

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L15410MH1991PLC135359

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACG0617Q

(ii) (a) Name of the company

GODREJ AGROVET LIMITED

(b) Registered office address

Godrej One, 3rd Floor, Pirojshanagar  
Eastern Express Highway, Vikhroli (East)  
Mumbai  
Mumbai City  
Maharashtra  
400072

(c) \*e-mail ID of the company

vivek.raizada@godrejagrovvet.c

(d) \*Telephone number with STD code

02225194416

(e) Website

(iii) Date of Incorporation

25/11/1991

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KARVY FINTECH PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Karvy Selenium, Tower B, Plot No- 31 & 32,  
Financial District, Nanakramguda, Serilingampally

(vii) \*Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM 02/08/2019

(b) Due date of AGM 30/09/2019

(c) Whether any extension for AGM granted  Yes  No

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

\*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)**

\*No. of Companies for which information is to be given 13

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	GODREJ INDUSTRIES LIMITED	L24241MH1988PLC097781	Holding	58.15
2	VORA SOAPS LIMITED	U24241MH1979PLC021804	Holding	0

3	GODVET AGROCHEM LIMITED	U01400MH2014PLC252382	Subsidiary	100
4	ASTEC LIFESCIENCES LIMITED	L99999MH1994PLC076236	Subsidiary	57.67
5	BEHRAM CHEMICALS PRIVATE	U24100MH1993PTC071480	Subsidiary	0
6	ASTEC EUROPE SPRL		Subsidiary	0
7	COMMERCIALIZADORA AGRIC		Subsidiary	0
8	CREAMLINE DAIRY PRODUCTS	U15201TG1986PLC006912	Subsidiary	51.91
9	NAGAVALLI MILKLINE PRIVATE	U15209TG1999PTC031625	Subsidiary	0
10	GODREJ TYSON FOODS LIMITE	U15122MH2008PLC177741	Subsidiary	51
11	ACI GODREJ AGROVET PRIVATI		Associate	50
12	AL RAHBA INTERNATIONAL TR		Associate	24
13	GODREJ MAXXIMILK PRIVATE I	U01119MH2016PTC280677	Subsidiary	62.97

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	224,994,000	192,028,739	192,028,739	192,028,739
Total amount of equity shares (in Rupees)	2,249,940,000	1,920,287,390	1,920,287,390	1,920,287,390

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	224,994,000	192,028,739	192,028,739	192,028,739
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,249,940,000	1,920,287,390	1,920,287,390	1,920,287,390

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	6,000	0	0	0
Total amount of preference shares (in rupees)	60,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares				
Number of preference shares	6,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	60,000	0	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>				
At the beginning of the year	192,028,739	1,920,287,390	1,920,287,390	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	0	0	0	
Not Applicable				

<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
<input type="text" value="0"/>				
<b>At the end of the year</b>	<b>192,028,739</b>	<b>1,920,287,390</b>	<b>1,920,287,390</b>	

**Preference shares**

<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	
<input type="text" value="0"/>				
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
<input type="text" value="0"/>				
<b>At the end of the year</b>	<b>0</b>	<b>0</b>	<b>0</b>	

**(ii) Details of stock split/consolidation during the year (for each class of shares)**

Class of shares		(i)	(ii)	(iii)
<b>Before split / Consolidation</b>	Number of shares			
	Face value per share			
<b>After split / Consolidation</b>	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input style="width: 100%;" type="text"/>	
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 100%;" type="text"/>	
Transferor's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 100%;" type="text"/>	
Transferee's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>

Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>			
	Surname	middle name	first name			
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>			
	Surname	middle name	first name			

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			47,100,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,062,500,000
Deposit			0
<b>Total</b>			<b>1,109,600,000</b>

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

(i) Turnover

42,758,100,000

(ii) Net worth of the Company

13,908,800,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	20,735,876	10.8	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	111,666,300	58.15	0	

