015**

Options are granted for a consideration as mentioned in the below table and 40% of options vest after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 7 years after vesting.

| Particulars | May 15, 2023 | May 15, 2024 | May 15, 2025 | May 15, 2026 |
|---|--------------|--------------|--------------|--------------|
| Exercise Price | ₹ 34/- | ₹ 34/- | ₹ 34/- | ₹ 34/- |
| Grant Date | May 16, 2015 | May 16, 2015 | May 16, 2015 | May 16, 2015 |
| Expiry Date | May 15, 2023 | May 15, 2024 | May 15, 2025 | May 15, 2026 |
| Share price at grant date | ₹ 138/- | ₹ 138/- | ₹ 138/- | ₹ 138/- |
| Expected price volatility of the Group's shares | 71% | 139% | 121% | 108% |
| Expected dividend yield | 0.91% | 0.91% | 0.91% | 0.91% |
| Risk free interest rate | 8.30% | 8.19% | 8.21% | 8.30% |

The model inputs for options granted includes:**ESOP, 2012- Option A granted on January 31, 2015**

Options are granted for a consideration as mentioned below in the table and vest 40% of options after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 7 years after vesting.

| Particulars | January 30, 2023 | January 30, 2024 | January 30, 2025 | January 30, 2026 |
|---|------------------|------------------|------------------|------------------|
| Exercise Price | ₹ 34/- | ₹ 34/- | ₹ 34/- | ₹ 34/- |
| Grant Date | January 31, 2015 | January 31, 2015 | January 31, 2015 | January 31, 2015 |
| Expiry Date | January 30, 2023 | January 30, 2024 | January 30, 2025 | January 30, 2026 |
| Share price at grant date | ₹ 127.70/- | ₹ 127.70/- | ₹ 127.70/- | ₹ 127.70/- |
| Expected price volatility of the Group's shares | 72% | 143% | 120% | 108% |
| Expected dividend yield | 0.78% | 0.78% | 0.78% | 0.78% |
| Risk free interest rate | 8.27% | 8.17% | 8.20% | 8.32% |

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

Note 42: Financial instruments – Fair values and risk management

Note 42.1: Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹ in crore)

| March 31, 2025 | Carrying amount | | | | Fair value | | | |
|---|-----------------|--------------|---|-----------------|--------------|-------------|---------|--------------|
| | FVTPL | FVOCI | Amortised Cost (not measured at fair value) | Total | Level 1 | Level 2 | Level 3 | Total |
| Financial assets | | | | | | | | |
| I. Non Current Financial Assets | | | | | | | | |
| 1. Investments | 0.01 | 16.49 | - | 16.50 | 16.49 | 0.01 | - | 16.50 |
| 2. Loans | - | - | 31.47 | 31.47 | - | - | - | - |
| 3. Other non-current financial assets | - | - | 41.16 | 41.16 | - | - | - | - |
| II. Current Financial Assets | | | | | | | | |
| 1. Current investments | - | - | - | - | - | - | - | - |
| 2. Trade receivables | - | - | 572.08 | 572.08 | - | - | - | - |
| 3. Cash and cash equivalents | - | - | 36.73 | 36.73 | - | - | - | - |
| 4. Other bank balances | - | - | 2.60 | 2.60 | - | - | - | - |
| 5. Loans | - | - | 24.10 | 24.10 | - | - | - | - |
| 6. Other current financial assets | - | - | 36.34 | 36.34 | - | - | - | - |
| | 0.01 | 16.49 | 744.48 | 760.98 | 16.49 | 0.01 | - | 16.50 |
| Financial liabilities | | | | | | | | |
| I. Non Current Financial Liabilities | | | | | | | | |
| 1. Borrowings | - | - | 455.59 | 455.59 | - | - | - | - |
| 2. Other non-current financial liabilities | - | - | 3.56 | 3.56 | - | - | - | - |
| II. Current Financial liabilities | | | | | | | | |
| 1. Borrowings | - | - | 825.48 | 825.48 | - | - | - | - |
| 2. Trade payables | - | - | 885.46 | 885.46 | - | - | - | - |
| 3. Other current financial liabilities | 1.92 | - | 232.51 | 234.43 | - | 1.92 | - | 1.92 |
| | 1.92 | - | 2,402.60 | 2,404.52 | - | 1.92 | - | 1.92 |

(₹ in crore)

| March 31, 2024 | Carrying amount | | | | Fair value | | | |
|---|-----------------|--------------|---|-----------------|--------------|-------------|---------|--------------|
| | FVTPL | FVOCI | Amortised Cost (not measured at fair value) | Total | Level 1 | Level 2 | Level 3 | Total |
| Financial Assets | | | | | | | | |
| I. Non-current Financial Assets | | | | | | | | |
| 1. Investments | 0.01 | 16.63 | - | 16.64 | 16.63 | 0.01 | - | 16.64 |
| 2. Loans | - | - | 62.83 | 62.83 | - | - | - | - |
| 3. Other non-current financial assets | - | - | 42.36 | 42.36 | - | - | - | - |
| II. Current Financial Assets | | | | | | | | |
| 1. Investments | 8.01 | - | - | 8.01 | 8.01 | - | - | 8.01 |
| 2. Trade receivables | - | - | 518.91 | 518.91 | - | - | - | - |
| 3. Cash and cash equivalents | - | - | 49.76 | 49.76 | - | - | - | - |
| 4. Other bank balances | - | - | 3.11 | 3.11 | - | - | - | - |
| 5. Loans | - | - | 18.93 | 18.93 | - | - | - | - |
| 6. Other current financial assets | 0.01 | - | 49.89 | 49.90 | - | 0.01 | - | 0.01 |
| | 8.03 | 16.63 | 745.79 | 770.45 | 24.64 | 0.02 | - | 24.66 |
| Financial liabilities | | | | | | | | |
| I. Non-current Financial liabilities | | | | | | | | |
| 1. Borrowings | - | - | 292.69 | 292.69 | - | - | - | - |
| 2. Other non-current financial liabilities | - | - | 24.20 | 24.20 | - | - | - | - |
| II. Current Financial liabilities | | | | | | | | |
| 1. Borrowings | - | - | 1,015.81 | 1,015.81 | - | - | - | - |
| 2. Trade payables | - | - | 627.77 | 627.77 | - | - | - | - |
| 3. Other current financial liabilities | 0.13 | - | 240.40 | 240.53 | - | 0.13 | - | 0.13 |
| | 0.13 | - | 2,200.87 | 2,201.00 | - | 0.13 | - | 0.13 |

Valuation technique used to determine fair value

The following table shows the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as significant unobservable input used.

| Type | Valuation technique | Significant unobservable inputs | Inter-relationship between significant unobservable inputs and fair value measurement |
|---|--|---------------------------------|---|
| Forward contract for foreign exchange contracts | - the fair value of the forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date. | NA | NA |

Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ;
- Market risk; and
- Currency risk;

i. Risk management framework

The Holding Company's Board of Directors has overall responsibility for the establishment and oversight of the group's risk management framework. The Board of Directors has established the Risk Management Committee, which is responsible for developing and monitoring the group's risk management policies. The committee reports regularly to the board of directors on its activities.

The group's risk management policies are established to identify and analyse the risks faced by the group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the group's activities. The group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the group. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

Note 42.2: Credit risk

Credit risk is the risk of financial loss to the group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the group's receivables from customers and loans and advances.

The carrying amount of following financial assets represents the maximum credit exposure:

Trade receivables and loans and advances.

The group's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the group grants credit terms in the normal course of business.

The Risk Management Committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the group's standard payment and delivery terms and conditions are offered. The group's export sales are backed by letters of credit, Export Credit Guarantee Corporation and accordingly no provision has been made on the same. Further for domestic sales, the group segments the customers into Distributors and Others for credit monitoring.

The group maintains adequate security deposits for sales made to its distributors. For other trade receivables, the group individually monitors the sanctioned credit limits as against the outstanding balances. Accordingly, the group makes specific provisions against such trade receivables wherever required and monitors the same at periodic intervals. The group establishes an allowance for impairment that represents its estimate of expected losses in respect of trade receivables and loans and advances.

The maximum exposure to credit risk for trade and other receivables by type of counterparty was as follows:

(₹ in crore)

| Particulars | Carrying amount | |
|---|-----------------|----------------|
| | March 31, 2025 | March 31, 2024 |
| Trade Receivables (net of credit impaired) | 572.08 | 518.91 |
| Exports | | |
| Distributors | 97.02 | 109.58 |
| Other | 0.09 | - |
| Domestic | | |
| Distributors | 316.44 | 334.75 |
| Other | 158.53 | 74.58 |
| | 572.08 | 518.91 |
| Other Receivables | 98.12 | 108.52 |

Impairment

The ageing of trade receivables that were not impaired is as per Note 13.

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows:

| (₹ in crore) | | |
|----------------------------|----------------|----------------|
| For Trade Receivables | March 31, 2025 | March 31, 2024 |
| Opening | 39.20 | 39.13 |
| Impairment loss recognised | 6.60 | 27.92 |
| Amounts written off | (12.38) | (27.85) |
| Closing | 33.42 | 39.20 |

| (₹ in crore) | | |
|----------------------------|----------------|----------------|
| For Other Receivables | March 31, 2025 | March 31, 2024 |
| Opening | 0.38 | 0.38 |
| Impairment loss recognised | 0.07 | 0.00 |
| Amounts written off | - | - |
| Closing | 0.45 | 0.38 |

Cash and cash equivalents and other bank balances

The group held cash and cash equivalents and other bank balances of ₹ 39.33 crore as at March 31, 2025 (Previous Year ₹ ₹ 52.87 crore). The cash and cash equivalents and other bank balances are held with bank and financial institution counterparties with good credit rating.

Other than trade and other receivables, the group has no other financial assets that is past due but not impaired.

