

GODREJ AGROVET LIMITED

Corporate Identity Number (CIN): L15410MH1991PLC135359
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

NOTICE OF THE 31ST (THIRTY-FIRST) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31ST (THIRTY-FIRST) ANNUAL GENERAL MEETING ("AGM") of the Shareholders of GODREJ AGROVET LIMITED ("Company") will be held on **Friday, July 29, 2022 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, 2022:

To consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2022 and the Reports of the Board of Directors and the Statutory Auditors thereon, including Annexures thereto.

2. Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2022:

To declare Final Dividend on Equity Shares at the rate of 95% (Ninety-Five per cent) [i.e., ₹ 9.50 (Rupees Nine and Paise Fifty Only) per Equity Share of Face Value of ₹ 10/- (Rupees Ten Only)] for the Financial Year ended March 31, 2022.

3. Re-appointment of Mr. Nadir B. 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 B. Godrej [Director Identification Number (DIN): 00066195]), Non-Executive, Non-Independent Director & Chairman, 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 the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and/or the Rules framed thereunder, the approval of the Shareholders of the

Company be and is hereby accorded to the re-appointment of Mr. Nadir B. Godrej [Director Identification Number (DIN): 00066195] as a "Director" of the Company, who shall be liable to retire by rotation."

4. Re-appointment of Ms. Nisaba Godrej (DIN: 00591503) as a "Director", liable to retire by rotation, who has offered herself for re-appointment:

To appoint a Director in place of Ms. Nisaba Godrej [Director Identification Number (DIN): 00591503]), Non-Executive, Non-Independent Director, 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 the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and/or the Rules framed thereunder, the approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Ms. Nisaba Godrej [Director Identification Number (DIN): 00591503] as a "Director" of the Company, who shall be liable to retire by rotation."

5. Re-appointment of B S R & Co. LLP, Chartered Accountants as the "Statutory Auditors" of the Company for a second term of 5 (Five) years:

To consider and approve re-appointment of B S R & Co. LLP, Chartered Accountants as the "Statutory Auditors" of the Company for a second term of 5 (Five)

years and if thought fit, to pass, the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) 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, B S R & Co. LLP, Chartered Accountants, having Firm Registration No. 101248W/W-100022, be and are hereby re-appointed as the “Statutory Auditors” of the Company for a second term of 5 (Five) consecutive years, commencing from the conclusion of the 31st Annual General Meeting till the conclusion of 36th Annual General Meeting (i.e., to conduct the Statutory Audit of the Company from the Financial Year 2022-23 upto the Financial Year 2026-27), at such remuneration as may be mutually agreed between the Board of Directors and Statutory Auditors.”

SPECIAL BUSINESS:

6. 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, 2023:

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, 2023 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 and 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, 2023, for conducting audit of the cost records of the Company, of ₹ 1,38,000/- (Rupees One Lakh Thirty Eight Thousand 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 is hereby 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. 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:

To consider and approve the appointment of Mr. Burjis Godrej [Director Identification Number (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 and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force] and the provisions of the Articles of Association of the Company and subject to such other approval(s) (if required) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their respective Meetings held on February 4, 2022, the approval of Shareholders be and is hereby accorded for appointment of Mr. Burjis Godrej [Director Identification Number (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, on such terms and conditions as stated hereinbelow and elaborated in the Explanatory Statement and mutually agreed between the Company and Mr. Burjis Godrej.”

1) **Fixed Compensation**, including basic salary, allowances, perquisites and Company’s contribution to Provident Fund, Superannuation Fund, Gratuity and other benefits, facilities and amenities as may be applicable as per the rules of the Company, provided that:

(a) Basic Salary shall be in the range of ₹ 30,00,000/- (Rupees Thirty Lakh Only) per

annum to ₹ 50,00,000/- (Rupees Fifty Lakh Only) per annum;

(b) the revisions in annual Basic Salary and increments in remuneration may be as approved by the Nomination & 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.

2) **Flexible Compensation**, comprising of the following, as may be determined from time to time by the Nomination and Remuneration Committee and / or the Board of Directors, having regard to the performance of Mr. Burjis Godrej as an Executive Director, the profitability of the Company and other relevant factors:

(a) **Performance Linked Variable Remuneration (PLVR)** payable according to the applicable scheme of the Company for each of the Financial Year as relevant to the period of appointment;

(b) **Long Term Incentives (LTI)**, in a manner and form as may be approved by the Nomination and Remuneration Committee and / or the Board of Directors of the Company.”

“**RESOLVED FURTHER THAT** the remuneration as stated above be allowed and paid to Mr. Burjis Godrej in his capacity as an “Executive Director” for the period from November 1, 2022 to October 31, 2027 and LTI payable, as may be approved by the Nomination and Remuneration Committee and / or the Board of Directors of the Company, as minimum remuneration, notwithstanding any loss or inadequacy of profit during the said period, subject to necessary compliance with the provisions of the Companies Act, 2013 and the Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force].”

“**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee and / or the Board of Directors be and is hereby 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.”

“**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee and / or the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and execute all such document(s), instrument(s) and writing(s) as may be

deemed fit, necessary, expedient or desirable, to delegate all or any of its powers herein conferred to give effect to the aforesaid resolution and to settle any question, or doubt that may arise in relation thereto, without being required to seek any further consent or approval of the Members to this end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.”

8. 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:

To consider and approve the re-appointment of Mr. Balram S. Yadav [Director Identification Number (DIN): 00294803] as the “Managing Director” for a further period commencing from September 1, 2022 upto April 30, 2025 and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force] and the provisions of the Articles of Association of the Company and subject to such other approval(s) (if required) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their respective Meetings held on May 9, 2022, approval of the Shareholders of the Company be and is hereby accorded for re-appointment of Mr. Balram S. Yadav [Director Identification Number (DIN): 00294803] as the “Managing Director” of the Company for a further period commencing from September 1, 2022 upto April 30, 2025, on such terms and conditions as stated hereinbelow and elaborated in the Explanatory Statement and mutually agreed between the Company and Mr. Balram S. Yadav:

1) **Fixed Compensation**, including basic salary, allowances, perquisites and Company’s contribution to Provident Fund, Superannuation Fund, Gratuity and other benefits, facilities and amenities as may be applicable as per the rules of the Company, provided that:

(a) Basic Salary shall be in the range of ₹ 1,57,00,000/- (Rupees One Crore and Fifty Seven Lakh Only) per annum to ₹ 2,50,00,000/-

(Rupees Two Crore and Fifty Lakh Only) per annum;

(b) 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. Balram S. Yadav as Managing Director, the profitability of the Company and other relevant factors.

