

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 20, 2026

To,
BSE Limited
P. J. Towers, Dalal Street,
Fort, Mumbai – 400001

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra – Kurla Complex,
Bandra (East), Mumbai - 400051

Ref.: BSE Scrip Code No. “540743”

Ref.: “GODREJAGRO”

Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2026

Ref.: Regulation 24(2) of the Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

In compliance with Regulation 24 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, the Annual Secretarial Compliance Report of Godrej Agrovet Limited for the Financial Year ended March 31, 2026, issued by M/s. BNP & Associates, Practicing Company Secretaries.

Request you to kindly 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, 2026

We BNP and Associates, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **GODREJ AGROVET LIMITED (CIN:L15410MH1991PLC135359)** (hereinafter referred as "**the listed entity**"), having its Registered Office at Godrej One, 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai, Maharashtra, India, 400079. The Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity's, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the Financial Year ended March 31, 2026, complied with the statutory provisions listed hereunder and subject to the reporting made hereinafter:

We, BNP & Associates, Secretarial Auditors of the listed entity, have examined:

- (a) all the relevant documents and records made available to us both electronically and physically as well as the explanations provided by the listed entity for the purposes of our audit,
- (b) the filings/ submissions made by the listed entity to the Stock Exchange(s),
- (c) website of the listed entity,
- (d) any other documents/ filings, as may be relevant, which have been relied upon to make this Report,

year ended March 31, 2026 ("Review Period") in respect of the compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board Of India ("SEBI").
- (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) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") as amended from time to time;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST"); (to the extent applicable);
- (c) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
The listed entity has also maintained a Structured Digital Database ("SDD") pursuant to the requirements of regulation 3 (5) and 3 (6) of Securities and Exchange Board Of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 as amended from time to time;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (h) Master Circular No. SEBI/HO/DDHS/DDHS PoD/P/CIR/2025/0000000137 dated October 15, 2025 as amended from time to time for Issue and Listing of Non-Convertible Securities, Securitized Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper;

and the circulars/ guidelines issued thereunder;

And based on the above examination, we hereby report that, during the Review Period:

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

Sr. No. (a)	Compliance Requirement (Regulations/ circulars/ guidelines/ including specific clause) (b)	Regulation / Circular No. (c)	Deviations (d)	Action Taken by (e)	Type of Action (f)
1	The listed entity has received Administrative Warning letter dated September 29, 2025 on the violation of provisions of SEBI (Substantial	Regulation 29(2) read with 29 (3) of SAST Regulations.	-	The Securities and Exchange Board of India ("SEBI")	The listed entity has been warned and advised to be careful in future to avoid recurrences of such lapses. Any repetition of the such

	<p>Acquisition of Shares and Takeovers) Regulations, 2011, ("SAST Regulations") in the matter of Astec Lifesciences Limited (Target Company).</p>				<p>violation in future will be viewed seriously and appropriate enforcement action would be initiated in accordance with the provisions of the SEBI Act, 1992, the Rules, the Regulations or Circulars issued thereunder.</p>
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Details of Violation (g)	Fine Amount (h)	Observations/Remarks of the Practicing Company Secretary (i)	Management response (j)	Remarks (k)
<p>The listed entity had violated the provisions of Regulation 29(2) read with 29(3) of SAST Regulations by making delayed disclosure of change in shareholding in respect of acquisition of shares in Target Company when such change exceeded 2% of total shareholding in the Target Company.</p> <p>Total four instances of delay in disclosure have been observed for acquisitions made on 09-Feb-2017, 20-Mar-2019, 28-</p>	<p>-</p>	<p>The listed entity has received an Administrative Warning letter from SEBI on September 29, 2025 on the violation of provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, ("SAST Regulations") in the matter of Astec Lifesciences Limited (Target Company). We observed delay in disclosures for change in shareholding in respect of acquisition of shares in Target Company when such change exceeded 2% of total shareholding in the</p>	<p>There is no material impact on the financial operations or other activities of the listed entity due to Administrative Warning.</p>	<p>-</p>