Note 42.3: Liquidity risk

Liquidity risk is the risk that the group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the group's reputation. The Group has access to funds from debt markets through loans from banks, commercial papers and other debt instruments.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date.

| March 31, 2025 | Contractual cash flows | | | | | | |
|--|------------------------|-----------------|-----------------|--------------|---------------|---------------|-------------------|
| | Carrying amount | Total | 0-6 months | 6-12 months | 1-2 years | 2-5 years | More than 5 years |
| Non-derivative financial liabilities | | | | | | | |
| Non current, non derivative financial liabilities | | | | | | | |
| Term Loan from Bank and NCD (including current maturities) | 499.50 | 535.49 | 40.00 | 22.97 | 318.41 | 153.15 | 0.96 |
| Other non-current financial liabilities | 3.56 | 3.56 | - | - | 3.56 | - | - |
| Current, non derivative financial liabilities | | | | | | | |
| Cash credit from bank | 93.48 | 93.48 | 93.48 | - | - | - | - |
| Commercial papers | 396.60 | 400.00 | 400.00 | - | - | - | - |
| Buyers Credit | 47.50 | 47.50 | 47.50 | - | - | - | - |
| Working Capital Loans from Banks | 243.99 | 245.14 | 245.14 | - | - | - | - |
| Trade payables | 636.25 | 636.25 | 632.24 | 3.95 | 0.04 | 0.02 | - |
| Acceptances | 249.20 | 249.20 | 249.20 | - | - | - | - |
| Other current financial liabilities and Lease Liabilities | 347.42 | 375.03 | 249.13 | 17.17 | 30.09 | 70.24 | 8.40 |
| Derivative liability | | | | | | | |
| MTM on forward exchange contract | 1.92 | 1.92 | 1.92 | - | - | - | - |
| TOTAL | 2,519.42 | 2,587.57 | 1,958.61 | 44.09 | 352.10 | 223.41 | 9.36 |

(₹ in crore)

| March 31, 2024 | Contractual cash flows | | | | | | |
|--|------------------------|-----------------|-----------------|--------------|---------------|---------------|-------------------|
| | Carrying amount | Total | 0-6 months | 6-12 months | 1-2 years | 2-5 years | More than 5 years |
| Non-derivative financial liabilities | | | | | | | |
| Non current, non derivative financial liabilities | | | | | | | |
| Term loans from Bank | 340.49 | 377.90 | 34.96 | 22.80 | 90.59 | 226.70 | 2.85 |
| Other non-current financial liabilities-Non Trade Payables | 24.20 | 24.20 | - | - | 24.20 | - | - |
| Current, non derivative financial liabilities | | | | | | | |
| Cash credit from bank | 9.33 | 9.33 | 9.33 | - | - | - | - |
| Commercial papers | 726.02 | 730.00 | 730.00 | - | - | - | - |
| Working Capital Loans from Banks | 232.66 | 232.30 | 232.30 | - | - | - | - |
| Current maturities of long-term debt | - | - | - | - | - | - | - |
| Trade and other payables | 627.77 | 627.77 | 625.59 | 0.65 | 1.53 | - | - |
| Acceptances | - | - | - | - | - | - | - |
| Other current financial liabilities and Lease Liabilities | 347.78 | 380.23 | 256.61 | 12.70 | 27.93 | 58.34 | 24.65 |
| Derivative liability | | | | | | | |
| MTM on forward exchange contract | 0.13 | 0.13 | 0.13 | - | - | - | - |
| TOTAL | 2,308.38 | 2,381.86 | 1,888.92 | 36.15 | 144.25 | 285.04 | 27.50 |

The gross inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity. The disclosure shows net cash flow amounts for derivatives that are net cash-settled and gross cash inflow and outflow amounts for derivatives that have simultaneous gross cash settlement.

The Group has sufficient current assets to manage the liquidity risk, if any, in relation to current financial liabilities.

Note 42.4 : Currency Risk

Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Our Board of Directors and its Audit Committee are responsible for overseeing our risk assessment and management policies. Our major market risks of foreign exchange, interest rate and counter-party risk are managed centrally by our group treasury department, which evaluates and exercises independent control over the entire process of market risk management.

Interest rate risk is covered by entering into fixed-rate instruments to ensure variability in cash flows attributable to interest rate risk is minimised.

Currency risk

The group's risk management policy is to hedge its foreign currency exposure in accordance with the exposure limits advised from time to time.

The functional currencies of the group companies are primarily the local currency of the respective countries in which they operate. The Group is exposed to currency risk to the extent that there is a mismatch between the currencies in which revenues and expenses are denominated and the respective functional currencies of group companies. The currencies in which these transactions are primarily denominated are INR. Foreign currency revenues and expenses are in the nature of export sales, import purchases, royalty, technical know-how & professional and consultation fees.

Exposure to currency risk

The summary quantitative data about the group's exposure to currency risk as reported to the management of the Group is as follows. The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

(₹ in crore)

| Particulars | March 31, 2025 | | | March 31, 2024 | | |
|--|----------------|---------------|----------|----------------|---------------|----------|
| | USD | EUR | CHF | USD | EUR | CHF |
| Financial Assets | | | | | | |
| Trade and other receivables | 94.50 | - | - | 125.44 | - | - |
| Foreign exchange forward contracts | (39.17) | - | - | (30.81) | - | - |
| Net exposure to foreign currency risk (Assets) | 55.33 | - | - | 94.63 | - | - |
| Financial Liabilities | | | | | | |
| Buyers Credit | (47.50) | - | - | - | - | - |
| Trade payables | (137.33) | (0.53) | - | (79.17) | (0.60) | - |
| Non Trade Payables | - | - | - | - | - | - |
| Foreign exchange forward contracts | 154.55 | - | - | 15.98 | - | - |
| Net exposure to foreign currency risk (Liabilities) | (30.28) | (0.53) | - | (63.19) | (0.60) | - |
| Net exposure | 25.05 | (0.53) | - | 31.44 | (0.60) | - |
| Un-hedged foreign currency exposures | | | | | | |
| Purchase | (30.28) | (0.53) | - | (63.19) | (0.60) | - |
| Sale | 55.33 | - | - | 94.63 | - | - |

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against all other currencies at March 31, 2025 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

| Effect in INR crore | Profit or loss / Equity (net of tax) | |
|-----------------------|--------------------------------------|---------------|
| | Strengthening | Weakening |
| March 31, 2025 | | |
| USD (1.5% movement) | 0.28 | (0.28) |
| EUR (2% movement) | (0.01) | 0.01 |
| | 0.27 | (0.27) |

| Effect in INR crore | Profit or loss / Equity (net of tax) | |
|-----------------------|--------------------------------------|---------------|
| | Strengthening | Weakening |
| March 31, 2024 | | |
| USD (1% movement) | 0.24 | (0.24) |
| EUR (1% movement) | (0.00) | 0.00 |
| | 0.24 | (0.24) |

Note: Sensitivity has been calculated using standard Deviation % of USD and EURO rate movement

Note 42.5: Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing financial assets or borrowings because of fluctuations in the interest rates, if such assets/borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing borrowings will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows.

| | (₹ in crore) | |
|-----------------------------------|----------------|-----------------|
| Nominal amount | March 31, 2025 | March 31, 2024 |
| Fixed-rate instruments | | |
| Financial Assets | | |
| Loans and Advances | 52.38 | 79.94 |
| Other financial assets | 25.21 | 2.53 |
| TOTAL | 77.59 | 82.47 |
| Financial Liabilities | | |
| Borrowings | 814.75 | 1,006.89 |
| Other financial liabilities | 98.37 | 93.55 |
| TOTAL | 913.12 | 1,100.44 |
| Variable -rate instruments | | |
| Financial Assets | | |
| Loans and Advances | - | 3.07 |
| TOTAL | - | 3.07 |
| Financial Liabilities | | |
| Borrowings | 466.32 | 301.61 |
| TOTAL | 466.32 | 301.61 |

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

| | (₹ in crore) | | | |
|------------------------------------|--|-----------------|--|-----------------|
| Particulars | Profit or (loss) and Equity (net of tax) | | Profit or (loss) and Equity (net of tax) | |
| | March 31, 2025 | | March 31, 2024 | |
| | 100 bp increase | 100 bp decrease | 100 bp increase | 100 bp decrease |
| Variable-rate instruments | (3.49) | 3.49 | (2.26) | 2.26 |
| Cash flow sensitivity (net) | (3.49) | 3.49 | (2.26) | 2.26 |

The risk estimates provided assume a change of 100 basis points interest rate for the interest rate benchmark as applicable to the borrowings, loans and advances summarized above. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

Fair value sensitivity analysis for fixed-rate instruments

The Group does not account for any borrowings at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Note 43 : Tax expense

(a) Amounts recognised in profit and loss

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|-----------------------------------|-----------------------------------|
| Current income tax | 145.18 | 118.19 |
| Adjustments in respect of earlier years | 3.82 | 0.80 |
| Deferred income tax liability / (asset), net | | |
| Origination and reversal of temporary differences | 11.85 | (7.84) |
| Due to withdrawal of indexation benefit on Capital Assets and change in tax rates | (9.82) | - |
| Adjustments in respect of earlier years | (0.60) | 2.05 |
| Deferred tax expense | 1.43 | (5.79) |
| Tax expense for the year | 150.43 | 113.20 |

(b) Amounts recognised in other comprehensive income

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | | | For the year ended March 31, 2024 | | |
|--|-----------------------------------|-----------------------|---------------|-----------------------------------|-----------------------|---------------|
| | Before tax | Tax (expense) benefit | Net of tax | Before tax | Tax (expense) benefit | Net of tax |
| Items that will not be reclassified to profit or loss | | | | | | |
| Remeasurements of defined benefit liability | (2.56) | 0.72 | (1.84) | (1.46) | 0.38 | (1.08) |
| Equity accounted investee's share of other comprehensive income | 0.04 | - | 0.04 | 0.78 | - | 0.78 |
| Changes in Fair Value of investment in equity shares | 3.77 | (0.95) | 2.82 | (0.34) | 0.09 | (0.25) |
| Items that will be reclassified to profit or loss | | | | | | |
| Exchange difference on translation of financial statements of foreign operations | (5.34) | - | (5.34) | (1.08) | - | (1.08) |
| TOTAL | (4.09) | (0.23) | (4.32) | (2.10) | 0.47 | (1.63) |

(c) Reconciliation of effective tax rate

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|-----------------------------------|-----------------------------------|
| Profit before tax | 553.80 | 472.65 |
| Company's domestic tax rate | 25.17% | 25.17% |
| Tax using the Company's domestic tax rate | 139.38 | 118.97 |
| Tax effect of: | | |
| Expenses not allowed for tax purpose | 2.81 | 3.92 |
| Income not considered for tax purpose | (0.15) | (0.05) |
| Tax paid at lower rate | (0.85) | (0.33) |
| Tax at higher than groups domestic tax rate | 2.48 | 5.53 |
| Deferred tax asset on brought forward losses not recognized (Refer Note 44) | 30.95 | - |
| Share of profit of JV/Associate | (13.87) | (16.23) |
| Due to withdrawal of indexation benefit on Capital Assets and change in tax rates | (9.82) | - |
| Tax in respect of earlier years | (0.14) | 2.85 |
| Other items | (0.36) | (1.46) |
| TOTAL | 150.43 | 113.20 |

The Group's weighted average tax rates for the year ended March 31, 2025 and March 31, 2024 was 27.16% and 23.95% respectively.