2) **Flexible Compensation**, comprising of the following, as may be determined from time to time by the Nomination & Remuneration Committee and / or the Board of Directors, having regard to the performance of Mr. Balram S. Yadav as Managing Director, the profitability of the Company and other relevant factors:

(a) **Performance Linked Variable Remuneration (PLVR)** payable according to the applicable scheme of the Company for each of the Financial Year as relevant to the period of appointment;

(b) **Long Term Incentives (LTI)** upto an amount not exceeding ₹ 27 Crore (Rupees Twenty Seven Crore Only), payable in the form of cash and/or stock options under the Company's existing Employees Stock Grant Scheme, 2018, in two tranches in the Financials Years 2025-26 and 2026-27, subject to fulfilment of thresholds to be achieved during the 4 (Four) Financial Years, i.e., from 2021-22 upto 2024-25."

"RESOLVED FURTHER THAT the remuneration as stated above be allowed and paid to Mr. Balram S. Yadav in his capacity as the "Managing Director" for the period from September 1, 2022 to April 30, 2025 and LTI payable during the Financial Year 2025-26 and Financial Year 2026-27, as minimum remuneration, notwithstanding any loss or inadequacy of profit during the said period, subject to necessary compliance with the provisions of the Companies Act, 2013 and the Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force]."

"RESOLVED FURTHER THAT the Board of Directors and/or the Nomination and Remuneration Committee be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and remuneration of Mr. Balram S. Yadav at its discretion and as it may deem fit from time to time."

"RESOLVED FURTHER THAT the Nomination and Remuneration Committee and/or the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and execute all such document(s), instrument(s) and writing(s) as may be deemed fit, necessary, expedient or desirable, to delegate all or any of its powers herein conferred to give effect to the aforesaid resolution and to settle any question, or doubt that may arise in relation thereto, without being required to seek any further consent or approval of the Members to this end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution."

By Order of the Board of Directors

Sd/-

Vivek Raizada

Head – Legal & Company Secretary & Compliance Officer

Date: July 6, 2022

Place: Mumbai

Registered Office:

"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, India
Tel. No.: 022- 2519 4416; Fax No.: 022-2519 5124
Website: www.godrejagroviet.com;
Email: gavlinvestors@godrejagroviet.com;
Corporate Identity Number (CIN): L15410MH1991PLC135359

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has, vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No.02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 2/2022 dated May 5, 2022 (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”), 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 31st 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.godrejagrovvet.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 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, 4, 7 and 8 of this Notice of AGM is also annexed hereto.

3. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, 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 (Mr. B. Narasimhan, Proprietor of BNP & Associates, Practicing Company Secretaries and 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: narasimhan.b8@gmail.com, ab@bnpassociates.in, venkatk1960@gmail.com and venkatk60@yahoo.co.in with a copy marked to evoting@nsdl.co.in and gavl.secretarial@godrejagrovvet.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 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 gavl.secretarial@godrejagrovvet.com.

8. The Register of Members and Share Transfer Books of the Company will remain closed **from Tuesday, July 26, 2022 to Thursday, July 28, 2022 (both days inclusive)** for annual closing and determining the entitlement of the Shareholders to the Final Dividend for the Financial Year 2021-22.

9. All the documents in connection with the accompanying Notice and Explanatory Statement are available for inspection through electronic mode on the basis the request being sent on gavl.secretarial@godrejagrovvet.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:
- In case of Equity Shares held in Electronic form:** To their Depository Participant(s) (DPs);
 - 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. The format of the Form is available on the Company's website at <https://www.godrejagroviet.com/investors/investor-service-request> and on the website of Kfintech at <https://ris.kfintech.com/clientservices/isc/default.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.godrejagroviet.com/investors/investor-service-request> and on the website of the Kfintech at <https://ris.kfintech.com/clientservices/isc/default.aspx>.
12. In accordance with, the General Circular No. 20/2020 dated May 5, 2020, General Circular No.02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 2/2022 dated May 5, 2022 issued by the MCA, Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI 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, 2022, 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 e-mail address(es) in the manner specified in Point No. 10 above, to enable the Company to send electronic communications.
13. 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).
14. Members may also note that the Notice of 31st AGM and the Annual Report for the Financial Year 2021-22 will be available on the Company's website www.godrejagroviet.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.
15. The Final Dividend for the Financial Year 2021-22, as recommended by the Board of Directors, if approved at the AGM, would be paid by **Wednesday, August 3, 2022**, subject to deduction of tax at source, to the Shareholders or their mandates:
- whose names appear as Beneficial Owners as at the end of the business hours on **Monday, July 25, 2022**, in the list of Beneficial Owners to be furnished by National Securities Depository

Limited and Central Depository Services (India) Limited in respect of the Equity 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 **Monday, July 25, 2022**.

16. Compulsory Transfer of Equity Shares to Investor Education and Protection Fund (“IEPF”) 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, there is no 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).

Unclaimed / Unpaid Dividend:

Shareholders who have not encashed the dividend warrants for the previous year(s), are requested to submit their claim with Kfintech at Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad – 500032, Telangana, India. The Company has also uploaded details of Unclaimed dividend amount(s) lying with the Company as on date of Annual General Meeting on the website of the Company i.e., www.godrejagrovet.com.

- 17.** 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 payment of 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 2022-23, provided Permanent Account Number (PAN) is registered by the Shareholder. If PAN is not registered or if they are specified person (non-filers) as per Section 206AB of the Income Tax Act, 1961, TDS would be deducted at rate in force (at present 20%) as per 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 2022-23 does not exceed Rs.5,000/-. Please note that this includes future dividends, if any, which may be declared by the Company during the Financial Year 2022-23.

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 2022-23;
 - 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 2022-23.

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, July 25, 2022 to the Company at gavl.secretarial@godrejagroviet.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, July 25, 2022 shall be considered for payment of Final Dividend. No claim shall lie against the Company for such

taxes deducted. In case of any queries / difficulties, Shareholders may write to Kfintech at einward.ris@kfintech.com. Shareholders are also requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

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 shall 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>.

18. 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 RBI locations or NEFT. 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 facility, the Dividend would be paid through demand drafts / dividend warrants and the Bank details as furnished by the respective Depositories to the Company 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.

19. SEBI 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.

SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023, and linking PAN with Aadhaar by March 31, 2022 vide its Circular dated November 3, 2021 and December 15, 2021. 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.godrejagrovvet.com/investors/invest-or-service-request>.

In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

20. 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.
21. 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/invest-or-service-request> and on the website of the Kfintech at <https://ris.kfintech.com/clientservices/isc/default.aspx>.
22. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its Circular No. SEBI/ HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. 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.