10.	Others NA	0	0	0	
	<b>Total</b>	132,402,176	68.95	0	0

**Total number of shareholders (promoters)**

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**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	13,327,665	6.94	0	
	(ii) Non-resident Indian (NRI)	369,042	0.19	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	558,294	0.29	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	6,013,631	3.13	0	
7.	Mutual funds	4,845,276	2.52	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	28,529,681	14.86	0	
10.	Others NBFCs Registered with RBI,	5,982,974	3.12	0	
	<b>Total</b>	59,626,563	31.05	0	0

**Total number of shareholders (other than promoters)**

116,169

**Total number of shareholders (Promoters+Public/Other than promoters)**

116,190

## (c) Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ABERDEEN ASIAN SM	Bow Bells House 1 Bread Street Lo			1,808,000	0.94
THE INDIA FUND INC	1735 MARKET ST 32ND FLOOR PH			1,034,806	0.54
ABERDEEN NEW INDIA	BOW BELLS HOUSE 1 BREAD STREI			554,172	0.29
NOMURA FUNDS IREL	33 SIR JOHN ROGERSON'S QUAY D			408,429	0.21
VANGUARD EMERGIN	100 VANGUARD BOULEVARD MAL			389,462	0.2
IIFL FUND - IIFL INDIA	Standard Chartered Bank, CRESCE			319,500	0.17
JPMORGAN INDIA SM	HSBC CENTRE EIGHTEEN CYBERCI			282,592	0.15
VANGUARD TOTAL IN	100 VANGUARD BOULEVARD MAL			213,440	0.11
INVESCO INDIA EQUIT	VERTIGO BUILDING POLARIS 2-4 R			188,955	0.1
RUSSELL INVESTMENT	78 SIR JOHN ROGERSON'S QUAY D			168,302	0.09
DANSKE INVEST SICAV	13 RUE EDWARD STEICHEN LUXEM			112,910	0.06
JF INDIA EQUITY ACTI	8-11 HARUMI 1 CHOME CHUO-KU			83,000	0.04
DANSKE INVEST INDIA	HIILILAITURINKUNJ 2 PO BOX 1554			67,011	0.03
VANGUARD FTSE ALL-	100 VANGUARD BOULEVARD MAL			58,783	0.03
GOLDMAN SACHS INV	LEVEL 3 ALEXANDER HOUSE 35 CY			56,690	0.03
CALIFORNIA PUBLIC E	400 Q STREET LPE ROOM 4800 SA			50,544	0.03
ARKA INDIA FUND	4th Floor 19 Bank Street Cybercity			38,250	0.02
PREMIER INVESTMENT	C/o DTOS Ltd 10th FLOOR RAFFLE			37,930	0.02
GEOSPHERE INDIA FU	C/o Equinox Alternative Investme			34,000	0.02
AQUARIUS INDIA OPP	IFS COURT TWENTYEIGHT CYBERC			27,000	0.01
VANGUARD TOTAL W	100 VANGUARD BOULEVARD MAL			24,636	0.01
LTS INVESTMENT FUN	LES CASCADES EDITH CAVELL STR			15,613	0.01
THE EMERGING MARK	6300 Bee Cave Road Building One			8,130	0
COPTHALL MAURITIUS	C/O CIM CORPORATE SERVICES LT			6,629	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
T.A. WORLD EX U.S. CO	6300 Bee Cave Road Building One			4,522	0

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
**(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	20	21
Members (other than promoters)	111,082	116,169
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	2	0	1	0	0
<b>B. Non-Promoter</b>	1	11	1	12	2.22	0
(i) Non-Independent	1	4	1	5	2.22	0
(ii) Independent	0	7	0	7	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	1	13	1	13	2.22	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