Note 44 : Movement in deferred tax balances for the year ended March 31, 2025

(₹ in crore)

| Particulars | Net balance April 1, 2024 | Recognised in profit or loss /OCI | | | Closing Balance as of March 31, 2025 | | |
|---|---------------------------|-----------------------------------|-------------------|-----------------------|--------------------------------------|------------------------|------------------|
| | | Recognised in profit or loss | Recognised in OCI | Tax for earlier years | Deferred tax asset | Deferred tax liability | Deferred tax Net |
| Deferred tax asset/(liabilities) | | | | | | | |
| Property, plant and equipment & Intangible assets | (218.43) | 13.12 | - | 0.17 | (7.12) | (198.02) | (205.14) |
| Compensated absences | 2.45 | 0.06 | 0.11 | - | 1.57 | 1.05 | 2.62 |
| Investments | 2.67 | (3.74) | (0.95) | - | - | (2.02) | (2.02) |
| Biological Assets | (10.65) | 0.33 | - | - | 0.07 | (10.39) | (10.32) |
| Doubtful Debts | 8.90 | (1.23) | - | - | 1.00 | 6.67 | 7.67 |
| Provisions | 3.22 | 0.43 | - | 0.41 | - | 4.06 | 4.06 |
| MAT Credit Entitlement | 13.03 | (3.40) | - | - | - | 9.63 | 9.63 |
| Carried forward Loss / Unabsorbed Depreciation | 49.16 | 0.66 | - | 0.02 | 13.77 | 36.07 | 49.84 |
| Lease liabilities | 25.33 | 3.58 | - | - | 0.54 | 28.37 | 28.91 |
| Right of Use Assets | (24.34) | (2.25) | - | - | (0.38) | (26.21) | (26.59) |
| Others | 17.51 | (9.59) | 0.61 | - | 1.05 | 7.48 | 8.53 |
| TOTAL | (131.15) | (2.03) | (0.23) | 0.60 | 10.50 | (143.31) | (132.81) |

Movement in deferred tax balances for the year ended March 31, 2024

(₹ in crore)

| Particulars | Net balance April 1, 2023 | Recognised in profit or loss /OCI | | | Closing Balance as of March 31, 2024 | | |
|---|---------------------------|-----------------------------------|-------------------|-----------------------|--------------------------------------|------------------------|------------------|
| | | Recognised in profit or loss | Recognised in OCI | Tax for earlier years | Deferred tax asset | Deferred tax liability | Deferred tax Net |
| Deferred tax asset/(liabilities) | | | | | | | |
| Property, plant and equipment & Intangible assets | (215.30) | (2.38) | - | (0.75) | 0.04 | (218.47) | (218.43) |
| Compensated absences | 2.20 | 0.17 | 0.08 | - | 1.51 | 0.94 | 2.45 |
| Investments | (0.32) | 2.91 | 0.08 | - | 1.60 | 1.07 | 2.67 |
| Biological Assets | (8.27) | (2.38) | - | - | (8.92) | (1.73) | (10.65) |
| Doubtful Debts | 9.02 | (0.12) | - | - | 0.90 | 8.00 | 8.90 |
| Provisions | 2.44 | 0.78 | - | - | 1.71 | 1.51 | 3.22 |
| MAT Credit Entitlement | 9.28 | 3.28 | - | 0.47 | 13.03 | - | 13.03 |
| Carried forward Loss / Unabsorbed Depreciation | 39.75 | 10.38 | - | (0.97) | 22.41 | 26.75 | 49.16 |
| Lease liabilities | 33.59 | (7.46) | - | (0.80) | 0.81 | 24.52 | 25.33 |
| Right of Use Assets | (23.90) | (0.44) | - | - | (0.68) | (23.66) | (24.34) |
| Others | 14.10 | 3.10 | 0.31 | - | 4.29 | 13.22 | 17.51 |
| TOTAL | (137.41) | 7.84 | 0.47 | (2.05) | 36.70 | (167.85) | (131.15) |

The group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities related to income taxes levied by the same tax authority.

Significant management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

Given that the group does not have any intention to dispose investments in subsidiaries in the foreseeable future, deferred tax asset / liability in relation to such investments has not been recognised.

Deferred tax assets as at March 31, 2025 aggregating to ₹ 13.77 crores (Previous Year ₹ 22.41 crore) arising on account of business losses/ unabsorbed depreciation incurred. The management has assessed the recoverability of this deferred tax asset within the adequate time-frame.

Unrecognised deferred tax assets:

Deferred tax assets amounting to ₹ 47.09 crore (Previous Year: ₹ 15.59 crore) have not been recognised in respect of tax losses amounting to ₹ 166.69 crore (Previous Year: ₹ 44.60 crore) because in terms of para 34 to 36 of IND AS 12 – Income Taxes it is not probable that future taxable profit will be available against which the Group can use the benefits therefrom. Tax losses on which deferred tax assets is not recognised comprises of Unabsorbed depreciation of ₹ 75.61 crore (Previous Year: ₹ 20.08 crore) which can be carried forward indefinitely and business loss of ₹ 91.07 crore (Previous Year ₹ 24.52 crore).

Note 45 : Capital Management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The primary objective of the group's Capital Management is to maximise shareholder value. The group manages its capital structure and makes adjustments in the light of changes in the economic environment and the requirements of the financial covenants, if any.

The Group monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt is defined as total borrowings, comprising interest-bearing loans and borrowings (excluding lease liability) less cash and cash equivalents. Equity comprises all components of equity.

a) The Group's adjusted net debt to equity ratio at March 31, 2025 and March 31, 2024 were as follows.

| Particulars | (₹ in crore) | |
|---|-------------------------|-------------------------|
| | As at March 31, 2025 | As at March 31, 2024 |
| Total Borrowings | 1,281.07 | 1,308.50 |
| Less : Cash and cash equivalent | 36.73 | 49.76 |
| Adjusted net debt | 1,244.34 | 1,258.74 |
| Total equity (including non-controlling interests) | 2,602.51 | 2,921.12 |
| Adjusted net debt to adjusted equity ratio | 0.48 | 0.43 |

b) Dividends

| Particulars | (₹ in crore) | |
|--|-------------------------|-------------------------|
| | As at March 31, 2025 | As at March 31, 2024 |
| (i) Equity shares | | |
| Final dividend for the year ended March 31, 2024 of ₹ 10/- (March 31, 2023 - ₹ 9.50/-) per fully paid share | 192.26 | 182.60 |
| (ii) Dividend not recognised at the end of the reporting period | | |
| The directors have recommended the payment of a final dividend of ₹ 11/- per fully paid equity share (March 31, 2024 - ₹ 10/- per fully paid equity share). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting. | 211.49 | 192.21 |

Note 46 : Segment Information for the year ended March 31, 2024**Factors used to identify the entity's reportable segments, including the basis of organisation -**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the group. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director (MD) of the group. The group has identified the following segments as reporting segments based on the information reviewed by CODM:

- 1) Animal feed
- 2) Vegetable Oil
- 3) Crop Protection
- 4) Dairy
- 5) Poultry & processed food
- 6) Other Business Segment includes Real Estate, Seed Business and Energy Generation through Windmill and Cattle Breeding Business.

Segment Information
(i) Information about Primary business Segments

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | | | | | | | | | |
|--|-----------------------------------|---------------|-----------------|----------|----------------------------|----------------|-------------|-------------|----------|--|
| | Animal Feed | Vegetable Oil | Crop Protection | Dairy | Poultry and processed food | Other Business | Unallocated | Elimination | Total | |
| Total Revenue | 4,781.20 | 1,432.79 | 1,125.46 | 1,585.23 | 825.81 | 106.53 | - | - | 9,857.02 | |
| Less : Inter-segment | - | - | - | - | - | - | - | (474.25) | (474.25) | |
| External Revenue | 4,781.20 | 1,432.79 | 1,125.46 | 1,585.23 | 825.81 | 106.53 | - | (474.25) | 9,382.77 | |
| Results | | | | | | | | | | |
| Segment Results | 291.11 | 231.45 | 199.43 | 42.83 | 30.35 | (7.64) | - | - | 787.53 | |
| Unallocated expenditure net of unallocated income | | | | | | | (167.72) | - | (167.72) | |
| Interest expenses | | | | | | | (140.59) | 7.24 | (133.35) | |
| Interest Income | | | | | | 0.42 | 19.99 | (7.24) | 13.17 | |
| Dividend Income and Profit on Fair Valuation / sale of Investments | | | | | | | 65.85 | (65.25) | 0.60 | |
| Profit before Tax & Share of Equity Accounted Investees | 291.11 | 231.45 | 199.43 | 42.83 | 30.35 | (7.23) | (222.47) | (65.25) | 500.23 | |
| Share of Equity Accounted Investees Net of Tax | | | | | | | 53.57 | - | 53.57 | |
| Profit Before Taxation | 291.11 | 231.45 | 199.43 | 42.83 | 30.35 | (7.23) | (168.90) | (65.25) | 553.80 | |
| Provision for taxation | - | - | (6.93) | (13.68) | 8.89 | 2.08 | 160.13 | (0.05) | 150.43 | |
| Profit after taxation | 291.11 | 231.45 | 206.36 | 56.51 | 21.46 | (9.31) | (329.03) | (65.19) | 403.37 | |
| Segment assets | 1,616.43 | 587.48 | 1,618.64 | 788.06 | 492.79 | 128.26 | 363.84 | (79.51) | 5,515.99 | |
| Segment liabilities | 648.23 | 95.59 | 980.90 | 358.56 | 181.00 | 47.85 | 680.86 | (79.51) | 2,913.48 | |
| Capital expenditure | 56.58 | 62.22 | 43.75 | 41.79 | 16.75 | 1.91 | 1.67 | - | 224.67 | |
| Depreciation and amortisation | 65.51 | 38.00 | 56.60 | 36.13 | 19.01 | 4.87 | 6.11 | (0.13) | 226.10 | |

Segment Information

(i) Information about Primary business Segments

| Particulars | For the year ended March 31, 2024 | | | | | | | | Elimination | Total |
|--|-----------------------------------|---------------|-----------------|----------|----------------------------|----------------|-------------|---|-------------|-----------|
| | Animal Feed | Vegetable Oil | Crop Protection | Dairy | Poultry and processed food | Other Business | Unallocated | | | |
| Total Revenue | 5,007.65 | 1,221.03 | 1,237.78 | 1,572.86 | 986.35 | 100.00 | - | - | | 10,125.67 |
| Less : Inter-segment | - | - | - | - | - | - | - | - | (565.12) | (565.12) |
| External Revenue | 5,007.65 | 1,221.03 | 1,237.78 | 1,572.86 | 986.35 | 100.00 | - | - | (565.12) | 9,560.55 |
| Results | | | | | | | | | | |
| Segment Results | 231.17 | 173.16 | 216.43 | 30.99 | 46.43 | (14.64) | - | - | - | 683.54 |
| Unallocated expenditure net of unallocated income | | | | | | | (165.56) | | | (165.56) |
| Interest expenses | | | | | | | (114.22) | | 6.35 | (107.87) |
| Interest Income | | | | | | 0.45 | 16.09 | | (6.25) | 10.29 |
| Dividend Income and Profit on sale of Investments | | | | | | | 34.87 | | (34.66) | 0.21 |
| Profit before Tax & Share of Equity Accounted Investees | 231.17 | 173.16 | 216.43 | 30.99 | 46.43 | (14.19) | (228.82) | | (34.56) | 420.61 |
| Share of Equity Accounted Investees Net of Tax | | | | | | | 52.04 | | - | 52.04 |
| Exceptional Items | | | | | | | | | | |
| Profit Before Taxation | 231.17 | 173.16 | 216.43 | 30.99 | 46.43 | (14.19) | (176.78) | | (34.56) | 472.65 |
| Provision for taxation | - | - | (15.31) | 2.95 | 16.26 | 0.11 | 112.38 | | (3.19) | 113.20 |
| Profit after taxation | 231.17 | 173.16 | 231.74 | 28.04 | 30.17 | (14.30) | (289.16) | | (31.37) | 359.45 |
| Segment assets | 1,870.75 | 521.51 | 1,468.64 | 848.01 | 517.27 | 129.74 | 504.84 | | (157.49) | 5,703.27 |
| Segment liabilities | 515.27 | 58.14 | 898.18 | 460.19 | 221.45 | 32.82 | 753.59 | | (157.49) | 2,782.15 |
| Capital expenditure | 45.96 | 99.69 | 152.06 | 37.05 | 35.46 | 8.48 | 6.38 | | - | 385.08 |
| Depreciation and amortisation | 64.78 | 36.03 | 50.19 | 35.54 | 18.06 | 4.32 | 6.26 | | (0.89) | 214.29 |

(ii) The Segment revenue in each of the above business segments consists of sales (net of returns, goods and service tax, rebates etc.) and other operating revenue.