Shareholders holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.

23. Shareholders are requested to send in their queries at least a week in advance of the AGM, to the Company Secretary & Compliance Officer at gavl.secretarial@godrejagrovvet.com to facilitate clarifications during the AGM.
24. The venue of the 31st AGM shall be deemed to be the Registered Office of the Company situated at Godrej One, 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400079.
25. **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:**
 - a) 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 31st 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 a Shareholder using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.
 - b) The remote e-voting period commences on **Tuesday, July 26, 2022 (at 9.00 a.m. IST)** and ends on **Thursday, July 28, 2022 (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., **Monday, July 22, 2022**, 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., **Monday, July 22, 2022**.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING:

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

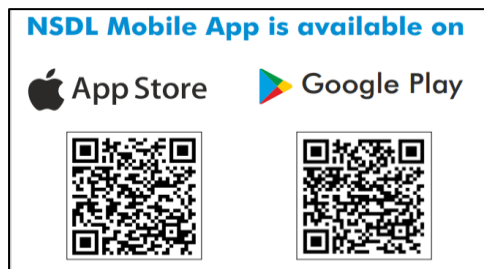
Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding Securities in Demat Mode:

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

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.

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. 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 or joining virtual AGM and voting during the AGM. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 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 or joining virtual AGM and voting during AGM. 4. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding Securities in Demat mode with CDSL

- 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 URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider, i.e., NSDL. Click on NSDL to cast your vote.
- If the user is not registered for Easi / Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile and e-mail as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP, i.e., **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding Securities in Demat mode) login through their Depository Participants

User 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 period or joining virtual AGM and voting during the AGM.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password options available at abovementioned 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 toll free no.: 1800 1020 990 and 1800 22 44 30.
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 022-23058738 or 022-23058542-43.

B. 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.
4. Your User ID details are given below:

3. 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.

Manner of holding Shares, i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members 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*****.
b) For Members 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*****.
c) For Members holding shares in Physical Form.	EVEN Number 120362 of the Company, followed by Folio Number registered with the Company For example, if Folio Number is 001*** and EVEN is 120362 then user ID is 120362001***

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 e-mail ID. Trace the e-mail 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 e-mail 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, your registered address etc.
 - d) Members 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 General Meeting on NSDL e-Voting system:

How to cast your vote electronically and join General Meeting 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 Company, which is 120362, for which you wish to cast your vote during the remote e-Voting period or cast your vote during the AGM. For joining virtual AGM, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 Shareholders (i.e., other than individuals, Hindu Undivided Family (HUF), NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution Power of Authority / Authority Letter, etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to narasimhan.b8@gmail.com and ab@bnpassociates.in, with a copy marked to gavl.secretarial@godrejagrovet.com and evoting@nsdl.co.in. Institutional 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.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at the designated e-mail ID: evoting@nsdl.co.in.

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 for the Resolutions set out in the Notice of the 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), Aadhaar Card (self-attested scanned copy) to Kfintech on its website at <https://www.kfintech.com/>.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit

beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy), Aadhaar Card (self-attested scanned copy) to your Depository Participant (DP). 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 and joining virtual AGM for Individual Shareholders holding securities in demat mode.](#)

3. Alternatively, Shareholder / Member may send a request to evoting@nsdl.co.in for procuring User Id and Password for e-voting by providing above mentioned documents.
4. In terms of SEBI Circular dated December 9, 2020 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 MEMBERS 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 Members / 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. Members 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:

1. 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 Company (120362) 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.

2. 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.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the AGM.
5. 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.
6. 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 gavl.secretarial@godrejagroviet.com. The same will be replied by the company suitably, either in advance or at the time of AGM.
7. 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 gavl.secretarial@godrejagrovvet.com from **Monday, July 18, 2022 to Saturday, July 23, 2022**. 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.

8. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Manager, NSDL at the designated e-mail ID: evoting@nsdl.co.in.
9. 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., Friday, July 22, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or 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., Friday, July 22, 2022 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

Place: Mumbai
Date: July 6, 2022

Registered Office:

"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, India
Tel. No.: 022- 2519 4416; Fax No.: 022-2519 5124
Website: www.godrejagrovvet.com;
Email: gavlinvestors@godrejagrovvet.com;
Corporate Identity Number (CIN): L15410MH1991PLC135359

26. 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 a Director or Company Secretary authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
27. The results shall be declared not later than 2 (Two) working days of conclusion of the AGM. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.godrejagrovvet.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.
28. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., **Friday, July 29, 2022**.
29. The Board of Directors of the Company, vide a Resolution by Circulation passed on May 28, 2022, upon recommendation of the Nomination and Remuneration Committee, has approved the 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, i.e., upto July 27, 2027. The Shareholders, by a Special Resolution passed through Postal Ballot whose results were declared on July 2, 2022, has approved the said re-appointment.

By Order of the Board of Directors

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

**ANNEXURE TO THE NOTICE OF THE 31st (THIRTY-FIRST)
ANNUAL GENERAL MEETING (AGM) OF GODREJ AGROVET LIMITED**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”):

The Explanatory Statement in terms of the provisions of Section 102(1) of the Act, sets out all material facts relating to the Business mentioned at Item Nos. 5 to 8 in the accompanying Notice for convening the 31st (Thirty-First) Annual General Meeting (“AGM”) of Godrej Agrovet Limited on **Friday, July 29, 2022 at 4.00 p.m. (IST)**:

ORDINARY BUSINESS:

Ordinary Resolution under Item No.5:

Re-appointment of BSR & Co. LLP, Chartered Accountants as the “Statutory Auditors” of the Company for a second term of 5 (Five) years:

BSR & Co. LLP, Chartered Accountants (Firm Registration Number: 101248W/W-100022), were appointed as the “Statutory Auditors” of the Company at the 26th (Twenty Sixth) Annual General Meeting (“AGM”) of the Shareholders of the Company held on August 4, 2017, pursuant to Sections 139 to 144 of the Companies Act, 2013 and Rules 3 to 6 of the Companies (Audit and Auditors) Rules, 2014, for a term of 5 (Five) years, to hold office from the conclusion of the 26th (Twenty Sixth) AGM, till the conclusion of the 31st (Thirty First) AGM.

B S R & Co. LLP are eligible and willing to be re-appointed for a second term of 5 (Five) years. B S R & Co. LLP have conveyed their eligibility and consent in writing for re-appointment as the “Statutory Auditors” of the Company and have issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder.