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**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NADIR BURJOR GODRE	00066195	Director	102	
JAMSHYD NAOROJI GODRE	00076250	Director	0	
TANYA ARVIND DUBAL	00026028	Director	34	
NISABA GODREJ	00591503	Director	34	
PIROJSHA ADI GODRE	00432983	Director	34	
VIJAY MOHAN CRISHNAN	00066267	Director	0	
BALRAM SINGH YADAV	00294803	Managing Director	4,267,732	
RAGHUNATH ANANT	00074119	Director	0	
KAVAS NOSHIRWAN FADNIS	00066162	Director	0	
RITU ANAND	00363699	Director	100	
ADITI KOTHARI DESAI	00426799	Director	0	
ROOPA PURUSHOTHAN	02846868	Director	992	
AMIT BIREN CHOUDHARI	00557547	Director	0	23/05/2019
NATARAJAN SRINIVAS	00123338	Director	0	
VARADARAJ SUBRAMANIAM	ABUPV1974H	CFO	207,946	
VIVEK RAIZADA	ADLPR8038H	Company Secretary	56	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
ADI BARJORJI GODRE	00065964	Director	05/11/2018	Resignation
S. L. ANAOKAR	00236819	Director	04/02/2019	Resignation
PIROJSHA ADI GODRE	00432983	Additional director	05/11/2018	Appointment
NATARAJAN SRINIVAS	00123338	Additional director	04/02/2019	Appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	09/08/2018	115,479	85	59.82

**B. BOARD MEETINGS**

\*Number of meetings held

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S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	14/05/2018	14	14	100
2	09/08/2018	14	12	85.71
3	14/09/2018	14	13	92.86
4	05/11/2018	14	12	85.71
5	04/02/2019	14	14	100

**C. COMMITTEE MEETINGS**

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	14/05/2018	4	4	100
2	AUDIT COMM	09/08/2018	4	3	75
3	AUDIT COMM	14/09/2018	4	3	75
4	AUDIT COMM	05/11/2018	4	4	100
5	AUDIT COMM	04/02/2019	4	4	100
6	NOMINATION	14/05/2018	3	3	100
7	NOMINATION	05/11/2018	3	3	100
8	NOMINATION	04/02/2019	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	CORPORATE	14/05/2018	4	4	100
10	CORPORATE	05/11/2018	4	2	50

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	02/08/2019
								(Y/N/NA)
1	NADIR BURJO	5	5	100	4	2	50	Yes
2	JAMSHYD NA	5	4	80	0	0	0	Yes
3	TANYA ARVIN	5	5	100	0	0	0	Yes
4	NISABA GOD	5	5	100	3	3	100	Yes
5	PIROJSHA AD	2	1	50	0	0	0	Yes
6	VIJAY MOHA	5	5	100	0	0	0	Yes
7	BALRAM SING	5	5	100	9	8	88.89	Yes
8	RAGHUNATH	5	5	100	2	2	100	Yes
9	KAVAS NOSH	5	5	100	5	5	100	Yes
10	RITU ANAND	5	4	80	8	7	87.5	Yes
11	ADITI KOTHA	5	5	100	5	5	100	No
12	ROOPA PURU	5	5	100	5	4	80	Yes
13	AMIT BIREN C	5	5	100	2	2	100	No
14	NATARAJAN	1	1	100	0	0	0	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BALRAM SINGH Y	MANAGING DIR	46,723,986	0	0	0	46,723,986
	Total		46,723,986	0	0	0	46,723,986

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VARADARAJ SUBB	CHIEF FINANCIAL	14,144,185	0	0	0	14,144,185
2	VIVEK RAIZADA	COMPANY SECRETARY	7,034,825	0	0	0	7,034,825
	Total		21,179,010	0	0	0	21,179,010

Number of other directors whose remuneration details to be entered

15

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ADI B. GODREJ	Non-Executive Director	0	750,000	0	400,000	1,150,000
2	NADIR B. GODREJ	Non-Executive Director	0	750,000	0	0	750,000
3	JAMSHYD GODREJ	Non-Executive Director	0	750,000	0	0	750,000
4	VIJAY MOHAN CRISP	Non-Executive Director	0	750,000	0	0	750,000
5	TANYA ARVIND DUBAY	Non-Executive Director	0	750,000	0	0	750,000
6	NISABA GODREJ	Non-Executive Director	0	750,000	0	0	750,000
7	PIROJSHA GODREJ	Non-Executive Director	0	0	0	0	0
8	RAGHUNATH MASURKAR	Independent Director	0	750,000	0	600,000	1,350,000
9	KAVAS NOSHIRWAN	Independent Director	0	750,000	0	750,000	1,500,000
10	RITU ANAND	Independent Director	0	750,000	0	750,000	1,500,000
11	ADITI KOTHARI DEWANI	Independent Director	0	750,000	0	750,000	1,500,000
12	ROOPA PURUSHOTHAMAN	Independent Director	0	750,000	0	700,000	1,450,000
13	AMIT BIREN CHOLAPATI	Independent Director	0	750,000	0	600,000	1,350,000
14	SUDHIR LAXMAN	Independent Director	0	750,000	0	100,000	850,000
15	NATARAJAN SRINIVASAN	Independent Director	0	0	0	100,000	100,000
	Total		0	9,750,000	0	4,750,000	14,500,000