(iii) Segment Revenue, Results, Assets and liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

(iv) Revenues from transactions with a single customer in no case exceeded 10% of the group's sales in current as well as previous year.

(v) Non Current assets of the group are situated in India.

(vi) Unallocable expenditure/income includes general administrative expenses & other expenses incurred on common services and income earned at the corporate level and relate to the Group as a whole.

Note 47 : Contingent Liabilities

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Claims against the group not acknowledged as debts: | | |
| (i) Excise Matter | | |
| Excise duty demands relating to disputed classification, assessable values, availment of credit etc. which the group has contested and is in appeal at various levels. | 131.08 | 130.59 |
| (ii) Customs Matter | | |
| The group has preferred an appeal with the Customs Dept. in the matter of Assessable value of imported Capital goods and presently the case is pending with the Commissioner of Customs, Chennai. | 2.09 | 3.08 |
| (iii) Goods and Service tax (GST) | | |
| a GST demands relating to issues pertaining to cenvat credit transition to GST. The said amount includes up-to-date interest. | 0.14 | 0.14 |
| b GST demand pertains to disallowance of input tax credit claimed in Trans 1 & 2. The group shall be filing an appeal against the impugned order in the GST Appellate Tribunal as and when the same is constituted. | 0.87 | 0.87 |
| c Issue pertaining to service tax credit of EOU unit -The said amount includes up-to-date interest. | 1.80 | 1.68 |
| d Availment of Goods Service Tax input tax credit disputed values, which the group has contested and is in appeal at various levels | 4.54 | 5.10 |
| e GST Demands pertaining to GST Department Audit -The said amount includes up-to-date interest | 5.75 | - |
| (iv) Income Tax | | |
| a The Group has preferred appeal against the order of assessing officer and CIT in which demand of ₹ 4.52 crores has been determined for various assessment years as under. The said demand also included interest payable up to the date of passing order by the competent authority i.e. assessing officer / CIT. | 4.52 | 4.52 |
| b The Group has preferred an appeal before the Commissioner of Income Tax (Appeals) against the Order of the Assessing Officer in which he has disallowed against sec. 14A in respect of exempt income , Depreciation on Land/ rights in Land of Godrej One and cash deposited during demonetization period. | 1.78 | 1.78 |
| c The group has preferred appeals against the disallowance of deduction U/s 32(1)(iia) (Additional depreciation), dis-allowance u/s 14A & u/s.56(2)(viib), 36(2) and 80JJA of the Income Tax Act, 1961. Tax paid under protest as at 31 March 2025: ₹ 2.38 crore (Previous Year - ₹ 2.45 crore). | 8.86 | 23.61 |
| d The Group has preferred an appeal before the Commissioner of Income Tax (Appeals) against the order of Assessing officer. | 0.07 | 0.07 |
| (v) Sales Tax Matters | | |
| a Pending before JSCT(Appeal) | 0.23 | 6.60 |
| b Contingent Liabilities against pending C & H Forms | 0.66 | 0.66 |
| c Indirect tax cases | 0.87 | 0.86 |
| d Value added tax demands relating to disputed classification, assessable values, availment of credit etc. which the group has contested and is in appeal at various levels. | 5.86 | 3.59 |
| (vi) Civil Matter | | |
| Nath Bio-Genes (India) Ltd has filed a suit against the Group alleging that some product supplied by the Group was responsible for the poor germination of its seeds. | - | 65.00 |
| (vii) Surety Bond issued on behalf of related party | | |
| | 1.21 | 1.21 |
| (viii) Other claims against the group not acknowledged as debt | | |
| | 4.91 | 6.14 |

Note 47.1 : Contingent liabilities represents estimates made mainly for probable claims arising out of litigation/ disputes pending with authorities under various statutes (Excise duty, Customs duty, Income tax). The probability and timing of outflow with regard to these matters depend on the final outcome of litigations/ disputes. Hence the Group is not able to reasonably ascertain the timing of the outflow.

Note 47.2 : The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. The company has started complying with this prospectively from the month of March 2019. In respect of the past period there are significant implementation and interpretative challenges that the management is facing and is awaiting for clarity to emerge in this regard, pending which, this matter has been disclosed under the Contingent liability section in the financial statements. The impact of the same is not ascertainable.

Note 48 : Commitments

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Estimated value of contracts remaining to be executed on capital account (net of Advances), to the extent not provided for | 178.27 | 33.97 |
| Outstanding Export obligation Under EPCG Scheme | 0.49 | 0.49 |

Note 49 : Information in Respect of Investment in Associates/Joint Venture

- (a) Investment in units of Omnivore India Capital Trust, a venture capital organisation, is considered as a joint venture as the Company participates in the key activities jointly with the Investment Manager.
- Omnivore India Capital Trust has informed the Securities and Exchange Board of India ("SEBI") on December 3, 2024 intimating them about winding up of Omnivore Capital 1 India ("Fund") a scheme of Omnivore India Capital Trust considering redemption of all units.
- (b) During the previous year, investment in Al Rahaba International Trading Limited Liability Company, Abu Dhabi, UAE was struck off w.e.f. 18 April, 2023.

Note 50 : Events occurring after the reporting period -

Refer Note 45 (b) (ii) Capital Management for the final dividend recommended by the directors which is subject to the approval of shareholders in the ensuing annual general meeting.

Note 51 :

- (a) The Company has acquired a 49% stake in Godrej Foods Limited (GFL) (formerly known as Godrej Tyson Foods Limited) from the existing shareholders for ₹ 323.16 crore during the year ended 31 March 2025. Consequently, GFL has become the wholly owned subsidiary of Godrej Agrovet Limited w.e.f. August 27, 2024.
- (b) The Company has approved the purchase / acquisition of remaining 48.06% equity stake for ₹ 930 crore in Creamline Dairy Products Limited (CDPL), making CDPL a wholly owned subsidiary of the Company upon completion of said acquisition.

The Company has entered into share purchase agreement with the Promoter Group of Creamline Dairy Products Limited for purchase / acquisition of 47.38% in CDPL. Pursuant to the same, till March 31, 2025, the Company has acquired an additional 10.62% equity stake for ₹ 204.50 crore in Creamline Dairy Products Limited. The indicative time period for completion of the acquisition on or before September 30, 2025.

Note 52 : Goodwill and Other Intangible Assets with indefinite useful life

The Goodwill and Indefinite life intangible assets (Brand) are tested for impairment and accordingly no impairment charges were identified for the year ended March 31, 2025.

The Goodwill and intangible asset (Brand) arises from the following Group's Cash Generating Units (CGU):

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| Astec LifeSciences Limited (Crop Protection) (Goodwill) | 118.16 | 118.16 |
| Creamline Dairy Products Limited (Dairy) | | |
| - Goodwill | 76.70 | 76.70 |
| - Brand | 38.22 | 38.22 |
| Godrej Foods Limited (GFL) (formerly known as Godrej Tyson Foods Limited) (Poultry) (Goodwill) | 64.18 | 64.18 |
| Godrej Cattle Genetics Private Limited (Formerly known as Godrej Maxximilk Private Limited) (Cattle Breeding) (Goodwill) | 5.84 | 5.84 |
| TOTAL | 303.10 | 303.10 |

Astec LifeSciences Limited

The recoverable amount of this Cash Generating Unit (CGU) is higher of its fair value less cost to sell and its value in use. The goodwill allocated pertains to a listed entity and accordingly, the fair value of the CGU is determined based on market capitalisation.

Creamline Dairy Products Limited

The recoverable amount of a CGU is based on its value in use. The value in use is estimated using discounted cash flows over a period of 3 years. Cash flows beyond 3 years is estimated by capitalising the future maintainable cash flows by an appropriate capitalisation rate and then discounted using appropriate discount rate.

Operating margins and growth rates for the three year cash flow projections have been estimated based on past experience and after considering the financial budgets/forecasts approved by Board and Directors of the subsidiary. Other key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industry and have been based on historical data from both external and internal sources.

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--------------------------------------|-------------------------|-------------------------|
| Discount rate | 12% | 12% |
| Long term growth rate beyond 3 years | 5% | 5% |

The management believes that any reasonably possible change in the key assumptions would not cause the carrying amount to exceed the recoverable amount of the CGU.

Godrej Foods Limited (GFL) (formerly known as Godrej Tyson Foods Limited)

The recoverable amount of a CGU is based on its value in use. The value in use is estimated using discounted cash flows over a period of 3 years. Cash flows beyond 3 years is estimated by capitalising the future maintainable cash flows by an appropriate capitalisation rate and then discounted using appropriate discount rate.

Operating margins and growth rates for the three year cash flow projections have been estimated based on past experience and after considering the financial budgets/forecasts approved by Board and Directors of the subsidiary. Other key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industry and have been based on historical data from both external and internal sources.

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--------------------------------------|-------------------------|-------------------------|
| Discount rate | 12% | 12% |
| Long term growth rate beyond 3 years | 5% | 5% |

The management believes that any reasonably possible change in the key assumptions would not cause the carrying amount to exceed the recoverable amount of the CGU.

Godrej Cattle Genetics Private Limited (Formerly known as Godrej Maxximilk Private Limited)

The recoverable amount of a CGU is based on its value in use. The value in use is estimated using discounted cash flows over a period of 5 years. Cash flows beyond 5 years is estimated by capitalising the future maintainable cash flows by an appropriate capitalisation rate and then discounted using appropriate discount rate.

Operating margins and growth rates for the five year cash flow projections have been estimated based on past experience and after considering the financial budgets/forecasts approved by Board and Directors of the subsidiary. Other key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industry and have been based on historical data from both external and internal sources.

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--------------------------------------|-------------------------|-------------------------|
| Discount rate | 12% | 12% |
| Long term growth rate beyond 5 years | 5% | 5% |

The management believes that any reasonably possible change in the key assumptions would not cause the carrying amount to exceed the recoverable amount of the CGU.

Note 53:

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Group (Ultimate Beneficiaries).