Upon recommendation by the Audit Committee, the Board of Directors of the Company, at its Meeting held on the same day, i.e., on May 9, 2022, has recommended for approval of the Shareholders at the ensuing 31st (Thirty First) AGM of the Company, the re-appointment of B S R & Co. LLP, Chartered Accountants, as the “Statutory Auditors” of the Company, for a second term of 5 (Five) Years, to hold office from the conclusion of the 31st (Thirty First) AGM till the conclusion of the 36th (Thirty Sixth) AGM, i.e., to conduct the Statutory Audit of the Company from the Financial Year 2022-23 upto the Financial Year 2026-27, at such remuneration as may be mutually agreed between the Board of Directors and Statutory Auditors for conducting the audit. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and

conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

BSR & Co. LLP is a member entity of BSR & Associates, a network registered with the Institute of Chartered Accountants of India (“ICAI”). The other entities which are part of the BSR & Associates include, BSR & Associates LLP, BSR & Company, BSR and Co., BSR and Associates, BSR and Company. The firm has offices in various cities across the country. BSR & Co. LLP is a multi-disciplinary audit firm catering to various clients in diverse sectors. BSR & Co. LLP holds the ‘Peer Review’ Certificate as issued by ICAI, as required under Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.

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

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

SPECIAL BUSINESSES:

Ordinary Resolution under Item No. 6:

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, 2023:

Upon recommendation made by the Audit Committee, the Board of Directors of the Company, at its Meeting held on May 9, 2022, 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 2022-23, pursuant to 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 ₹ 1,38,000/- (Rupees One Lakh Thirty Eight Thousand Only) per annum, exclusive of applicable tax(es) 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. 6** for approval of the Shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

Special Resolution under Item No. 7:

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:

The Board of Directors of the Company at its Meeting held on February 4, 2022, has approved the appointment of Mr. Burjis Godrej (DIN: 08183082), as an "Executive Director" on the Board of the Company, for a term of 5 (Five) Years to be effective from November 1, 2022 upto October 31, 2027, subject to approval of the Shareholders at the ensuing 31st Annual General Meeting ("AGM") of the Company.

The Company has received the requisite consent, disclosure(s) and declaration(s) from Mr. Burjis Godrej as required under the provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that no order of Securities and Exchange Board of India (SEBI) or any other such authority has been passed against Mr. Burjis Godrej debarring him from accessing the capital markets or restraining him from holding the position of Director in any listed company.

In accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013, the proposed remuneration of Mr. Burjis Godrej as an "Executive Director" of the Company and the terms and conditions of his re-appointment require approval of the Shareholders by way of a **Special Resolution**.

The brief profile of Mr. Burjis Godrej in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is provided in this Notice.

The proposed remuneration and terms and conditions of appointment of Mr. Burjis Godrej are as given below:

Term:

Period of 5 (Five) years, with effect from November 1, 2022 upto October 31, 2027

Nature of Duties:

Mr. Burjis Godrej shall carry out such functions, exercise such powers and perform such duties as the Board shall, from time to time, in its absolute discretion determine and entrust to him.

Remuneration:

- Basic salary in the range of ₹ 30,00,000/- (Rupees Thirty Lakh Only) per annum to ₹ 50,00,000/- (Rupees Fifty Lakh Only) per annum with such increments each year, as may be decided by the Nomination and Remuneration Committee and/or the Board of Directors from time to time, based on merit and taking into account the Company's performance for the year.

- Other benefits, perquisites and allowances, including variable pays, performance linked incentives and long term incentives, as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors, from time to time, as per the Rules of the Company.
- Contribution to Provident Fund, Gratuity Fund and/or Superannuation Fund as per the Rules of the Company.
- Mr. Burjis Godrej shall not be paid any sitting fees for attending Meetings of the Board or of any Committee thereof.

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, if and to the extent necessary.

Other Terms of Appointment:

- In terms of the Article 130 of the Articles of Association of the Company, Mr. Burjis Godrej shall not be liable to retire by rotation.
- The terms and conditions of his appointment, including any change in his designation or remuneration, may be altered and varied from time to time by the Nomination and Remuneration Committee and / or Board of Directors as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013, or any amendments made hereinafter in this regard, in such manner as may be agreed to between the Board and Mr. Burjis Godrej, subject to such approvals as may be required.
- Mr. Burjis Godrej shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- The employment of Mr. Burjis Godrej may be terminated by the Company without notice or payment in lieu of notice:
 - a) If, he is found guilty of any gross negligence, default or misconduct in connection with or

affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or

- b) In the event of any serious repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations contained in the agreement executed between the Company and Mr. Burjis Godrej; or
 - c) In the event the Board expresses its loss of confidence in him.
- If and when the Agreement expires or is terminated for any reason whatsoever, Mr. Burjis Godrej will cease to be the “Executive Director” and may cease to be a “Director”. If at any time, Mr. Burjis Godrej ceases to be a “Director” of the Company for any reason whatsoever, he shall cease to be the “Executive Director” and the Agreement shall forthwith terminate. If at any time, Mr. Burjis Godrej ceases to be in the employment of the Company for any reason whatsoever, will cease to be the “Executive Director” and may cease to be a “Director” of the Company.
 - The appointment may be terminated by either party by giving to the other party 3 (Three) months’ notice of such termination or the Company paying 3 (Three) months’ basic salary in lieu thereof.
 - The terms and conditions of the appointment of Mr. Burjis Godrej also include clauses pertaining to adherence to the Code of Conduct for the Board of Directors and Senior Management Personnel of the Company.

The Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 is annexed to this Notice.

The Board of Directors recommends the **Special Resolution** as set out in **Item No. 7** in the Notice for approval of the Shareholders.

Except Mr. Nadir B. Godrej, Mr. Jamshyd Godrej, Ms. Tanya A. Dubash, Ms. Nisaba Godrej and Mr. Pirojsha Godrej, none of the other Directors or Key Managerial Personnel or their relatives are in any way, whether financially or otherwise, concerned or interested in this Resolution.

Special Resolution under Item No. 8:

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

The Board of Directors of the Company, at its Meeting held on May 12, 2017, had approved re-appointment of Mr. Balram S. Yadav for a period of 5 (Five) years commencing from September 1, 2017 upto August 31, 2022, upon recommendation of the Nomination and Remuneration Committee at its Meeting held on the same day. The said re-appointment, along with the remuneration and the terms and conditions of appointment, were also approved by the Shareholders by way of a Special Resolution at the Extra-ordinary General Meeting held on May 12, 2017.