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name 

Doly Bhalavat

Whether associate or fellow  Associate  Fellow

Certificate of practice number 

20263

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no.  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

BALRAM  
SINGH  
YADAV

DIN of the director

**To be digitally signed by**

VIVEK  
PRITAMILA  
L. RAIZADA

- Company Secretary  
 Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

**List of attachments**

<b>Attach</b>	MGT 8 Certificate.pdf
<b>Attach</b>	Clarification Letter.pdf
<b>Attach</b>	
<b>Attach</b>	

**Remove attachment**

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



**ANNEXURE-1****GODREJ AGROVET LIMITED****List of Foreign Institutional Investors as on March 31, 2109**

SLNO	NAME/JOINT NAME(S)	ADDRESS	COUNTRY OF INCORPORATION	REGN. NO WITH SEBI	HOLDING	% TO EQT
1	ABERDEEN ASIAN SMALLER COMPANIES INVESTMENT TRUST PLC	Bow Bells House 1 Bread Street London	UNITED KINGDOM	INUKFP029117	1808000	0.94
2	THE INDIA FUND INC	1735 MARKET ST 32ND FLOOR PHILADELPHIA PA	UNITED STATES OF AMERICA	INUSFP045515	1034806	0.54
3	ABERDEEN NEW INDIA INVESTMENT TRUST PLC	BOW BELLS HOUSE 1 BREAD STREET LONDON	UNITED KINGDOM	INUKFP029317	554172	0.29
4	NOMURA FUNDS IRELAND PUBLIC LIMITED COMPANY- NOMUR A FUNDS IRELAND - INDIA EQUITY FUND	33 SIR JOHN ROGERSON'S QUAY DUBLIN	IRELAND	INIRFP235015	408429	0.21
5	VANGUARD EMERGING MARKETS STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS	100 VANGUARD BOULEVARD MALVERN PA	UNITED STATES OF AMERICA	INUSFP068617	389462	0.20

6	IIFL FUND - IIFL INDIA EQUITY OPPORTUNITIES FUND	Standard Chartered Bank, CRESCENZO Securities Services, 3rd Floor C-38/39 G-Block, BKC Bandra (East) Mumbai India	INDIA	INLUF076018	319500	0.17
7	JPMORGAN INDIA SMALLER COMPANIES FUND	HSBC CENTRE EIGHTEEN CYBERCITY EBENE MAURITIUS	MAURITIUS	INMUFP192515	282592	0.15
8	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	100 VANGUARD BOULEVARD MALVERN PA	UNITED STATES OF AMERICA	INUSFP101917	213440	0.11
9	INVESCO INDIA EQUITY FUND	VERTIGO BUILDING POLARIS 2-4 RUE EUGENE RUPPERT	LUXEMBOURG	INLUF062917	188955	0.10
10	RUSSELL INVESTMENT COMPANY II PLC - RUSSELL INVEST MENTS EMERGING MARKETS EXTENDED OPPORTUNITIES FUND - BLACKROCK ASSET MANAGEMENT NORTH ASIA LIMITED	78 SIR JOHN ROGERSON'S QUAY DUBLIN	IRELAND	INIRFP172615	168302	0.09
11	DANSKE INVEST SICAV - INDIA	13 RUE EDWARD STEICHEN LUXEMBOURG L 2540	LUXEMBOURG	INLUF038217	112910	0.06
12	JF INDIA EQUITY ACTIVE OPEN MOTHER FUND	8-11 HARUMI 1 CHOME CHUO-KU TOKYO	JAPAN	INJFP091316	83000	0.04