The Group has not received any fund from any party(s) (Funding Party) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note 54: Disclosure of Joint Venture and Associates**Equity accounted investees**

Financial information of joint ventures and associates that are material to the Group is provided below :

(₹ in crore)

| Name of the entity | Place of Business | % of ownership interest as of March 31, 2025 | % of ownership interest as of March 31, 2024 | Relationship | Accounting method | Carrying Amounts | |
|---|-------------------|--|--|-------------------------------------|-------------------|------------------|----------------|
| | | | | | | March 31, 2025 | March 31, 2024 |
| ACI Godrej Agrovet Private Limited* | Bangladesh | 50.0% | 50.0% | Joint Venture | Equity method | 122.13 | 139.12 |
| Omnivore India Capital Trust (Refer note 49(b)) | Maharashtra | 0.00% | 9.62% | Investment entity and Joint Venture | Equity method | - | 12.80 |
| Total equity accounted investments | | | | | | 122.13 | 151.92 |

* Unlisted equity, no quoted prices available

Summary financial information of ACI Godrej Agrovet Private Limited not adjusted for the percentage ownership held by the Company is as follows:

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|---|-----------------------|-----------------------|
| Ownership | 50.0% | 50.0% |
| Cash and cash equivalent | 19.32 | 64.07 |
| Other current assets | 388.44 | 505.58 |
| Total current assets | 407.76 | 569.65 |
| Total non-current assets | 219.45 | 236.16 |
| Total assets | 627.21 | 805.81 |
| Current liabilities | | |
| Financial liabilities (excluding trade payables and provisions) | 206.30 | 150.76 |
| Other liabilities | 139.06 | 332.34 |
| Total current liabilities | 345.36 | 483.10 |
| Total non current liabilities | 41.28 | 48.16 |
| Total liabilities | 386.64 | 531.26 |
| Net assets | 240.57 | 274.55 |
| Groups' share of net assets | 120.29 | 137.28 |
| Carrying amount of interest in joint venture | 122.13 | 139.12 |
| Reconciliation of Group share of net assets and carrying amount of interest in joint venture | March 31, 2025 | March 31, 2024 |
| Carrying amount of interest in joint venture | 122.13 | 139.12 |
| Less : Other adjustments | 1.84 | 1.84 |
| Groups' share of net assets | 120.29 | 137.28 |

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|---|----------------|----------------|
| Revenues | 1,623.31 | 1,954.02 |
| Gain/(Loss) on disposal of Property, plant & Equipment | 0.08 | 0.15 |
| Depreciation and amortisation | (25.79) | (27.03) |
| Interest expense (net) | (55.80) | (29.34) |
| Income tax expense | (20.33) | (26.27) |
| Profit from continuing operations | 110.17 | 131.20 |
| Profit from discontinued operations | - | - |
| Profit for the year | 110.17 | 131.20 |
| Other comprehensive income | 0.08 | 1.56 |
| Total comprehensive income | 110.25 | 132.76 |
| Group's share of profit | 55.08 | 65.60 |
| Group's share of Other comprehensive income (net of tax) | 0.04 | 0.78 |
| Group's share of Total comprehensive income (net of tax) | 55.12 | 66.38 |

Net Asset of Omnivore India Capital Trust and group's share

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|---|----------------|----------------|
| Net Assets | - | 133.13 |
| Groups' share of net assets (in %) | 0.00% | 9.62% |
| Groups' share of net assets (Amount) | - | 12.80 |

Note 55: Non Controlling Interest

Non controlling interest

Financial information of subsidiaries that have material non-controlling interests is provided below :

| Name of the entity | Place of business / country of incorporation | Ownership interest held by the group | | Ownership interest held by non-controlling interest | | Principal activities |
|--|--|--------------------------------------|----------------|---|----------------|---|
| | | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 | |
| Astec LifeSciences Limited | India | 64.75% | 64.77% | 35.25% | 35.23% | Manufacturing and Distribution of Agrochemical active ingredients and pharmaceutical intermediates. |
| Creamline Dairy Products Limited (Refer note 51(b)) | India | 62.53% | 51.91% | 37.47% | 48.09% | The Company is principally engaged in milk procurement, processing of milk and manufacturing of milk products. The Company is also engaged in generation of power through renewable energy sources. |
| Godrej Foods Limited (GFL) (formerly known as Godrej Tyson Foods Limited) (Refer note 51(a)) | India | 100.00% | 51.00% | 0.00% | 49.00% | The Company is principally engaged in poultry processing, marketing and selling of value added vegetarian and poultry products. |

The following table summarises information relating to each of the Group's subsidiary, before any inter-company eliminations

I. Summarised Statement of Profit or Loss

(a) Astec LifeSciences Limited

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|---|----------------|----------------|
| Total Revenue | 383.32 | 463.82 |
| Profit/ (Loss) for the year | (136.65) | (48.24) |
| Other Comprehensive Income / (loss) | 0.17 | (0.58) |
| Profit / (loss) allocated to non-controlling interests | (48.11) | (16.97) |
| OCI allocated to non-controlling interests | 0.06 | (0.21) |
| Dividends paid to non-controlling interests | - | 1.06 |

(b) Creamline Dairy Products Limited

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|---|----------------|----------------|
| Total Revenue | 1,589.81 | 1,576.69 |
| Profit/ (Loss) for the year | 42.01 | 7.83 |
| Other Comprehensive Income / (loss) | (0.33) | (0.23) |
| Profit / (loss) allocated to non-controlling interests | 17.70 | 3.76 |
| OCI allocated to non-controlling interests | (0.16) | (0.11) |
| Dividends paid to non-controlling interests | - | - |

(c) Godrej Foods Limited (GFL) (formerly known as Godrej Tyson Foods Limited)

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|---|----------------|----------------|
| Total Revenue | 828.36 | 988.00 |
| Profit/ (Loss) for the year | 16.47 | 26.49 |
| Other Comprehensive Income / (loss) | (0.50) | (0.19) |
| Profit / (loss) allocated to non-controlling interests | 4.06 | 12.98 |
| OCI allocated to non-controlling interests | - | (0.10) |
| Dividends paid to non-controlling interests | - | - |

II. Summarised Balance Sheet

(a) Astec LifeSciences Limited

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| Non-current liabilities | 283.46 | 211.66 |
| Current liabilities | 365.71 | 397.16 |
| Total liabilities | 649.17 | 608.82 |
| Non-current assets | 548.07 | 586.81 |
| Current assets | 341.14 | 398.49 |
| Total assets | 889.21 | 985.30 |
| Net assets | 240.04 | 376.48 |
| Net assets attributable to non-controlling interest | 84.58 | 132.63 |

(b) Creamline Dairy Products Limited

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| Non-current liabilities | 184.91 | 242.65 |
| Current liabilities | 155.53 | 199.43 |
| Total liabilities | 340.44 | 442.08 |
| Non-current assets | 558.85 | 572.93 |
| Current assets | 145.61 | 198.39 |
| Total assets | 704.46 | 771.32 |
| Net assets | 364.02 | 329.24 |
| Net assets attributable to non-controlling interest | 137.03 | 158.33 |

(c) Godrej Foods Limited (GFL) (formerly known as Godrej Tyson Foods Limited)

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| Non-current liabilities | 27.88 | 32.60 |
| Current liabilities | 153.12 | 188.84 |
| Total liabilities | 181.00 | 221.44 |
| Non-current assets | 253.96 | 263.24 |
| Current assets | 174.65 | 189.85 |
| Total assets | 428.61 | 453.09 |
| Net assets | 247.61 | 231.65 |
| Net assets attributable to non-controlling interest | 0.00 | 113.51 |

III. Summarised cash flow information
(a) Astec LifeSciences Ltd.

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| Cash flows from (used in) in operating activities | (8.40) | 10.22 |
| Cash flows from (used in) in investing activities | (15.23) | (135.18) |
| Cash flows from (used in) in financing activities | 23.73 | 124.96 |
| Net increase /(decrease) in cash and cash equivalents | 0.10 | - |

(b) Creamline Dairy Products Limited

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| Cash flows from (used in) in operating activities | 143.53 | 46.67 |
| Cash flows from (used in) in investing activities | (42.29) | (43.70) |
| Cash flows from (used in) in financing activities | (95.78) | (8.87) |
| Net increase /(decrease) in cash and cash equivalents | 5.46 | (5.90) |

(c) Godrej Foods Limited (GFL) (formerly known as Godrej Tyson Foods Limited)

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| Cash flows from (used in) in operating activities | 18.47 | 41.71 |
| Cash flows from (used in) in investing activities | (24.97) | (33.20) |
| Cash flows from (used in) in financing activities | 1.23 | (5.10) |
| Net increase /(decrease) in cash and cash equivalents | (5.27) | 3.41 |

Transactions with Non-Controlling Interests - Godrej Foods Limited

I. During the current year, the Group has acquired 49% (previous year Nil) of interest in Godrej Foods Limited.

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|---|-----------------|----------------|
| Carrying amount of non-controlling interests acquired | 117.57 | - |
| Consideration paid | 323.15 | - |
| Decrease in Equity attributable to the owners of the Company | (205.58) | - |

Transactions with Non-Controlling Interests - Creamline Dairy Products Limited

II. During the current year, the Group has acquired 10.62% (Previous Year Nil) of interest in Creamline Dairy Products Limited.

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|---|-----------------|----------------|
| Carrying amount of non-controlling interests acquired | 38.84 | - |
| Consideration paid | 204.50 | - |
| Decrease in Equity attributable to the owners of the Company | (165.66) | - |

Note 56 : Additional information, as required under Schedule III to the Companies Act, 2013

(₹ in crore)

| Name of the entity in | Net Assets - total assets minus total liabilities (net off inter company eliminations) | | Share in profit or loss | | Share in other Comprehensive Income | | Share in Total Comprehensive Income | |
|--|--|----------|-------------------------------------|---------|---|--------|---|---------|
| | As % of Consolidated net assets | Amount | As % of Consolidated profit or loss | Amount | As % of Consolidated other Comprehensive Income | Amount | As % of Consolidated Total Comprehensive Income | Amount |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 |
| Parent | | | | | | | | |
| 1. Godrej Agrovet Limited | | | | | | | | |
| March 31, 2025 | 49.48% | 1,287.64 | 108.59% | 438.03 | -38.14% | 1.65 | 110.18% | 439.68 |
| March 31, 2024 | 50.95% | 1,488.45 | 90.38% | 324.87 | 19.63% | (0.32) | 90.70% | 324.55 |
| Subsidiaries | | | | | | | | |
| Indian | | | | | | | | |
| 2. Godvet Agrochem Limited | | | | | | | | |
| March 31, 2025 | 0.70% | 18.19 | -0.21% | (0.86) | 0.00% | - | -0.22% | (0.86) |
| March 31, 2024 | 0.65% | 19.06 | 0.36% | 1.31 | 0.00% | - | 0.37% | 1.31 |
| 3. Astec Lifesciences Limited | | | | | | | | |
| March 31, 2025 | 10.49% | 273.12 | -22.16% | (89.38) | -2.61% | 0.11 | -22.37% | (89.27) |
| March 31, 2024 | 12.38% | 361.51 | -8.57% | (30.79) | 23.27% | (0.38) | -8.71% | (31.17) |
| 4. Creamline Dairy Products Limited | | | | | | | | |
| March 31, 2025 | 11.96% | 311.35 | 6.03% | 24.31 | 3.93% | (0.17) | 6.05% | 24.14 |
| March 31, 2024 | 8.50% | 248.37 | 1.13% | 4.06 | 7.25% | (0.12) | 1.10% | 3.94 |
| 5. Godrej Foods Limited (GFL) (formerly known as Godrej Tyson Foods Limited) | | | | | | | | |
| March 31, 2025 | 11.98% | 311.79 | 3.07% | 12.40 | 11.56% | (0.50) | 2.98% | 11.90 |
| March 31, 2024 | 6.24% | 182.31 | 3.76% | 13.51 | 6.07% | (0.10) | 3.75% | 13.41 |