As the current tenure of Mr. Balram S. Yadav as the “Managing Director” of the Company will expire on August 31, 2022, the Board of Directors, at its Meeting held on May 9, 2022, upon recommendation of the Nomination and Remuneration Committee at its Meeting held on the same day, approved the re-appointment of Mr. Balram S. Yadav as the “Managing Director” of the Company for a further period from September 1, 2022 upto April 30, 2025, subject to the approval of the Shareholders of the Company at the ensuing 31st Annual General Meeting of the Company.

The Company has received the requisite consent, disclosure(s) and declaration(s) from Mr. Balram S. Yadav as required under the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and that no order of Securities and Exchange Board of India (SEBI) or any other such authority has been passed against Mr. Balram S. Yadav debaring him from accessing the capital markets or restraining him from holding the position of Director in any listed company.

In accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013, the proposed remuneration of Mr. Balram S. Yadav as the “Managing Director” of the Company and the terms and conditions of his re-appointment require approval of the Shareholders by way of a **Special Resolution**.

The brief profile of Mr. Balram S. Yadav in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.

The proposed remuneration and terms and conditions of re-appointment of Mr. Balram S. Yadav are as given below:

Term:

Period commencing from September 1, 2022 upto April 30, 2025

Nature of Duties:

Mr. Balram S. Yadav shall carry out such functions, exercise such powers and perform such duties as the Board shall, from time to time, in its absolute discretion determine and entrust to him.

Remuneration:

- Basic salary in the range of ₹ 1,57,00,000/- (Rupees One Crore Fifty Seven Lakh Only) per annum to ₹ 2,50,00,000/- (Rupees Two Crore Fifty Lakh Only) per annum with such increments each year, as may be decided by the Nomination and Remuneration Committee and/or the Board of Directors from time to time, based on merit and taking into account the Company's performance for the year.
- Other benefits, perquisites and allowances, including variable pays, performance linked incentives and long term incentives (in the form of cash and/or stock options under the Company's existing Employees Stock Grant Scheme, 2018), as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors, from time to time, as per the Rules of the Company.
- Contribution to Provident Fund, Gratuity Fund and/or Superannuation Fund as per the Rules of the Company.
- Mr. Balram S. Yadav shall not be paid any sitting fees for attending Meetings of the Board of Directors or of any Committee thereof.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any Financial Year during the currency of the tenure of Mr. Balram S. 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.

Other Terms of Re-appointment:

- In terms of the Article 130 of the Articles of Association of the Company, Mr. Balram S. Yadav shall not be liable to retire by rotation.
- The terms and conditions of his re-appointment, including any change in his designation or remuneration, may be altered and varied from time to time by the Nomination and Remuneration Committee and / or Board of Directors as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013, or any amendments made hereinafter in this regard, in such manner as may be agreed to between the Board and Mr. Balram S. Yadav, subject to such approvals as may be required.
- Mr. Balram S. Yadav shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company.
- The employment of Mr. Balram S. Yadav may be terminated by the Company without notice or payment in lieu of notice:
 - a) If, he is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
 - b) In the event of any serious repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations contained in the agreement executed between the Company and Mr. Balram S. Yadav; or

Date: July 6, 2022

Place: Mumbai

Registered Office:

"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, India

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

Website: www.godrejagrovet.com;

Email: gavlinvestors@godrejagrovet.com;

Corporate Identity Number (CIN): L15410MH1991PLC135359

c) In the event the Board expresses its loss of confidence in him.

- If and when the Agreement expires or is terminated for any reason whatsoever, Mr. Balram S. Yadav will cease to be the "Managing Director" and may cease to be a "Director". If at any time, Mr. Balram S. Yadav ceases to be a "Director" of the Company for any reason whatsoever, he shall cease to be the "Managing Director" and the Agreement shall forthwith terminate. If at any time, Mr. Balram S. Yadav ceases to be in the employment of the Company for any reason whatsoever, will cease to be the "Managing Director" and may cease to be a "Director" of the Company.
- The re-appointment may be terminated by either party by giving to the other party, 3 (Three) months' notice in writing of such termination or the Company paying 3 (Three) months' basic salary in lieu thereof.
- The terms and conditions of the re-appointment of Mr. Balram S. Yadav also include clauses pertaining to adherence to the Code of Conduct for the Board of Directors and Senior Management Personnel of the Company.

The Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 is annexed to this Notice.

The Board of Directors recommends the **Special Resolution** as set out in **Item No. 8** in the Notice for approval of the Shareholders.

Except Mr. Balram S. Yadav, none of the other Directors or Key Managerial Personnel or their relatives are in any way, whether financially or otherwise, concerned or interested in this Resolution.

By Order of the Board of Directors

Sd/-

Vivek Raizada

Head – Legal & Company Secretary &

Compliance Officer

ANNEXURE TO THE NOTICE OF 31ST (THIRTY-FIRST) ANNUAL GENERAL MEETING:

Statement as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013:

I. GENERAL INFORMATION:**(1) Business Object of the Company / Nature of Industry:**

The Company's Main Object as per the Memorandum of Association of the Company is to carry on the business of processing, converting, producing, manufacturing, formulation, using, buying, acquiring, storing, packing, selling, transporting, distributing, importing, exporting, trading and disposing off all types of animal, poultry feeds, articles of food for consumption of animals, birds, insects, fish, plants of any other living organism, Agro chemicals including long chain alcohols, its precursors and derivatives, sterols, futures, chemical pesticides, plant growth promoters, plant growth suppressors, including succericide, bio-fertilizers, organic and inorganic fertilizers, manures, herbal pesticides including neem based pesticides, slow nitrogen release urea, and other chemicals based agricultural inputs, agricultural implements, including tractors, harvesters, pumps, drip irrigation, sprinklers, bore-well, plant protection appliance, sprayers, dusting equipment, veterinary medicines, diagnostics, vaccines, syringes, tissue culture, aqua culture, vegetable and oil seeds pulses, cereals and multiplication thereof.

(2) Date or Expected Date of Commencement of Commercial Production: The Company is in business since November 25, 1991.