13	DANSKE INVEST INDIA FUND	HIILAITURINKUNJ 2 PO BOX 1554 00075 DANSKE BANK FINLAND	FINLAND	INFLFP133615	67011	0.03
14	VANGUARD FTSE ALL-WORLD EX-US SMALL-CAP INDEXFUND	100 VANGUARD BOULEVARD MALVERN PA	UNITED STATES OF AMERICA	INUSFP067617	58783	0.03
15	GOLDMAN SACHS INVESTMENTS (MAURITIUS) I LTD	LEVEL 3 ALEXANDER HOUSE 35 CYBERCITY EBENE	MAURITIUS	INMUFP257316	56690	0.03
16	CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM	400 Q STREET LPE ROOM 4800 SACRAMENTO CA	UNITED STATES OF AMERICA	INUSFP111015	50544	0.03
17	ARKA INDIA FUND	4th Floor 19 Bank Street Cybercity Ebene - 72201	MAURITIUS	INMUFP175515	38250	0.02
18	PREMIER INVESTMENT FUND LIMITED	C/o DTOS Ltd 10th FLOOR RAFFLES TOWER 19 CYBERCITY EBENE	MAURITIUS	INMUFP067016	37930	0.02
19	GEOSPHERE INDIA FUND	C/o Equinox Alternative Investment Services (Mauritius) Limited 12th Floor Standard Chartered Tower 19 Cybercity Ebene.	MAURITIUS	INMUFP226815	34000	0.02
20	AQUARIUS INDIA OPPORTUNITIES FUND	IFS COURT TWENTYEIGHT CYBERCITY EBENE MAURITIUS	MAURITIUS	INMUFP119915	27000	0.01

21	VANGUARD TOTAL WORLD STOCK INDEX FUND	100 VANGUARD BOULEVARD MALVERN PA	UNITED STATES OF AMERICA	INUSFP067417	24636	0.01
22	LTS INVESTMENT FUND LTD	LES CASCADES EDITH CAVELL STREET PORT LOUIS	MAURITIUS	INMUFP163516	15613	0.01
23	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	INUSFP033916	8130	0.00
24	COPTHALL MAURITIUS INVESTMENT LIMITED	C/O CIM CORPORATE SERVICES LTD LES CASCADES BUILDING EDITH CAVELL STREET PORT LOUIS	MAURITIUS	INMUFP001717	6629	0.00
25	T.A. WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	INUSFP031616	4522	0.00
26	WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	INUSFP031716	3418	0.00
27	MORGAN STANLEY FRANCE S.A.	61 rue de Monceau Paris	FRANCE	INFRFP299716	2700	0.00
28	UBS PRINCIPAL CAPITAL ASIA LTD	ONE RAFFLES QUAY 50-01 NORTH TOWER		INSGFP062014	2600	0.00

29	ALASKA PERMANENT FUND	801 WEST 10TH STREET JUNEAU ALASKA	UNITED STATES OF AMERICA	INUSFP117816	1824	0.00
30	DFA INTERNATIONAL CORE EQUITY FUND	SUITE 1520 - 1500 WEST GEORGIA STREET VANCOUVER BRITISH COLUMBIA	CANADA	INCAFP268915	1505	0.00
31	UTAH STATE RETIREMENT SYSTEMS	540 East 200 South Salt Lake City Utah	UNITED STATES OF AMERICA	INUSFP271916	1459	0.00
32	DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	25/28 NORTH WALL QUAY DUBLIN 1	IRELAND	INIRFP127115	1442	0.00
33	HIRZEL CAPITAL MASTER FUND, L.P.	INTERTRUST CORPORATE SERVICES (CAYMAN) LIMITED 190 ELGIN AVENUE GEORGE TOWN GRAND CAYMAN	CAYMAN ISLANDS	INCYFP165916	1426	0.00
34	WISDOMTREE ISSUER PLC - WISDOMTREE EMERGING MARKET S SMALLCAP DIVIDEND UCITS ETF	FITZWILTON HOUSE WILTON PLACE DUBLIN 2	IRELAND	INIRFP084515	1422	0.00
35	VANGUARD ESG INTERNATIONAL STOCK ETF	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI	INDIA	INUSFP014619	1247	0.00
36	BNP PARIBAS ARBITRAGE	160 162 BD MACDONALD PARIS	FRANCE	INFRFP085515	749	0.00