(₹ in crore)

| Name of the entity in | Net Assets - total assets minus total liabilities (net off inter company eliminations) | | Share in profit or loss | | Share in other Comprehensive Income | | Share in Total Comprehensive Income | |
|--|--|----------|-------------------------------------|---------|---|--------|---|---------|
| | As % of Consolidated net assets | Amount | As % of Consolidated profit or loss | Amount | As % of Consolidated other Comprehensive Income | Amount | As % of Consolidated Total Comprehensive Income | Amount |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 |
| 6. Godrej Cattle Genetics Private Limited (Formerly known as Godrej Maxximilk Private Limited) | | | | | | | | |
| March 31, 2025 | 2.18% | 56.68 | -2.07% | (8.35) | 0.30% | (0.01) | -2.09% | (8.36) |
| March 31, 2024 | 2.23% | 65.03 | -1.48% | (5.33) | 0.87% | (0.01) | -1.49% | (5.34) |
| Minority interest in all subsidiaries | | | | | | | | |
| March 31, 2025 | 8.52% | 221.61 | -6.53% | (26.35) | 2.22% | (0.10) | -6.63% | (26.45) |
| March 31, 2024 | 13.85% | 404.47 | -0.06% | (0.22) | 25.21% | (0.41) | -0.18% | (0.63) |
| Associates (Investment as per equity method) | | | | | | | | |
| Al Rahaba International Trading Limited Liability Company (Refer Note 49(b)) | | | | | | | | |
| March 31, 2025 | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | - |
| March 31, 2024 | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | - |
| Joint Ventures (as per proportionate consolidation / Investment as per equity method) | | | | | | | | |
| Indian | | | | | | | | |
| Omnivore India Capital Trust | | | | | | | | |
| March 31, 2025 | 0.00% | - | -0.37% | (1.51) | 0.00% | - | -0.38% | (1.51) |
| March 31, 2024 | 0.44% | 12.80 | -3.77% | (13.56) | 0.00% | - | -3.79% | (13.56) |
| Foreign | | | | | | | | |
| ACI Godrej Agrovet Private Limited | | | | | | | | |
| March 31, 2025 | 4.69% | 122.13 | 13.66% | 55.08 | 122.85% | (5.30) | 12.47% | 49.78 |
| March 31, 2024 | 4.76% | 139.12 | 18.25% | 65.60 | 18.00% | (0.29) | 18.25% | 65.31 |
| March 31, 2025 | 100.00% | 2,602.51 | 2,602.51 | 403.37 | 100.00% | (4.32) | 100.00% | 399.05 |
| March 31, 2024 | 100.00% | 2,921.12 | 2,921.12 | 359.45 | 100.00% | (1.63) | 100.00% | 357.82 |

Note 57 : Relationship and Transactions with Struck off Companies

(₹ in crore)

| Name of Struck off Company | Nature of transactions (pertaining to balance outstanding) | Transactions during the year March 31, 2025 | Balance Outstanding as on March 31, 2025 | Relationship with Struck off Company |
|--|--|---|--|--------------------------------------|
| J M Water Treatment India Private Limited | Receivable | - | 0.00 | Non-Related Party |
| Rebari Transports Private Limited | Payable | - | (0.03) | Non-Related Party |
| Aditya Road Carriers Pvt Ltd | Payable | - | (0.00) | Non-Related Party |
| Maestro Energy Private Limited | Payable | - | (0.01) | Non-Related Party |
| Arca Safety Private Limited | Payable | 0.00 | - | Non-Related Party |
| Acknotech Software Solutions Private Limited | Payable | - | (0.00) | Non-Related Party |
| Agrisys Layer Farm Private Limited | Payable | - | (0.00) | Non-Related Party |
| Nedumkandam Agro Trading Company Private Limited | Receivable | 0.03 | 0.03 | Non-Related Party |
| Yeerla Retail Private Limited | Payable | 0.00 | - | Non-Related Party |

| Name of Struck off Company | Nature of transactions (pertaining to balance outstanding) | Transactions during the year March 31, 2025 | Balance Outstanding as on March 31, 2025 | Relationship with Struck off Company |
|---|--|---|--|--------------------------------------|
| Dudha Dairy & Services Limited | Payable | (0.01) | (0.01) | Non-Related Party |
| GSLD Egg and Agro Pvt Ltd | Payable | - | (0.00) | Non-Related Party |
| Dikshita Hatcheries And Farms Private Limited | Payable | 0.00 | (0.00) | Non-Related Party |
| Aditya Inkjet Private Limited | Payable | (0.01) | (0.01) | Non-Related Party |
| C.K. Enterprise India Pvt.Ltd | Receivable | 0.29 | - | Non-Related Party |
| Madhapur News Café Hospitality Pvt. Ltd | Receivable | 0.07 | - | Non-Related Party |
| Tangerine Restaurants Pvt. Ltd | Receivable | 0.00 | - | Non-Related Party |
| Crystal Enterprises Pvt. Ltd | Receivable | 0.29 | - | Non-Related Party |
| Saptagiri Logistics | Payable | 0.06 | - | Non-Related Party |
| Advance Packaging | Payable | 0.01 | - | Non-Related Party |
| Star Freight Private Ltd | Payable | 0.01 | - | Non-Related Party |

(₹ in crore)

| Name of Struck off Company | Nature of transactions (pertaining to balance outstanding) | Transactions during the year March 31, 2024 | Balance Outstanding as on March 31, 2024 | Relationship with Struck off Company |
|--|--|---|--|--------------------------------------|
| J M Water Treatment India Private Limited | Receivable | - | 0.00 | Non-Related Party |
| Utkarsh Agro Industries Pvt Ltd | Receivable | 0.00 | 0.00 | Non-Related Party |
| Brand Batua E Solutions Private Limited | Payable | - | (0.02) | Non-Related Party |
| Maestro Energy Private Limited | Payable | - | (0.03) | Non-Related Party |
| Sara Cattle Feeds Private Limited | Payable | - | (0.01) | Non-Related Party |
| Ackntech Software Solutions Private Limited | Payable | - | (0.00) | Non-Related Party |
| Agrisy Layer Farm Private Limited | Payable | - | (0.00) | Non-Related Party |
| Nedumkandam Agro Trading Company Private Limited | Payable | 0.01 | (0.03) | Non-Related Party |
| Yeerla Retail Private Limited | Payable | - | (0.00) | Non-Related Party |
| Dudha Dairy & Services Limited | Payable | 0.00 | (0.00) | Non-Related Party |
| GSLD Egg and Agro Pvt Ltd | Payable | - | (0.00) | Non-Related Party |
| Kannauj Chemicals & Seeds Pvt Ltd | Payable | 0.00 | - | Non-Related Party |
| Dikshita Hatcheries And Farms Private Limited | Payable | (0.00) | (0.00) | Non-Related Party |
| Madhapur New Café Hospitality | Payable | 0.17 | (0.03) | Non-Related Party |

The amount reflected as "0.00" are values with less than ₹ one lakh.

Note 58 : Related Party Disclosures

1 In compliance with Ind AS 24 - “Related Party Disclosures”, as notified under Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended, the required disclosures are given below:

| | | |
|---|--|--|
| (a) (i) | Key Management Personnel and Entities where Key Management Personnel has significant influence and their Relatives | Mr. N. B. Godrej (Chairman) |
| | | Mr. J. N. Godrej (Upto 23rd January, 2024) |
| | | Ms. Tanya A. Dubash |
| | | Ms. Nisaba Godrej |
| | | Mr. Pirojsha A. Godrej |
| | | Mr. Burjis Godrej |
| | | Mr. B. S. Yadav (Managing Director) |
| | | Dr. Ritu Anand |
| | | Ms. Aditi Kothari Desai |
| | | Ms. Roopa Purushothaman |
| | | Mr. N. Srinivasan |
| | | Mr. Kannan Sitaram |
| | | Mr. Ashok Gulati |
| | | Ms. Ritu Verma |
| | | Mr. S. Varadaraj (Chief Financial Officer) |
| | | Mr. Vivek Raizada (Company Secretary) |
| | | Mr. A. B. Godrej |
| | | Mr. Nitin Nabar (KMP of Holding Co.) (upto 1st May, 2024) |
| | | Mr. Clement Pinto (KMP of Holding Co.) |
| | | Ms. Tejal Jariwala (KMP of Holding Co.) (upto 14th August, 2024) |
| | | Ms. Anupama Kamble (KMP of Holding Co.) |
| | | The Raika Godrej Family Trust (Upto 30th December, 2024) |
| | | ABG Family Trust |
| | | TAD Family Trust |
| | | TAD Children Trust |
| | | NG Family Trust |
| | | NG Children Trust |
| | | PG Family Trust |
| | | PG Children Trust |
| | | PG Lineage Trust |
| | | NBG Family Trust |
| | | RNG Family Trust |
| BNG Successor Trust | | |
| BNG Lineage Trust | | |
| BNG Family Trust | | |
| HNG Family Trust | | |
| SNG Successor Trust | | |
| SNG Lineage Trust | | |
| SNG Family Trust | | |
| JNG Family Trust (Upto 30th December, 2024) | | |
| PJG Family Trust (Upto 30th December, 2024) | | |
| RJG Family Trust (Upto 30th December, 2024) | | |

| | | | |
|-----|-------|--|--|
| | | NJG Family Trust (Upto 30th December, 2024) | |
| | | SGC Family Trust (Upto 30th December, 2024) | |
| | | VMC Family Trust (Upto 30th December, 2024) | |
| | | FVC Family Trust (Upto 30th December, 2024) | |
| | | FVC Children Trust (Upto 30th December, 2024) | |
| | | NVC Family Trust (Upto 30th December, 2024) | |
| | | NVC Children Trust (Upto 30th December, 2024) | |
| | | Navroze Lineage Trust (Upto 30th December, 2024) | |
| | | Raika Lineage Trust (Upto 30th December, 2024) | |
| | | Ms.Rati Burjis Godrej | |
| | | Mr.Sohrab Nadir Godrej | |
| | | Mr.Hormazd Nadir Godrej | |
| | | Aloo Vaghaiwalla | |
| | | Behram Vaghaiwalla | |
| | | Freny Mody | |
| | | Armaity Vaghaiwalla | |
| | | Aryan Arvind Dubash | |
| | | Azaar Arvind Dubash | |
| | | Ms. Karla Bookman | |
| | | Ms. Lana Godrej | |
| | | Ms. Sasha Godrej | |
| | | Ms. Smita Crishna Godrej (Upto 30th December, 2024) | |
| | | Ms. Pheroza Jamshyd Godrej (Upto 30th December, 2024) | |
| | | Ms. Freyan Crishna Bieri (Upto 30th December, 2024) | |
| | | Ms. Nyrika Holkar (Upto 30th December, 2024) | |
| | | Mr. Navroze Jamshyd Godrej (Upto 30th December, 2024) | |
| | | Ms. Raika Jamshyd Godrej (Upto 30th December, 2024) | |
| | | Mr. Rishad Kaikhushru Naoroji (Upto 30th December, 2024) | |
| (b) | (i) | Holding companies | Godrej Industries Limited |
| | (ii) | Fellow Subsidiary Companies | Godrej Properties Limited |
| | | | Godrej Housing Finance Limited |
| | | | Godrej One Premises Management Private Limited |
| | | | Godrej Vikhroli Properties India Limited |
| | (iii) | Joint Ventures | ACI Godrej Agrovet Private Limited, Bangladesh |
| | | | Omnivore India Capital Trust |
| | (iv) | Associates | Al Rahba International Trading Limited Liability Company, United Arab Emirates (UAE) (Upto April 18, 2023) |