(3) In case of New Companies, Expected Date of Commencement of Activities as per Project approved by Financial Institutions appearing in the Prospectus: Not Applicable as the Company is an existing Company

(4) Financial Performance based on given Indicators:**(Amount ₹ in Crore)**

Particulars	Financial Year ended March 31, 2022	Financial Year ended March 31, 2021	Financial Year ended March 31, 2020
Revenue from Operations	6,170.44	4,389.83	4,976.29
Other Income	106.74	100.77	41.01
Total Income	6,289.34	4,513.81	5,159.69
Total Expenses	(5,828.99)	(4,161.25)	(4,800.47)
Profit Before Tax	460.35	352.56	359.22
Tax Expense	(100.13)	(73.56)	(65.91)
Profit for the Year	360.22	279.00	293.31
Total Comprehensive Income	358.37	281.71	290.86
Earnings per Equity Share (Nominal value of Rs.10/- each, fully paid-up)			
Basic (in Rs.)	18.75	14.53	15.27
Diluted (In Rs.)	18.74	14.52	15.27

(1) Foreign Investments and collaborations, if any:

The Company has made investment in the following foreign entities:

1. ACI Godrej Agrovvet Private Limited, Bangladesh
2. Al Rahba International Trading LLC, Abu Dhabi, United Arab Emirates (UAE)

II INFORMATION ABOUT THE APPOINTEES:

	Mr. Balram S. Yadav (Managing Director)	Mr. Burjis Godrej (Proposed Executive Director)														
Background Details	<p>Mr. Balram S. Yadav holds a Bachelor’s degree of Science in Agriculture from The Haryana Agricultural University and a Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad. He has completed agribusiness seminar from Harvard Business School. He has been associated with our Company since March 1, 1992. He has experience in sales, marketing and operations in animal feed, crop protection, poultry and oil palm businesses. He began his career with the Godrej group in 1990 and over the years he has handled various roles across businesses and regions. He became a business head in 1999 for the integrated poultry business. He was involved in establishing the Real Good Chicken and Yummiez brands in India.</p> <p>In 2007, he was appointed the Executive Director and President of our Company and as the Managing Director of our Company in 2009. He is the former Chairman of Compound Livestock Feed Manufacturers Association of India, an association of livestock industry. He was appointed as a Director of the Company with effect from September 1, 2007.</p> <p>Thus, Mr. B. S. Yadav possesses adequate qualification with expert and specialized knowledge in the field of his profession.</p>	<p>Mr. Burjis Godrej is currently Head of Special Projects at Godrej Agrovet Limited (“GAVL”), where he focuses on coordinating projects between different divisions of GAVL and intrapreneurship. He completed his MBA from Harvard Business School in 2021.</p> <p>He first joined GAVL in 2017 working on new product development in the strategy division. His role involved monitoring R&D activities, product quality improvement, new product trials and innovation partnerships with external organizations.</p> <p>Before joining GAVL, he worked for Conservis Corporation, a firm that provides software for farmers (now a Joint Venture between RaboBank and Tellus Corporation). His role there involved software implementation, customer success, water quality monitoring and sales development.</p> <p>Thus, Mr. Burjis Godrej possesses adequate qualification with expert and specialized knowledge in the field of his profession.</p>														
Past Remuneration	<p>The remuneration received by Mr. Balram S. Yadav as the “Managing Director” during the last 3 (Three) years was as follows:</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th colspan="2" style="text-align: center;">Period of Payment</th> <th rowspan="2" style="text-align: center;">Remuneration (Amount in ₹)</th> </tr> <tr> <th style="text-align: center;">From (DD/MM/YYYY)</th> <th style="text-align: center;">To (DD/MM/YYYY)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">01/04/2019</td> <td style="text-align: center;">31/03/2020</td> <td style="text-align: center;">3,83,64,800</td> </tr> <tr> <td style="text-align: center;">01/04/2020</td> <td style="text-align: center;">31/03/2021</td> <td style="text-align: center;">3,90,51,539</td> </tr> <tr> <td style="text-align: center;">01/04/2021</td> <td style="text-align: center;">31/03/2022</td> <td style="text-align: center;">7,45,62,170</td> </tr> </tbody> </table> <p>*Includes perquisite value of Shares granted under Employees Stock Grant Scheme, 2018 (ESGS).</p>	Period of Payment		Remuneration (Amount in ₹)	From (DD/MM/YYYY)	To (DD/MM/YYYY)	01/04/2019	31/03/2020	3,83,64,800	01/04/2020	31/03/2021	3,90,51,539	01/04/2021	31/03/2022	7,45,62,170	Not Applicable
Period of Payment		Remuneration (Amount in ₹)														
From (DD/MM/YYYY)	To (DD/MM/YYYY)															
01/04/2019	31/03/2020	3,83,64,800														
01/04/2020	31/03/2021	3,90,51,539														
01/04/2021	31/03/2022	7,45,62,170														
Recognition / Awards / Accolades	B.Sc. (Agronomy) – 2 nd Rank holder & PGDM	<ul style="list-style-type: none"> • Keynote speaker at FALI Convention, Jalgaon - 2022 • Speaker at CII Agrivision Conference, Hyderabad - 2019 • Speaker at CLFMA annual conference, Goa - 2018 • Completed AMP – Executive education for agribusiness- Cornell University College of Agriculture and Life Sciences - Ithaca, NY, USA - 2018 														
Job profile and his Suitability	<p>Mr. B. S. Yadav, Managing Director looks after the overall management of the Company, subject to the superintendence, control and direction of the Board of Directors of the Company.</p> <p>Considering the qualification and experience of Mr. Balram Singh Yadav and his excellent performance as the “Executive Director & President” of the Company (from September 1, 2007 to May 19, 2009) and as the “Managing Director” (since May 20, 2009), the Nomination and Remuneration Committee and thereafter the Board of Directors, have recommended payment of managerial remuneration to him as per Schedule V to the Companies Act, 2013, in case of loss or inadequacy of profits.</p>	<p>Mr. Burjis Godrej, proposed Executive Director, will look after the management of day-to-day affairs of the Company, subject to the superintendence, control and direction of the Board of Directors of the Company.</p> <p>Considering the qualification and experience of Mr. Burjis Godrej and his excellent performance at the various Positions of the Company since 2017, the Nomination and Remuneration Committee and thereafter the Board of Directors, have recommended payment of managerial remuneration to him as per Schedule V to the Companies Act, 2013, in case of loss or inadequacy of profits.</p>														

Proposed Remuneration	The remuneration of Mr. Balram S. Yadav shall be as per the Resolution stated above.	The remuneration of Mr. Burjis Godrej shall be as per the Resolution stated above.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	<p>The remuneration of Mr. Balram S. Yadav will be in tune with the remuneration in similar sized industries in same segment of business.</p> <p>The proposed remuneration compares favourably with that being offered to similarly qualified and experienced persons from the industry and the professionals with an entrepreneurial background.</p>	<p>The remuneration of Mr. Burjis Godrej will be in tune with the remuneration in similar sized industries in same segment of business.</p> <p>The proposed remuneration compares favourably with that being offered to similarly qualified and experienced persons from the industry and the professionals with an entrepreneurial background.</p>
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel & other directors, if any	Other than the remuneration stated above, Mr. Balram S. Yadav has no other pecuniary relationship, directly or indirectly, with the Company, except that he is holding 1.72% of the Paid-up Equity Share Capital of the Company.	<p>Other than the remuneration stated above, Mr. Burjis Godrej has no other pecuniary relationship, directly or indirectly, with the Company.</p> <p>Mr. Burjis Godrej is a:</p> <ul style="list-style-type: none"> • Son of Mr. Nadir Godrej, Chairman & Non-Executive Director; • Nephew of Mr. Jamshyd Godrej, Non-Executive, Non-Independent Director; and • Cousin Brother of Ms. Tanya Dubash (Non-Executive, Non-Independent Director), Ms. Nisaba Godrej (Non-Executive, Non-Independent Director) and Mr. Pirojsha Godrej (Non-Executive, Non-Independent Director).