37	WISDOMTREE ISSUER PUBLIC LIMITED COMPANY - WISDOMTREE INDIA QUALITY UCITS ETF	6TH FLOOR 2 GRAND CANAL SQUARE DUBLIN	IRELAND	INIRFP258516	533	0.00
<b>TOTAL:</b>					<b>30721379</b>	<b>16.00</b>

Godrej Agrovet Ltd.  
Registered Office : Godrej One,  
3rd Floor, Pirojshanagar,  
Eastern Express Highway,  
Vikhroli (E), Mumbai 400 079, India.  
Tel. : +91-22-2518 8010/8020/8030  
Fax : +91-22-2519 5124  
Email : gavlho@godrejagrovet.com  
Website : www.godrejagrovet.com  
CIN : L15410MH1991PLC135359

Date: September 27, 2019

To,  
The Registrar of Companies,  
Ministry of Corporate Affairs,  
Mumbai, Maharashtra

**Sub.: Clarification on Annual Return in Form MGT- 7 for the Financial Year (F.Y.) ended March 31, 2019**

Dear Sir(s),

With reference to the subject matter, we Godrej Agrovet Limited ("GAVL" or "the Company") would like to inform you that we are facing certain difficulties in incorporating details / information in the Annual Return in Form MGT-7 for the Financial Year (F.Y.) 2018-19.

In this connection, we wish to clarify the following:

1. In Clause III of Form MGT -7, titled 'Particulars of Holding, Subsidiary and Associate Companies', we have entered the names of all Holding Companies (upto the ultimate holding company), Subsidiaries of GAVL (including step-down subsidiaries) and Associate Companies.

We are reproducing the details in respect of the shareholding of our holding, subsidiaries and associate companies below for better clarification and understanding:-

Sr. No.	Name of the Company	Corporate Identity Number (CIN)	Holding/ Subsidiary / Associate	% of Shares Held
1.	Godrej Industries Limited	L24241MH1988PLC097781	Holding Company	58.15 %
2.	Vora Soaps Limited	U24241MH1979PLC021804	Ultimate Holding Company upto December 23, 2018	Holding Company of Godrej Industries Limited upto December 23, 2018
3.	Godvet Agrochem Limited	U01400MH2014PLC252382	Subsidiary Company	100.00%
4.	Astec LifeSciences Limited	L99999MH1994PLC076236	Subsidiary Company	57.67%
5.	Behram Chemicals Private Limited	U24100MH1993PTC071480	Subsidiary Company (Step-down subsidiary)	65.63% held by Astec Life Sciences Limited





6.	Astec Europe Sprl	Not Applicable since a foreign company incorporated in Belgium, Europe	Subsidiary Company (Step-down subsidiary)	50.10% held by Astec Life Sciences Limited
7.	Comercializadora Agricola Agroastrachem Cia Ltda	Not Applicable since a foreign company incorporated in Bogota, Columbia	Subsidiary Company (Step-down subsidiary)	100.00% held by Astec Life Sciences Limited
8.	Creamline Dairy Products Limited	U15201TG1986PLC006912	Subsidiary Company	51.91%
9.	Nagavalli Milkline Private Limited	U15209TG1999PTC031625	Subsidiary Company (Step-down subsidiary)	100.00% held by Creamline Dairy Products Limited
10.	Godrej Tyson Foods Limited	U15122MH2008PLC177741	Associate Company (upto March 26, 2019)  Subsidiary Company (with effect from March 27, 2019)	49.90%  51.00%
11.	Godrej Maxximilk Private Limited	U01119MH2016PTC280677	Associate Company (upto March 26, 2019)  Subsidiary Company (with effect from March 27, 2019)	49.90%  62.97%
12.	ACI Godrej Agrovet Private Limited	Not Applicable since a Company incorporated in Bangladesh	Foreign Associate Company (Joint Venture)	50.00%
13.	Al Rahba International Trading LLC	Not Applicable since a foreign company incorporated in United Arab Emirates (UAE)	Foreign Associate Company	24.00%

2. In **Clause VI (C)** of Form MGT -7, requires **details of Foreign Institutional Investors (FIIs)** holding shares of the Company as on March 31, 2019, to be mentioned.