| | |
|--|---|
| (v) Other Related Parties | Godrej & Boyce Manufacturing Company Limited (Upto 30th December, 2024) |
| | Godrej Consumer Products Limited |
| | Godrej Pet Care Limited (formerly known as Godrej Consumer Care Limited) |
| | Godrej Seeds & Genetics Limited |
| | Godrej Infotech Limited (Upto 30th December, 2024) |
| | Asha Holding Private Limited |
| | Kavali Milkline Private Limited |
| | Khammam Milkline Private Limited |
| | Mohan Milkline Private Limited |
| | Pamuru Milkline Private Limited |
| | Pragathi Milkline Private Limited |
| | Vidya Milkline Private Limited |
| | Ongole Milkline Private Limited. |
| | Dhulipalla Milkline Private Limited |
| | Prima Food Tech Private Limited |
| | Orgaa Farms Private Limited |
| Wereco Foods Private Limited | |
| RKN Enterprises (Upto 30th December, 2024) | |
| Anamudi Real Estates LLP | |
| (vi) Post-employment benefit plan (entities) for the benefit of employees of the company | Godrej Agrovet Limited Provident Fund Trust |
| | Godrej Agrovet Limited Superannuation Scheme |
| | Godrej Agrovet Limited Group Gratuity Trust |

2. The following transactions were carried out with the related parties in the ordinary course of business :

(i) Details relating to parties referred to in items 1 (b) (i), (ii), (iii), (iv), (v), (vi)

| | | | | | | | (₹ in crore) |
|---------|---|--------------------------|----------------------|------------------------------|------------------------|-------------------|---------------------------------------|
| Sr. No. | Nature of Transactions | Holding Companies (i) | Subsidiaries (ii) | Fellow Subsidiaries (iii) | Joint Ventures (iv) | Associates (v) | Other related Parties (vi) & (vii) |
| 1 | Purchase of property, plant and equipment | - 0.01 | - | - | - | - | 0.25 1.91 |
| 2 | Sale/Redemption of units in joint venture | - | - | - | 11.29 8.43 | - | - |
| 3 | Advances given during the year | - | - | - | - | - | 0.03 0.01 |
| 4 | Sundry deposits placed | - 0.10 | - | 0.02 | - | - | - |
| 5 | Sale of materials / finished goods / other operating revenue | 31.81 0.01 | - | - | 0.35 | - | 48.74 16.97 |
| 6 | Purchase of materials / finished goods / services | 5.46 8.69 | - | - | - | - | 274.90 339.06 |
| 7 | Expenses charged to / reimbursement received from other companies | 0.14 0.61 | - | 0.02 0.11 | - | - | 1.20 0.54 |
| 8 | Expenses charged by / reimbursement made to other companies | 16.72 8.46 | - | 2.81 2.59 | - | - | 2.61 2.40 |
| 9 | Dividend income | - | - | - | 66.77 32.80 | - | - |
| 10 | Dividend paid | 124.71 118.48 | - | - | - | - | - 3.94 |
| 11 | Sundry income | - | - | - | 10.00 11.59 | - | 0.01 0.01 |
| 12 | Capital advance given during the year | - | - | - | - | - | - 2.41 |
| 13 | Outstanding capital advance | - | - | 0.08 0.07 | - | - | - |
| 14 | Outstanding receivables | 0.83 2.27 | - | 0.11 0.11 | 7.73 15.77 | - | 0.04 0.11 |
| 15 | Outstanding payables | - | - | 3.33 3.33 | - | - | 8.45 10.31 |
| 16 | Guarantees outstanding | - | - | - | - | - | 1.21 1.21 |
| 17 | Contribution to post-employment benefit plans | - | - | - | - | - | 28.19 29.61 |

(ii) Details relating to persons referred to in items 1(a)(i) above

(₹ in crore)

| Sr. No. | Particulars | As at March 31, 2025 | As at March 31, 2024 |
|----------|---|----------------------|----------------------|
| 1 | Remuneration to key management personnel | | |
| | Salary and short term employee benefit paid | 13.29 | 8.71 |
| | Post employee gratuity & medical benefits | 0.16 | 0.15 |
| | Shared based payment | 1.34 | 1.01 |
| 2 | Dividend paid | 21.19 | 16.16 |
| 3 | Director's sitting fees | 0.62 | 0.44 |
| 4 | Director's commission | 1.06 | 1.02 |

3. Significant Related Party Transactions :

(₹ in crore)

| Sr. No. | Nature of Transaction | As at March 31, 2025 | As at March 31, 2024 |
|----------|---|----------------------|----------------------|
| 1 | Purchase of property, plant and equipment | | |
| | Godrej & Boyce Manufacturing Company Limited | 0.25 | 1.91 |
| | Godrej Industries Limited | - | 0.01 |
| 2 | Sale/Redemption of units in joint venture | | |
| | Omnivore India Capital Trust | 11.29 | 8.43 |
| 3 | Advances given during the year | | |
| | Godrej & Boyce Manufacturing Company Limited | 0.03 | 0.01 |
| 4 | Sundry deposits placed | | |
| | Godrej Industries Limited | - | 0.10 |
| | Godrej One Premises Management Private Limited | 0.02 | - |
| 5 | Sale of materials / finished goods / other operating revenue | | |
| | ACI Godrej Agrovet Private Limited | 0.35 | - |
| | Godrej Consumer Products Limited | 48.74 | 16.91 |
| | Godrej Industries Limited | 31.81 | 0.01 |
| | Khammam Milkline Private Limited | - | 0.06 |
| 6 | Purchase of materials / finished goods / services | | |
| | Godrej & Boyce Manufacturing Company Limited | 0.02 | 0.29 |
| | Godrej Industries Limited | 5.46 | 8.69 |
| | Godrej Consumer Products Limited | 0.08 | 0.21 |
| | Godrej Seeds & Genetics Limited | 212.35 | 225.09 |
| | Ongole Milkline Private Limited | 0.05 | 3.94 |
| | Mohan Milkline Private Limited | 12.11 | 44.95 |
| | Vidya Milkline Private Limited | 7.83 | 11.92 |
| | Khammam Milkline Private Limited | 16.23 | 15.64 |
| | Pamuru Milkline Private Limited | 12.79 | 15.38 |

(₹ in crore)

| Sr. No. | Nature of Transaction | As at March 31, 2025 | As at March 31, 2024 |
|-----------|--|----------------------|----------------------|
| | Kavali Milkline Private Limited | 13.44 | 21.14 |
| | Pragathi Milkline Private Limited | - | 0.50 |
| 7 | Expenses charged to / reimbursement received from other companies | | |
| | Godrej Consumer Products Limited | 0.60 | 0.54 |
| | Godrej Industries Limited | 0.14 | 0.61 |
| | Godrej Properties Limited | 0.02 | 0.11 |
| | Godrej Pet Care Limited | 0.60 | - |
| 8 | Expenses charged by / reimbursement made to other companies | | |
| | Godrej Infotech Limited | 0.09 | 0.17 |
| | Godrej & Boyce Manufacturing Company Limited | 0.10 | 0.07 |
| | Godrej Consumer Products Limited | 2.05 | 1.79 |
| | Godrej Industries Limited | 16.72 | 8.46 |
| | Godrej One Premises Management Private Limited | 2.81 | 2.59 |
| | Asha Holding Private Limited | 0.10 | 0.10 |
| | Orga Farms Private Limited | 0.17 | 0.17 |
| | Wereco Foods Private Limited | 0.10 | 0.10 |
| 9 | Dividend income | | |
| | ACI Godrej Agrovvet Private Limited | 66.77 | 32.80 |
| 10 | Dividend paid | | |
| | Godrej Industries Limited | 124.71 | 118.48 |
| | Mr. B. S. Yadav (Managing Director) | 3.34 | 3.16 |
| | Mr. N. B. Godrej (Chairman) | 0.00 | 0.00 |
| | Mr. A. B. Godrej | 0.01 | 0.00 |
| | Mr. J. N. Godrej | 1.04 | - |
| | Ms. Tanya A. Dubash | 0.26 | 0.19 |
| | Ms. Nisaba Godrej | 0.00 | 0.00 |
| | Mr. Pirojsha A. Godrej | 0.41 | 0.39 |
| | Mr. Nitin Nabar (KMP of Holding Co.) | 0.01 | 0.01 |
| | Mr. Clement Pinto (KMP of Holding Co.) | 0.01 | 0.00 |
| | Ms. Tejal Jariwala (KMP of Holding Co.) | 0.00 | 0.00 |
| | Dr. Ritu Anand | 0.00 | 0.00 |
| | Ms. Roopa Purushothaman | 0.00 | 0.00 |
| | Mr. S. Varadaraj (Chief Financial Officer) | 0.23 | 0.22 |
| | Mr. Vivek Raizada (Company Secretary) | 0.00 | 0.00 |
| | The Raika Godrej Family Trust | 0.00 | 0.00 |
| | ABG Family Trust | 0.00 | 0.00 |
| | TAD Family Trust | 0.60 | 0.61 |

(₹ in crore)

| Sr. No. | Nature of Transaction | As at March 31, 2025 | As at March 31, 2024 |
|-----------|------------------------------------|----------------------|----------------------|
| | TAD Children Trust | 0.00 | 0.00 |
| | BNG Family Trust | 0.86 | 0.82 |
| | HNG Family Trust | 0.86 | 0.82 |
| | SNG Family Trust | 0.86 | 0.82 |
| | NG Family Trust | 0.86 | 0.82 |
| | NG Children Trust | 0.00 | 0.00 |
| | PG Family Trust | 0.00 | 0.00 |
| | PG Children Trust | 0.00 | 0.00 |
| | PG Lineage Trust | 0.00 | 0.00 |
| | NBG Family Trust | 0.00 | 0.00 |
| | RNG Family Trust | 0.00 | 0.00 |
| | BNG Successor Trust | 0.00 | 0.00 |
| | BNG Lineage Trust | 0.00 | 0.00 |
| | SNG Successor Trust | 0.00 | 0.00 |
| | SNG Lineage Trust | 0.00 | 0.00 |
| | JNG Family Trust | 0.00 | 0.00 |
| | PJG Family Trust | 0.00 | 0.00 |
| | RJG Family Trust | 0.00 | 0.00 |
| | NJG Family Trust | 0.00 | 0.00 |
| | SGC Family Trust | 0.00 | 0.00 |
| | VMC Family Trust | 0.00 | 0.00 |
| | FVC Children Trust | 0.00 | 0.00 |
| | NVC Children Trust | 0.00 | 0.00 |
| | Ms. Freyan Crishna Bieri | 0.69 | 0.00 |
| | Ms. Nyrika Holkar | 0.69 | 0.00 |
| | Mr. Navroze Jamshyd Godrej | 1.04 | 0.00 |
| | Navroze Lineage Trust | 2.07 | 1.97 |
| | Ms. Raika Jamshyd Godrej | 0.00 | 0.00 |
| | Raika Lineage Trust | 2.07 | 1.97 |
| | FVC Family Trust | 2.07 | 1.97 |
| | NVC Family Trust | 2.07 | 1.97 |
| | Smita Godrej Crishna | 0.69 | - |
| | Ms. Karla Bookman | 0.19 | 0.18 |
| | Ms. Sasha Godrej | 0.19 | 0.18 |
| | Ms. Lana Godrej | 0.07 | 0.07 |
| | RKN Enterprises | - | 3.94 |
| 11 | Sundry income | | |
| | ACI Godrej Agrovet Private Limited | 10.00 | 11.59 |
| | Godrej Consumer Products Limited | 0.01 | 0.01 |