I. Other Information:

1. Reasons of loss or inadequate profits	Your Company is a diversified, research and development focused 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.
2. Steps taken or proposed to be taken for improvement	
3. Expected increase in productivity and profits in measurable terms	<p>The Company has not incurred loss in the preceding Financial Year 2021-22. However, the ever changing domestic and international market conditions, loss or inadequacy of profit cannot be ruled out. Hence, approvals of the Shareholders by Special Resolutions are being sought to pay remuneration as minimum remuneration to Mr. Balram S. Yadav, Managing Director and Mr. Burjis Godrej, proposed Executive Director, during their respective tenure of re-appointment / appointment.</p> <p>With the expansion of manufacturing capacity of certain existing products and introduction of certain new products as planned by the Company, it is likely to increase the productivity and consequent increase in profits.</p>

**BRIEF RESUME OF DIRECTOR(S) / PERSON(S) SEEKING APPOINTMENT / RE-APPOINTMENT
AT THE 31ST (THIRTY-FIRST) ANNUAL GENERAL MEETING 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 B. Godrej (Non-Executive & Non-Independent Director)	Ms. Nisaba Godrej (Non-Executive & Non-Independent Director)	Mr. Burjis Godrej (Proposed Executive Director)	Mr. Balram S. Yadav (Managing Director)
Director Identification Number (DIN)	00066195	00591503	08183082	00294803
Date of Birth (DD/MM/YYYY)	26/08/1951	12/02/1978	14/12/1992	15/07/1964
Age (In years)	70 years	44 years	29 years	57 years
Nationality	Indian	Indian	Indian	Indian
Date of Appointment (DD/MM/YYYY)	25/11/1991	24/07/2006	Not Applicable	01/09/2007
Tenure on the Board	30 Years	15 Years	Not Applicable	14 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 of Science in Economics from the University of Pennsylvania MBA from Harvard University 	<ul style="list-style-type: none"> MBA from Harvard Business School 	<ul style="list-style-type: none"> B.Sc. (Hons.) in Agricultural Science from Haryana Agricultural University MBA from IIM - Ahmedabad
Nature of Expertise in Specific Functional Areas	<ul style="list-style-type: none"> Strategy & Business Industry & Market Expertise Technology Perspective Governance, Finance & Risk 	<ul style="list-style-type: none"> Strategy & Business Market Expertise People & Talent Understanding Governance, Finance & Risk Diversity of Perspective 	<ul style="list-style-type: none"> Strategy & Business Industry & Market Expertise Technology Perspective Governance, Finance & Risk 	<ul style="list-style-type: none"> Strategy & Business Industry & Market Expertise Governance, Finance & Risk
Number of Equity Shares held in the Company:				
By self	102 Equity Shares	34 Equity Shares	Nil	33,10,255 Equity Shares
As a Beneficial Owner of	8,61,001 Equity Shares Each (as Trustee of SNG Family Trust, BNG Family Trust and HNG Family Trust)	8,61,001 Equity Shares (as Trustee of NG Family Trust)	Nil	Nil

	1	1		
	Equity Share Each (as Trustee of SNG Successor Trust, SNG Lineage Trust, BNG Successor Trust, BNG Lineage Trust, NBS Family Trust & RNG Family Trust)	Equity Share (as Trustee of NG Children Trust)		
Number of Board Meetings attended during the Financial Year 2021-22	4	4	Not Applicable	4
Directorships in other Listed Companies*	<ol style="list-style-type: none"> Godrej Industries Limited Godrej Consumer Products Limited Godrej Properties Limited Astec LifeSciences Limited 	<ol style="list-style-type: none"> Godrej Consumer Products Limited VIP Industries Limited Mahindra and Mahindra Limited Bharti Airtel Limited 	Nil	<ol style="list-style-type: none"> Astec LifeSciences Limited
Directorships in other Companies (Excluding Listed Entities, Foreign Companies and Section 8 Companies)	<ol style="list-style-type: none"> Godrej & Boyce Manufacturing Company Limited Creamline Dairy Products Limited Godrej Tyson Foods Limited Isprava Vesta Private Limited Isprava Hospitality Private Limited 	<ol style="list-style-type: none"> Godrej Seeds & Genetics Limited Innovia Multiventures Private Limited 	<ol style="list-style-type: none"> Godrej Maxximilk Private Limited 	<ol style="list-style-type: none"> Godrej Tyson Foods Limited Creamline Dairy Products Limited Behram Chemicals Private Limited SEALAC Agro Ventures Limited
Chairmanships / Membership of Committees in other Companies**	<ol style="list-style-type: none"> Godrej Consumer Products Limited: <ul style="list-style-type: none"> Chairman of Corporate Social Responsibility Committee Member of Sustainability Committee Member of Risk Management Committee Godrej Industries Limited <ul style="list-style-type: none"> Chairman of Corporate Social Responsibility Committee Chairman of Risk Management Committee 	<ol style="list-style-type: none"> Godrej Consumer Products Limited: <ul style="list-style-type: none"> Member of Corporate Social Responsibility Committee Chairperson of Sustainability Committee Chairperson of Management Committee Member of Risk Management Committee Godrej Seeds and Genetics Limited <ul style="list-style-type: none"> Member of Corporate Social Responsibility Committee 	Nil	<ol style="list-style-type: none"> Astec LifeSciences Limited: <ul style="list-style-type: none"> Chairman of Managing Committee Chairman of Stakeholders' Relationship Committee Member of Risk Management Committee Member of Corporate Social Responsibility Committee Member of Nomination and Remuneration Committee Creamline Dairy Products Limited <ul style="list-style-type: none"> Member of Nomination and Remuneration Committee