As at the said date, 37 (Thirty Seven) Foreign Institutional Investors ("FIIs") were holding Equity Shares in the Company. Due to technical difficulties and the structure of the form, we are unable to reproduce the details of all the 37 FIIs. Therefore, details in respect of the shareholding of FIIs as on March 31, 2019, is attached as **Annexure-1**.

3. **Clause VIII, sub-clause (A) & (B)** of Form MGT -7 titled as "**Composition of Board of Directors**", requires 'Percentage of shares held by directors as at the end of year' to be mentioned. Details of shares held by the Directors in their Individual Capacity only is mentioned in Form MGT -7.





However, the below mentioned Directors of the Company hold shares in their individual capacity as well as in capacity of Trustee(s), the details of which are as follows:

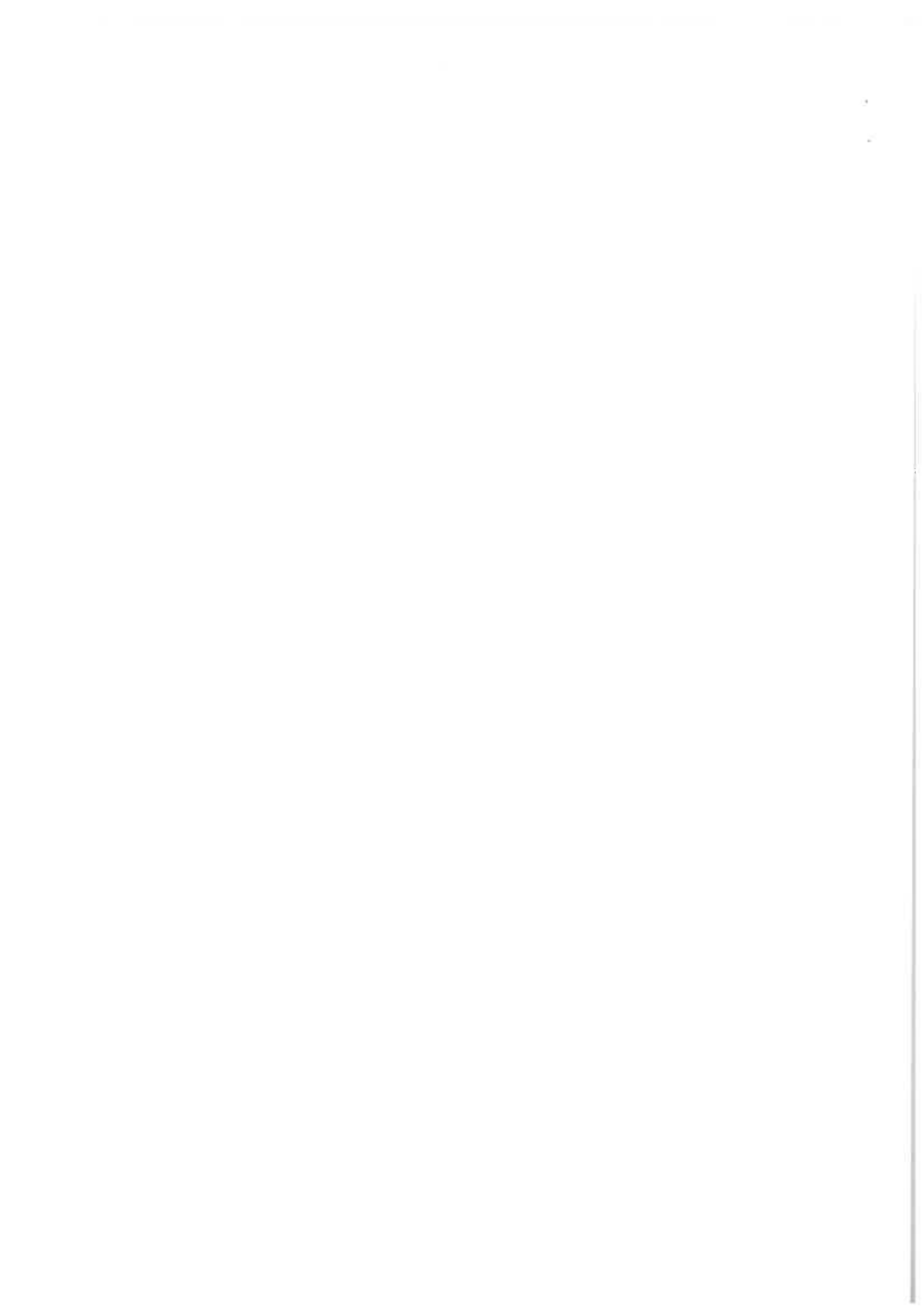
Sr. No.	Name of Director	Number & Percentage of Shares held in Individual Capacity	Number of Shares held as "Trustees"	Percentage of Shares held as "Trustees"
1.	Mr. Adi B. Godrej	5096 (0.00%)	NIL	0.00%
2.	Mr. Nadir B. Godrej	102 (0.00%)	41,46,054 Equity Shares held as Trustees of BNG Family Trust, HNG Family Trust and SNG Family Trust.	2.16%
3.	Ms. Tanya A. Dubash	34 (0.00%)	13,82,018 Equity Shares held as Trustee of TAD Family Trust	0.72 %
4.	Ms. Nisaba Godrej	34 (0.00%)	13,82,018 Equity Shares held as Trustees of NG Family Trust and PG Family Trust.	0.72 %
5.	Mr. Pirojsha Godrej	34 (0.00%)	13,82,018 Equity Shares held as Trustees of PG Family Trust and NG Family Trust.	0.72 %
6.	Mr. Jamshyd Godrej	0	3 Equity Shares held as Trustees of The Raika Godrej Family Trust.	0.00%