Feb2020 and 27-Mar-2020 (viz. delay of 2,725 days, 383 days, 39 days and 11 days respectively).		Target Company and the listed entity has duly provided clarification to the Stock Exchanges with respect to the same.		
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(b) The Listed Entity has taken the following action to comply with the observations made in previous reports:

Sr. No. (a)	Observations/Remarks of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the Secretarial compliance report for the year ended	Compliance Requirements	Details of violation/d eviations and actions taken / penalty imposed, if any	Remedial actions if any taken by the Company	Comments of the PCS on the actions taken by the Company
None						

I. We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements: -

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances made the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	The listed entity has complied with the requirements of Secretarial Standard 1 and Secretarial Standard 2 respectively in respect of meetings of the Board and its Committees and General meetings of Members as notified by the Central Government under Section 118(10) of the Act.
2.	<u>Adoption and timely Updation of the Policies:</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the due approval of Board of Directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed and timely updated on time, as per the 	Yes	Complied

	regulations/circulars/guidelines issued by SEBI.		
3.	<p><u>Maintenance and disclosure on Website:</u></p> <ul style="list-style-type: none"> The Listed Entity is maintaining a functioning website Timely dissemination of the documents/ information under a separate section on the website Web-links provide in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	Complied
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Company are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the Bank</p>	Yes	The listed entity has provided the required confirmation on the same and reliance has been placed on the same.
5.	<p><u>Details related to Subsidiaries of the listed entity have been examined w.r.t.</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure Requirements of material as well as other subsidiaries</p>	Yes	Complied
6.	<p><u>Preservation of Documents:</u></p> <p>The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR.</p>	Yes	Complied
7.	<p><u>Performance Evaluation:</u></p> <p>The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	Complied
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The Listed Entity has obtained prior approval of Audit Committee for all Related party transactions;</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along</p>	Yes	Complied

	with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee		
9.	<u>Disclosure of events or information:</u> The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Complied
10.	<u>Prohibition of Insider Trading</u> The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Complied
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	The listed entity has received an Administrative Warning on the violation of provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, (SAST Regulations) in the matter of Astec Lifesciences Limited (Target Company) from the SEBI dated September 29, 2025. The details of violation(s) were while processing the mandatory open offer made vide Letter of Offer dated December 3, 2024, in compliance with Regulation 3(1), Regulation 4 read with Regulation 5(1) of the SAST Regulations, pursuant to an indirect acquisition of the majority voting rights in and control over the Target Company by the listed entity (acting with the PACs), SEBI has observed that the listed entity had violated the provisions of Regulation 29(2) read with 29(3) of SAST Regulations by making delayed

			<p>disclosure of change in shareholding in respect of acquisition of shares in Target Company when such change exceeded 2% of total shareholding in the Target Company.</p> <p>Total four instances of delay in disclosure have been observed for acquisitions made on 09-Feb-2017, 20-Mar-2019, 28-Feb2020 and 27-Mar-2020 (viz. delay of 2,725 days, 383 days, 39 days and 11 days respectively).</p> <p>Accordingly, the listed entity has been warned and advised to be careful in future to avoid recurrences of such lapses. As per the information received from the listed entity, there is no material impact on the financial operations or other activities of the listed entity due to Administrative Warning.</p>
12.	<p><u>Resignation of Statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the Financial Year, the listed entity and / or its material subsidiaries have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities</p>	Not Applicable	<p>There has been no resignation by the Statutory Auditor of the listed entity during the review period.</p>
13.	<p><u>Additional non-compliances, if any:</u> No any additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	Not Applicable	<p>No additional non-compliance has been observed during the Review period.</p>

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46 (2) (za) of the SEBI LODR.



Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]
[PR No.: 7353/2025]**



A handwritten signature in blue ink, appearing to read "Avinash Bagul", written over a horizontal line.

**Date: - April 30, 2026
Place: Mumbai**

**Avinash Bagul
Partner
FCS No.: - 5578 COP No.: - 19862
UDIN: -F005578H000249910**