	<ul style="list-style-type: none"> - Chairman of Management Committee - Member of Stakeholders Relationship Committee 	<p>3. VIP Industries Limited</p> <ul style="list-style-type: none"> - Member of Nomination and Remuneration Committee 		<p>Remuneration Committee</p> <ul style="list-style-type: none"> - Member of Managing Committee
	<p>3. Godrej Tyson Foods Limited</p> <ul style="list-style-type: none"> - Member of Nomination and Remuneration Committee 	<p>4. Mahindra and Mahindra Limited:</p> <ul style="list-style-type: none"> - Member of Governance, Nomination and Remuneration Committee 		<p>3. Godrej Tyson Foods Limited:</p> <ul style="list-style-type: none"> - Chairman of Corporate Social Responsibility Committee - Member of Audit Committee - Member of Managing Committee
Names of listed entities from which the Director has resigned in the past 3 (Three) years	<ul style="list-style-type: none"> • Mahindra And Mahindra Limited • The Indian Hotels Company Limited 	Nil	Nil	Nil
Relationships between Directors of the Company <i>inter-se</i>	Father of Mr. Burjis Godrej, Proposed Executive Director	Sister of Ms. Tanya Dubash and Mr. Pirojsha Godrej, Non-Executive & Non-Independent Directors	Son of Mr. Nadir Godrej, Chairman & Non-Executive & Non-Independent Director	None [No relationship in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]
Brief Profile / Resume of the Director	<p>Mr. Nadir Godrej is the Chairman of Godrej Agrovet Limited.</p> <p>Mr. Nadir Godrej holds B.S. degree in Chemical Engineering in 1973 from the Massachusetts Institute of Technology and a M.S. in Chemical Engineering in 1974 from the Stanford University. He has done an MBA from Harvard Business School in 1976.</p> <p>Since 1977, Mr. Nadir Godrej 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 Limited and associate companies. He has been very active in research</p>	<p>Ms. Nisaba Godrej is the Non-Executive Director of Godrej Agrovet Limited.</p> <p>Ms. Nisaba Godrej is the Executive Chairperson of Godrej Consumer Products Limited ("GCPL"). She has been a key architect of GCPL's strategy and transformation in the last fifteen years.</p> <p>Ms. Nisaba Godrej is also the Chairperson of Teach for India and sits on the Board of Bharti Airtel Limited, Mahindra and Mahindra Limited and VIP Industries Limited.</p> <p>Ms. Nisaba Godrej has a B.Sc. degree from The Wharton School at the University of Pennsylvania and an MBA from Harvard Business School.</p>	<p>Mr. Burjis Godrej is currently head of Special Projects at Godrej Agrovet Limited ("GAVL"), where he focuses on co-ordinating projects between different divisions of GAVL and intrapreneurship. He completed his MBA from Harvard Business School in 2021.</p> <p>He first joined GAVL in 2017 working on new product development in the Strategy division. His role involved monitoring Research & Development activities, product quality improvement, new product trials and innovation partnerships with external organizations.</p> <p>Before joining GAVL, he worked for Conservis Corporation, a firm</p>	<p>Mr. Balram S. Yadav completed his B.Sc. (Hons.) in Agricultural Science at Haryana Agricultural University, where he ranked 2nd in his class. He earned his MBA from IIM - Ahmedabad.</p> <p>He began his career with Godrej in 1990 and over the years, he has handled roles of increasing responsibility across businesses and regions in the Company.</p> <p>He became the Business Head in 1999 when he was asked to establish and lead the Poultry Business. He established the Real Good Chicken and Yummiez as the leading processed poultry brand in India.</p> <p>In 2007, he took over reins of Godrej Agrovet Limited ("GAVL") as the</p>

and has several patents in the field of agricultural chemicals and surfactants. In 2001, Godrej Soaps Limited was renamed as Godrej Industries Limited and he was appointed as the Managing Director of Godrej Industries Limited. He is also the Chairman of Godrej Industries Limited and Director of Godrej Properties Limited, subsidiary of Godrej Industries Limited. He is a Director of Godrej and Boyce Manufacturing Company Limited, Godrej Consumer Products Limited and other Godrej Group companies.

Mr. Nadir Godrej has been active in 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). He is also very active in the Harvard Business School and MIT Alumni Association in India.

The French government awarded Mr. Nadir Godrej the Ordre national du Mérite in 2002 and the Légion d'Honneur in 2008. He has also received Life Time Achievement Awards from OTAI (Oil

Ms. Nisaba Godrej is passionate about education, the human mind, trekking and equestrian sports.

that provides software for farmers (now a Joint Venture between RaboBank and Tellus Corporation). His role there involved software implementation, customer success, water quality monitoring and sales development.

“Executive Director & President” and thereafter as the “Managing Director” and since then he has put GAVL on the path of rapid growth. In 2017, Mr. Balram S. Yadav was instrumental in taking GAVL public.

He also serves as the “Managing Director” of Godrej Tyson Foods Limited, a subsidiary of GAVL. He has been the Chairman of CLFMA of India (twice), an Association of Livestock Industry.

He is a regular contributor to National and International fora in areas of Food & Agriculture.

Technologist Association of India) and Chemexcil and the All India Liquid Bulk Importers and Exporters Association (AILBIEA). The Board of Management of Manav Rachna University has unanimously conferred Mr. Nadir Godrej with an Honorary Degree of Doctor of Philosophy and he has been inducted as Fellow of Indian National Academy of Engineering (INAE). Mr. Nadir Godrej is deeply committed to the Good and Green strategies and achievement of set targets for the Godrej Group. He encourages and supports a shared vision value for all programs of Good and Green.

Terms and Conditions of Appointment / Re-appointment along with Details of Remuneration sought to be paid and Remuneration last drawn by such person	<ul style="list-style-type: none"> • 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 	<ul style="list-style-type: none"> • 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 appointment and remuneration of the proposed "Executive Director" are as per the Nomination and Remuneration Policy of the Company, as displayed on the Company's website, i.e., www.godrejagrovet.com and as per the resolution at Item No. 7 of this Notice read with Explanatory Statement thereto.	Terms and conditions of re-appointment and remuneration of the "Managing Director" are as per the Nomination and Remuneration Policy of the Company, as displayed on the Company's website, i.e., www.godrejagrovet.com and as per the resolution at Item No. 8 of this Notice read with Explanatory Statement thereto.
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 2021-22.	The details pertaining to last drawn remuneration are provided in the Corporate Governance Report forming part of the Annual Report for the Financial Year 2021-22.	Not Applicable	The details pertaining to last drawn remuneration are provided in the Corporate Governance Report forming part of the Annual Report for the Financial Year 2021-22.

(*) 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.