Further, Ms. Roopa Purushothaman and Dr. Ritu Anand, Independent Directors of GAVL hold 992 Equity Shares and 100 Equity Shares, respectively, which is negligible in terms of percentage shareholding. Mr. B.S. Yadav, Managing Director (Executive, Non-Independent) of GAVL holds 42,67,732 Equity Shares Constituting 2.22 % of the total paid up equity share capital of the Company.

4. **Clause IX, sub-clause (C)** of Form MGT -7 titled as "**Committee Meetings**" requires 'Details of Committee Meetings held during the financial year 2018-19 to be mentioned. However, as the form MGT-7 restricts to enter only 10 Committee meeting details, we are unable to enter details of meetings of Risk Management Committee and Stakeholders' Relationship Committee held during the financial year 2018-19. The same are mentioned below:

Sr. No.	Type of meeting	Date of meeting	Total Number of Members as on the date	Attendance	
				Number of members Attended	% of attendance
1.	Stakeholder Relationship Committee	05/11/2018	3	2	66.67
2.	Risk Management Committee	14/05/2018	3	3	100





Request you to take the above the above information on record.

Thanking you,

Yours faithfully,

For Godrej Agrovet Limited



A handwritten signature in blue ink, appearing to be "Vivek Raizada".

**Vivek Raizada**  
**Head- Legal & Company Secretary & Compliance Officer**  
**(ICSI Membership No.: A11787)**

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MINISTRY OF CORPORATE AFFAIRS

RECEIPT

G.A.R.7

SRN : H96864053

Service Request Date : 28/09/2019

Payment made into : ICICI Bank

Received From :

Name : NISHI MEHTA

Address : Godrej One, Pirojshanagar, Vikhroli  
3rd Floor, Eastern Exp Highway Vikhroli East  
Mumbai, Maharashtra  
IN - 400079

Entity on whose behalf money is paid

CIN: L15410MH1991PLC135359

Name : GODREJ AGROVET LIMITED

Address : Godrej One, 3rd Floor, Pirojshanagar  
Eastern Express Highway, Vikhroli (East)  
Mumbai, Maharashtra  
India - 400079

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee for Form MGT-7 for the financial year ending on 2019	Normal	600.00
	<b>Total</b>	<b>600.00</b>

Mode of Payment: Credit Card- ICICI Bank

Received Payment Rupees: Six Hundred Only

Note -The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)

