

**COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING & E-VOTING CONDUCTED DURING
THE 34TH (THIRTY-FOURTH) ANNUAL GENERAL MEETING OF GODREJ AGROVET LIMITED
HELD ON WEDNESDAY, AUGUST 6, 2025, AT 4.00 P.M. IST**

To,
Mr. Nadir B. Godrej (Chairman)
Mr. Balram Singh Yadav (Managing Director)
Godrej Agrovvet Limited
"Godrej One", 3rd Floor,
Phirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400079,
Maharashtra, India

Thirty-Fourth Annual General Meeting ("34th AGM") of the Equity Shareholders of Godrej Agrovvet Limited held on Wednesday, August 6, 2025 by means of Video Conferencing (VC) / Other Audio-Visual Means (OAVM) commenced at 4.00 p.m. (IST)

Sub: Passing of Resolution(s) through electronic voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 "Rules" as amended, the 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, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars"), read with circulars, 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, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, issued by the Securities and Exchange Board of India (SEBI) commonly referred to as "Applicable Circulars".

I, Avinash Bagul, Partner of BNP & Associates, Companies Secretaries, had been appointed by the Board of Directors of Godrej Agrovvet Limited (*hereinafter referred to as the "Company"*) at its Meeting held on April 30, 2025, as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting (E-Voting) conducted during the 34th AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Applicable Circulars issued in this connection both by MCA and SEBI, providing relaxation for the manner in which the AGM shall be held and conducted through VC or OAVM.

The Applicable Circulars provide for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting



at the meeting. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the Applicable Circulars.

As mentioned in the Notice, the proceedings of the 34th AGM will be deemed to be conducted at the Registered Office of the Company which shall be the Deemed Venue of the 34th AGM.

Report on Scrutiny:

- The Company had appointed National Securities Depository Limited ('NSDL') as the Service Provider, for the purpose of providing the facility of Remote E-Voting to the Members of the Company and for E-voting conducted during the 34th AGM.
- KFin Technologies Limited ('Kfintech'), (formerly KFin Technologies Private Limited) is the Registrar and Share Transfer Agents ('RTA') of the Company.
- NSDL had provided a system for recording the votes of the Members electronically through Remote E-voting as well as E-voting conducted during the 34th AGM on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 34th AGM of the Company, which was held on **Wednesday, August 6, 2025**.
- NSDL had set up electronic voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted at the 34th AGM on its and on NSDL website and on the websites of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (Stock Exchanges where the Equity Shares of the Company are listed), to facilitate their members to cast their vote through Remote E-Voting.
- The Management of the Company is responsibly ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations.
- My responsibility as the Scrutinizer of the voting process (through E-voting), was restricted to scrutinize the E-voting process (Remote E-voting and E-voting conducted during the 34th AGM), in a fair and transparent manner and to prepare a Combined Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by NSDL.
- The internal cut-off date for the dispatch of the Notice of the AGM was July 4, 2025, and as on that date, there were **1,20,347 Members** of the Company. As mentioned in the Applicable Circulars, NSDL had sent the Notices of the AGM along with Annual Report for the Financial Year 2024-25 and E-voting details by email to **1,13,374 Members** constituting **100%** of the total members, whose email IDs were made available by the Depositories. For those Members whose email IDs were not available or who were holding shares in physical form and who had not registered their email IDs with the RTA the Notices could not be sent. The Company had advertised in the newspapers, asking those Members who have not provided their email IDs to do so and to the extent, details were provided by the Members were considered for sending the Notice of the 34th AGM. The Notices sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies



(Management and Administration) Rules, 2014 as amended and as provided in the Applicable Circulars.

- In compliance with Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements, Regulations, 2015, the Company has issued letters to all the Shareholders whose e-mail addresses were not registered with the Company / Depository Participant, containing a weblink from where the Shareholders can access the Annual Report for the Financial Year 2024-25.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Wednesday, July 30, 2025**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for 4 (Four) days from **Saturday, August 2, 2025, at 9.00 a.m. IST to Tuesday, August 5, 2025 at 5.00 p.m. IST**.
- The Company completed the dispatch of the notices by email to the Members on **Monday, July 14, 2025**.
- As prescribed in **Clause IV of the Circular dated May 5, 2020, issued by MCA**, which is forming part of the Applicable Circulars, the Company had released an advertisement prior to sending Notices to the Shareholders which was published in English in "Business Standard" on July 8, 2025, newspaper having wide circulation in the district where the Registered Office of the Company is situated and in Marathi in "Mumbai Lakshadeep" on July 8, 2025. The Notice contained the required information as provided under clause IV (a) to (g) of the said circular.
- As prescribed in **clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014**, the Company also released an advertisement, which was published more than 21 days before the date of the 34th AGM in English language in "Business Standard" newspaper having country-wide circulation on **Tuesday, July 15, 2025** and in Marathi language in "Mumbai Lakshadeep" newspaper on **Tuesday, July 15, 2025**.
- The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on **Tuesday, August 5, 2025 at 5.00 P.M.**, the voting portal of the NSDL, service provider was blocked forthwith.
- At the **34th AGM of the Company held through VC, on Wednesday, August 6, 2025**, after considering all the items of businesses, the facility to vote electronically (E-voting) was provided to facilitate those members who were attending the 34th AGM through VC but could not participate in the Remote E-voting to record their votes.
- **On Wednesday, August 6, 2025, after tabulating the votes cast electronically by the system provided by NSDL**, the votes cast through Remote E-Voting facility and E-voting during the 34th AGM were duly unblocked by me as a Scrutinizer in the presence of Mr. / Ms. Dhruvil Sanghavi and Mr. / Ms. Swati Prajapati who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. After the voting by electronic means the votes cast through Remote E-voting process



