



GODREJ AGROVET LIMITED

Corporate Identity Number (CIN): L15410MH1991PLC135359

Registered Office: "Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079, Maharashtra
Tel.: (91 22) 2519 4416, **Fax:** (91 22) 2519 5124, **Website:** www.godrejagrovet.com , **Email:** gavlinvestors@godrejagrovet.com

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name(s) of the Member(s):	
Registered Address:	
Email Id:	
Folio No. / *DP ID- Client ID:	

* Applicable for Members holding shares in electronic form

I/We, being the Member(s) of **Godrej Agrovet Limited** holding _____ Equity Shares of the Company, hereby appoint:

1. Name: _____	Address: _____
E-mail ID: _____	Signature: _____

or failing him / her,

2. Name: _____	Address: _____
E-mail ID: _____	Signature: _____

or failing him / her,

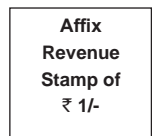
3. Name: _____	Address: _____
E-mail ID: _____	Signature: _____

as my/our proxy and to attend and vote (on a poll) for me/us on my/our behalf at the **27TH (TWENTY SEVENTH) ANNUAL GENERAL MEETING** of the Company scheduled to be held on **Thursday, August 9, 2018 at 4.00 p.m. (IST)** at Auditorium, "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of the Resolution
ORDINARY BUSINESS:	
1	To consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and the Statutory Auditors thereon, including Annexures thereto.
2	To declare Final Dividend on Equity Shares @ 45% [i.e., @ Rs. 4.50 (Rupees Four Paise Fifty Only) per Equity Share] for the Financial Year 2017-18.
3	To appoint a Director in place of Mr. N. B. Godrej, Director [having Director Identification Number (DIN): 00066195], who retires by rotation and being eligible, offers himself for re-appointment, as a "Director" of the Company.
4	To appoint a Director in place of Ms. Tanya A. Dubash, Director [having Director Identification Number (DIN): 00026028], who retires by rotation and being eligible, offers herself for re-appointment, as a "Director" of the Company.
5	To ratify the appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration Number: 101248W/W-100022) as the 'Statutory Auditors' of the Company, to hold office from the conclusion of this 27 th (Twenty Seventh) Annual General Meeting (AGM) till the conclusion of the 31 st (Thirty First) Annual General Meeting (AGM), i.e., for the Financial Years from 2018-19 to 2021-22 and to authorise Board of Directors of the Company to fix their remuneration.
SPECIAL BUSINESS:	
6	To ratify remuneration to be paid to M/s. P. M. Nanabhoy & Co., Cost Accountants, Mumbai, to conduct an audit of the cost records of the Company for the Financial Year ending on March 31, 2019.
7	To re-appoint Mr. K. N. Petigara, as a Non- Executive Independent Director of the Company [having Director Identification Number (DIN): 00066162] for an additional term of 3 (three) years w.e.f April 1, 2019 upto March 31, 2022.
8	To re-appoint Mr. A. B. Choudhury, as a Non- Executive Independent Director of the Company [having Director Identification Number (DIN): 00557547] for an additional term of 3 (three) years w.e.f April 1, 2019 upto March 31, 2022, pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
9	To approve the continuation of Mr. A. B. Godrej, as a Non-Executive Director of the Company [having Director Identification Number (DIN): 00065964], pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
10	To approve the continuation of Dr. R. A. Mashelkar, as a Non- Executive Independent Director of the Company [having Director Identification Number (DIN): 00074119] upto July 17, 2022, pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
11	To approve waiver of recovery of excess remuneration paid to Mr. B. S. Yadav, Managing Director [having Director Identification Number (DIN) : 00294803], during the Financial Year (F.Y.) 2016-17, without requiring approval of Central Government.
12	To approve amendment of the "Godrej Agrovet Limited – Employees Stock Grant Scheme, 2018" ("ESGS 2018")

Signed this _____ day of _____ 2018

Signature of Member: _____ Signature of Proxy Holder(s): _____



Notes:

- THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**
- A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and proxy need not be a Member. A person can act as a Proxy on behalf of not more than 50 (fifty) Members and holding in aggregate, not more than 10% (Ten percent) of the total share capital of the Company. Members holding more than 10% (Ten per cent) of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other person / Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A proxy so appointed shall not have any right to speak at the Meeting.
- The Proxy-holder is required to carry an identity proof at the time of attending the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 27th (Twenty Seventh) Annual General Meeting.