(₹ in crore)

| Sr. No. | Nature of Transaction | As at March 31, 2025 | As at March 31, 2024 |
|-----------|--|----------------------|----------------------|
| 12 | Capital advance given during the year | | |
| | Godrej & Boyce Manufacturing Company Limited | - | 2.41 |
| 13 | Outstanding capital advance | | |
| | Godrej Vikhroli Properties India Limited | 0.04 | 0.04 |
| | Godrej Properties Limited | 0.04 | 0.04 |
| 14 | Outstanding receivables (net of payables) | | |
| | Godrej & Boyce Manufacturing Company Limited | 0.04 | 0.11 |
| | Godrej Industries Limited | 0.83 | 2.27 |
| | Godrej One Premises Management Private Limited | 0.11 | 0.11 |
| | ACI Godrej Agrovet Private Limited | 7.70 | 15.73 |
| | Omnivore India Capital Trust | 0.03 | 0.03 |
| | Ongole MilkLine Private Limited | 0.00 | - |
| 15 | Outstanding payables (net of receivables) | | |
| | Godrej Infotech Limited | - | 0.01 |
| | Godrej Properties Limited | 3.33 | 3.33 |
| | Godrej Consumer Products Limited | 0.11 | 1.25 |
| | Godrej Agrovet Limited Provident Fund Trust | 2.05 | 2.01 |
| | Godrej Agrovet Limited Superannuation Scheme | 0.03 | 0.03 |
| | Godrej Agrovet Limited Group Gratuity Trust | 4.24 | 2.89 |
| | Godrej Seeds & Genetics Limited | 0.06 | 2.58 |
| | Godrej Pet Care Limited | 0.36 | - |
| | Kavali Milkline Private Limited | 0.35 | 0.06 |
| | Khammam Milkline Private Limited | 0.57 | 0.48 |
| | Mohan Milkline Private Limited | - | 0.60 |
| | Pamuru Milkline Private Limited | 0.39 | 0.23 |
| | Pragathi Milkline Private Limited | 0.01 | 0.01 |
| | Vidya Milkline Private Limited | 0.28 | 0.12 |
| | Ongole Milkline Private Limited | - | 0.03 |
| 16 | Guarantees outstanding | | |
| | Godrej Consumer Products Limited | 1.21 | 1.21 |
| 17 | Director's sitting fees | | |
| | Dr. Ritu Anand (Independent Director) | 0.11 | 0.08 |
| | Ms. Aditi Kothari Desai (Independent Director) | 0.08 | 0.05 |
| | Ms. Roopa Purushothaman (Independent Director) | 0.09 | 0.07 |
| | Mr. N. Srinivasan (Independent Director) | 0.12 | 0.09 |
| | Mr. Kannan Sitaram (Independent Director) | 0.07 | 0.05 |

(₹ in crore)

| Sr. No. | Nature of Transaction | As at March 31, 2025 | As at March 31, 2024 |
|-----------|--|----------------------|----------------------|
| | Mr. Ashok Gulati (Independent Director) | 0.08 | 0.06 |
| | Ms. Ritu Verma (Independent Director) | 0.07 | 0.05 |
| 18 | Director's commission | | |
| | Mr. N. B. Godrej (Chairman) | 0.09 | 0.09 |
| | Ms. Ritu Verma (Independent Director) | 0.09 | 0.02 |
| | Dr. Ritu Anand (Independent Director) | 0.09 | 0.09 |
| | Ms. Aditi Kothari Desai (Independent Director) | 0.09 | 0.09 |
| | Dr. Raghunath A. Mashelkar (Independent Director) | - | 0.03 |
| | Ms. Roopa Purushothaman (Independent Director) | 0.09 | 0.09 |
| | Ms. Tanya A. Dubash | 0.09 | 0.09 |
| | Mr. J. N. Godrej | 0.07 | 0.09 |
| | Ms. Nisaba Godrej | 0.09 | 0.09 |
| | Mr. N. Srinivasan (Independent Director) | 0.09 | 0.09 |
| | Mr. Kannan Sitaram (Independent Director) | 0.09 | 0.09 |
| | Mr. Pirojsha A. Godrej (Director) | 0.09 | 0.09 |
| | Mr. Ashok Gulati (Independent Director) | 0.09 | 0.09 |
| 19 | Contribution to post-employment benefit plans | | |
| | Godrej Agrovet Limited Provident Fund Trust | 24.90 | 24.48 |
| | Godrej Agrovet Limited Superannuation Scheme | 0.40 | 0.38 |
| | Godrej Agrovet Limited Group Gratuity Trust | 2.89 | 4.74 |

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Registration Number 101248W/W-100022

MAULIK JHAVERI

Partner

Membership Number: 116008

Mumbai, April 30, 2025

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

(CIN:L15410MH1991PLC135359)

N. B. GODREJ

Chairman

DIN: 00066195

B.S.YADAV

Managing Director

DIN: 00294803

S. VARADARAJ

Chief Financial Officer

ICAI Memb. No. 047959

Mumbai, April 30, 2025

VIVEK RAIZADA

Company Secretary

ICSI Memb. No. ACS11787

Mumbai, April 30, 2025

FORM AOC-1
(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures
For the Financial Year ended March 31, 2025

PART "A": SUBSIDIARIES:

(₹ in Crore)

| Sl. No. | Name of the subsidiary | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 |
|---------|--|--|---|--|--|--|--|--|---|
| 1 | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | Godrej Agrovet Limited 01.04.2024 to 31.03.2025 | GODVET AGROCHEM LIMITED 01.04.2024 to 31.03.2025 | ASTEC LIFESCIENCES LIMITED 01.04.2024 to 31.03.2025 | BEHRAM CHEMICALS PRIVATE LIMITED 01.04.2024 to 31.03.2025 | COMERCIALIZADORA AGRICOLA AGROASTRACHEM CIA LTDA 01.04.2024 to 31.03.2025 | CREAMLINE DAIRY PRODUCTS LIMITED 01.04.2024 to 31.03.2025 | GODREJ FOODS LIMITED** 01.04.2024 to 31.03.2025 | GODREJ CATTLE GENETICS PRIVATE LIMITED* 01.04.2024 to 31.03.2025 |
| 2 | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries. | NA | NA | NA | NA | Columbian Peso (Exchange rate 0.02034) | NA | NA | NA |
| 3 | Share capital | 192.27 | 9.95 | 19.61 | 0.60 | 0.01 | 11.32 | 0.20 | 3.68 |
| 4 | Reserves & surplus | 2,381.07 | 8.24 | 214.46 | 0.85 | (0.10) | 120.39 | 201.49 | 47.19 |
| 5 | Total assets | 4,373.28 | 19.96 | 880.42 | 1.49 | 0.00 | 431.98 | 373.66 | 73.50 |
| 6 | Total Liabilities | 1,799.94 | 1.77 | 646.34 | 0.04 | 0.09 | 300.27 | 171.97 | 22.63 |
| 7 | Investments | 1,286.61 | - | 0.43 | - | - | - | - | - |
| 8 | Turnover | 6,988.42 | - | 378.15 | - | - | 1,556.39 | 825.46 | 73.70 |
| 9 | Profit before taxation | 662.69 | 1.49 | (141.12) | 0.16 | - | 27.85 | 26.18 | (8.62) |
| 10 | Provision for taxation | 160.13 | 2.36 | (6.31) | 0.04 | - | 12.91 | 11.59 | - |
| 11 | Profit after taxation | 502.56 | (0.86) | (134.81) | 0.12 | - | 14.94 | 14.59 | (8.62) |
| 12 | Other comprehensive income before tax | 2.20 | - | 0.23 | - | - | (0.44) | (0.77) | (0.01) |
| 13 | Tax on Other comprehensive income | (0.55) | - | (0.06) | - | - | 0.11 | 0.27 | - |
| 14 | Other comprehensive income | 1.65 | - | 0.17 | - | - | (0.33) | (0.50) | (0.01) |
| 15 | Total comprehensive income | 504.21 | (0.86) | (134.64) | 0.12 | - | 14.61 | 14.09 | (8.64) |
| 16 | Proposed Dividend | 211.49 | - | - | - | - | - | - | - |
| 17 | % of shareholding | | 100.00% | 64.75% | 65.63% | 100.00% | 62.53% | 100.00% | 100.00% |

* Formerly known as Godrej Maxximilk Private Limited

** Formerly known as Godrej Tyson Foods Limited

Notes:**1. Names of Subsidiaries which are yet to commence Operations:**

Comercializadora Agricola Agroastrachem Cia Ltda (Bogota Columbia) [a 100% Subsidiary of Astec LifeSciences Limited (a Subsidiary)], has not yet commenced its operations.

2. Names of Subsidiaries which have been liquidated or sold during the Year:

None of the Subsidiaries of the Company have been liquidated or sold during the Financial Year under review.

Part “B”: Associates and Joint Ventures

(₹ in Crore)

| Name of Associates/Joint Ventures | ACI Godrej Agrovet Private Limited | Omnivore India Capital Trust |
|---|--|------------------------------|
| 1. Latest audited Balance Sheet Date | 31.03.2025 | 31.03.2025 |
| 2. Shares of Associate/Joint Ventures held by the company on the year end | 50.00% | Nil |
| No. | 1,850,000 | Nil |
| Amount of Investment in Associates | 12.58 | Nil |
| 3. Description of how there is significant influence | due to percentage (%) of Share Capital | Nil |
| 4. Reason why the associate/joint venture is not consolidated | NA | NA |
| 5. Networth attributable to Shareholding as per latest audited Balance Sheet | 120.29 | Nil |
| 6. Profit / (Loss) for the year - 2024-25 | | |
| i. Considered in Consolidation | 55.12 | Nil |
| ii. Not Considered in Consolidation | - | - |
| Names of associate which have been liquidated / struck off / sold during the year | Nil | |

Notes:

3. Names of Associates / Joint Ventures which are yet to commence Operations:

None of the Associates / Joint Ventures of the Company is yet to commence its operations.

4. Names of Subsidiaries which have been liquidated or sold during the Year:

None of the Associates / Joint Ventures of the Company has been liquidated or sold during the Financial Year under review.