was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.

Thereafter, I, as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the E-voting held during the AGM, the details of which are as follows:

The results of the Remote E-voting together with the e-voting conducted during the 34th AGM are as under:

Details	Remote E-voting	E-Voting at AGM	Total voting
Number of members who cast their votes	464	04	468
Total number of Shares held by them	156881341	36016	156917357
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Less voted / Abstained Votes	As mentioned under each of the Resolution.		

Note: Percentage of votes cast in favour or against the resolutions is calculated based on the **Valid Votes** cast through Remote E-Voting and through E-voting during the 34th AGM.

ORDINARY BUSINESS:

I) Item No. 1 of the Notice (As an Ordinary Resolution):

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

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e. invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	156916904	99.999	453	0.0003	0

Item 1 of Notice stands **PASSED** with the requisite majority.



II) Item No. 2 of the Notice (As an Ordinary Resolution):**Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2025:-**

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e. invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	156891989	99.999	404	0.001	24964

Item 2 of Notice stands **PASSED** with the requisite majority.

III) Item No. 3 of the Notice (As an Ordinary Resolution):

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

To appoint a Director in place of Mr. Nadir Godrej [Director Identification Number (DIN): 00066195], Non-Executive & Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment, as a "Director" of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e. invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	155236868	98.945	1654115	1.054	26374

Item 3 of Notice stands **PASSED** with the requisite majority.

IV) Item No. 4 of the Notice (As an Ordinary Resolution):

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

To appoint a Director in place of Ms. Tanya Dubash [Director Identification Number (DIN): 00026028], Non-Executive & Non-Independent Director, who retires by rotation and being eligible, offers herself for re-appointment, as a "Director" of the Company.



Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e. invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	156443567	99.714	447416	0.285	26374

Item 4 of Notice stands **PASSED** with the requisite majority.

SPECIAL BUSINESS:

V) Item No.5 of the Notice (As an Ordinary Resolution):

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

To consider and ratify the remuneration of M/s. P. M. Nanabhoy & Co., Cost Accountants, Mumbai as the "Cost Auditors" of the Company for the Financial Year ending March 31, 2026.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e. invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	156889940	99.999	1043	0.001	26374

Item 5 of Notice stands **PASSED** with the requisite majority.

VI) Item No.6 of the Notice (As an Ordinary Resolution):

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

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



Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e. invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	152733330	97.350	4157653	2.650	26374

Item 6 of Notice stands **PASSED** with the requisite majority.

VII) Item No.7 of the Notice (As a Special Resolution):

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

To consider and approve the amendment to the Employees Stock Grant Scheme, 2018.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e. invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	148521675	94.665	8369308	5.334	26374

Item 7 of Notice stands **PASSED** with the requisite majority.

All the 7 (Seven) Resolutions mentioned in the Notice of 34th AGM dated April 30, 2025, as per the details mentioned above stand **PASSED** under Remote E-voting and E-voting conducted during the 34th AGM with the requisite majority and hence deemed to be passed as on the date of the AGM.




I hereby confirm that I am maintaining the soft copy of the Registers received from the NSDL, the Service Provider in respect of the votes cast through Remote E-Voting and E-voting conducted during the 34th AGM by the Members of the Company. All other relevant records relating to Remote E-voting and E-voting is under my safe custody and will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,
For BNP & Associates
Company Secretaries



CS. Avinash Bagul
(Partner)
(FCS No : 5578 COP No.: 19862)



Place: Mumbai
Date: August 6, 2025
UDIN: F005578G000951303

The following were the witnesses to the unblocking the votes cast through Remote E-voting and E-voting at the AGM.



1. Mr. / Ms. Dhrumil Sanghavi



2. Mr. / Ms. Swati Prajapati



Place: Mumbai
Date: August 6, 2025