

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: May 16, 2019

To,
BSE Limited
P. J. Towers, Dalal Street, Fort,
Mumbai – 400 001

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra – Kurla Complex,
Bandra (East), Mumbai - 400 051

Ref.: BSE Scrip Code No. “540743”

Ref.: “GODREJAGRO”

Sub: Annual Secretarial Compliance Report of Godrej Agrovet Limited for the Financial Year ended March 31, 2019

Ref.: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019

Dear Sirs,

In compliance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find attached the Annual Secretarial Compliance Report of Godrej Agrovet Limited (“**the Company**”) for the Financial Year ended March 31, 2019, issued by BNP & Associates, Company Secretaries, Secretarial Auditors of the Company.

Request you to please take the same on your records.

Thanking you,

Yours sincerely,

For Godrej Agrovet Limited

Vivek Raizada
Head – Legal & Company Secretary & Compliance Officer
(ACS 11787)

Encl.: As Above



**SECRETARIAL COMPLIANCE REPORT OF GODREJ AGROVET LIMITED FOR THE FINANCIAL YEAR
ENDED MARCH 31, 2019**

We, BNP & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by Godrej Agrovet Limited (**"the listed entity"**),
- (b) the filings / submissions made by the listed entity to the Stock Exchanges,
- (c) website of the Company,
- (d) any other documents / filings, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 (**"Review Period"**) compliance with respect to provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (**"SEBI Act"**) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (**"SCRA"**), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (**"SEBI"**);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;
- c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:



- (a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	Nil	-	-

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

- (c) The following are the details of actions taken against the company/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	NIL			

 

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	Not Applicable			

Date: May 03, 2019
Place: Mumbai

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



A handwritten signature in blue ink, appearing to read "B. Narasimhan".

B Narasimhan
Partner
FCS No: 1303
C P No: 10440

MACHINE READABLE AND
SEARCHABLE FORMAT

**SECRETARIAL COMPLIANCE REPORT OF GODREJ AGROVET LIMITED FOR THE FINANCIAL YEAR
ENDED MARCH 31, 2019**

We, BNP & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by Godrej Agrovet Limited (“**the listed entity**”),
- (b) the filings / submissions made by the listed entity to the Stock Exchanges,
- (c) website of the Company,
- (d) any other documents / filings, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 (“**Review Period**”) compliance with respect to provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;
- c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	Nil	-	-

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

- (c) The following are the details of actions taken against the company/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	NIL			

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	Not Applicable			

Date: May 03, 2019
Place: Mumbai

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

B Narasimhan
Partner
FCS No: 1303
C P No: 10440