

<b>BID CUM APPLICATION FORM</b>	<b>GODREJ AGROVET LIMITED - INITIAL PUBLIC ISSUE - ELIGIBLE EMPLOYEES FORM</b> Registered Office and Corporate Office: Godrej One, 3rd Floor, Piroshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079 Contact Person: Vivek Raizada, Company Secretary and Compliance Officer; Tel: (91 22) 2519 4416; Fax: (91 22) 2519 5124 E-mail: gavlinvestors@godrejagrovvet.com; Website: www.godrejagrovvet.com; Corporate Identity Number: U15410MH1991PLC135359	<b>FOR ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION</b>
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TO,  
THE BOARD OF DIRECTORS  
GODREJ AGROVET LIMITED

**BOOK BUILT ISSUE**  
**ISIN : INE850D01014**

**Bid cum Application Form No.**

<b>SYNDICATE MEMBER'S STAMP &amp; CODE</b>  <b>SUB-BROKER'S/SUB-AGENT'S STAMP &amp; CODE</b>  <b>BANK BRANCH SERIAL NO.</b>	<b>REGISTERED BROKER / SCSB / CDP / RTA STAMP &amp; CODE</b>  <b>SCSB BRANCH STAMP &amp; CODE</b>  <b>SCSB SERIAL NO.</b>	<b>1. NAME &amp; CONTACT DETAILS OF SOLE / FIRST BIDDER</b> Mr./Ms. _____ Address _____ Email _____ Tel. No (with STD code) / Mobile _____ <b>2. PAN OF SOLE / FIRST BIDDER</b>
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<b>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID	<b>6. Investor Status</b> <input type="checkbox"/> Eligible Employees of the Company * - EMP <input type="checkbox"/> Directors of Company - DIR * to be based, working and present in India as on the date of submission of this form
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<b>4. BID OPTIONS (ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION CAN BID AT "CUT-OFF")</b>						<b>5. Category</b>							
Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)								Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures only)				"Cut-off" (Please tick)
	8	7	6	5	4	3	2	1	Bid Price	Employee Discount	Net Price		
Option 1													<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
(OR) Option 2													
(OR) Option 3													

<b>7. PAYMENT DETAILS</b>		<b>PAYMENT OPTION : FULL PAYMENT</b> <input type="checkbox"/> <b>PART PAYMENT</b> <input checked="" type="checkbox"/>
Amount Blocked (₹ in figures) _____ (₹ in words) _____		
<b>ASBA</b> Bank A/c No. _____ Bank Name & Branch _____		
I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.		

<b>8A. SIGNATURE OF SOLE/ FIRST BIDDER</b>  Date : _____, 2017	<b>8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b> I/We authorise the SCSB to do all acts as are necessary to make the Bid in the Issue. 1) _____ 2) _____ 3) _____	<b>MEMBER OF SYNDICATE/ REGISTERED BROKER / SCSB / CDP / RTA STAMP</b> (Acknowledging upload of Bid in Stock Exchange system)
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<b>GODREJ AGROVET LIMITED</b> <b>INITIAL PUBLIC ISSUE-ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION</b>	<b>Acknowledgement Slip for MEMBER OF SYNDICATE/REGISTERED BROKER/SCSB/CDP/RTA</b>	<b>Bid cum Application Form No.</b>
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DP ID / CL ID	_____	<b>PAN of Sole / First Bidder</b>
Amount Blocked (₹ in figures) _____	ASBA Bank A/c No. _____	<b>Stamp &amp; Signature of SCSB Branch</b>
Bank & Branch _____		
Received from Mr./Ms./M/s. _____		
Telephone / Mobile _____	Email _____	

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<b>GODREJ AGROVET LIMITED- ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION</b>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <th></th> <th>Option 1</th> <th>Option 2</th> <th>Option 3</th> </tr> <tr> <td>No. of Equity Shares</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Bid Price</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Amount Blocked (₹)</td> <td></td> <td></td> <td></td> </tr> </table>		Option 1	Option 2	Option 3	No. of Equity Shares				Bid Price				Amount Blocked (₹)				<b>Stamp &amp; Signature of Member of Syndicate/ Registered Broker / SCSB / CDP / RTA</b>	<b>Name of Sole / First Bidder</b>
	Option 1	Option 2	Option 3																
No. of Equity Shares																			
Bid Price																			
Amount Blocked (₹)																			
ASBA Bank A/c No. _____ Bank & Branch _____		<b>Acknowledgement Slip for Bidder</b>																	
		<b>Bid cum Application Form No.</b>																	

**IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS****BIDDER'S UNDERTAKING FOR BID CUM APPLICATION FORM**

**(IN CASE OF A JOINT APPLICATION, THE CONFIRMATIONS, AUTHORISATIONS, UNDERTAKINGS AND REPRESENTATIONS MADE BY THE FIRST BIDDER WILL BE DEEMED TO HAVE BEEN MADE ON BEHALF OF ALL JOINT BIDDERS. THE FIRST BIDDER SHALL BE LIABLE FOR ALL THE OBLIGATIONS ARISING OUT OF THE ISSUE OF EQUITY SHARES.)**

On the basis of the Red Herring Prospectus dated September 22, 2017, 2017 filed with the Registrar of Companies, Maharashtra at Mumbai ("RHP"), the General Information Document for Investing in Public Issues ("GID") and having studied the attached details as per the Abridged Prospectus, I/we hereby apply for Allotment to me/us of the Equity Shares in the Issue upto my/our Bids for maximum number of Equity Shares at or above the Issue Price, to be discovered through the Book Building Process. I/We hereby confirm that I am/We are eligible person(s) to invest in the Issue in accordance with applicable laws. I/We agree to accept the Equity Shares Bid for, or such lesser number as may be allotted to me/us subject to the terms of the RHP, Abridged Prospectus, the GID, the Bid cum Application Form and other applicable laws. The amount payable on bidding has been blocked with the relevant SCSB. I/We undertake that I/we will sign all such other documents and do all such acts, if any, necessary on my/our part to enable me/us to be registered as the holder(s) of the Equity Shares which may be allotted and to register my/our address as given in the depository records. I/We note that in case of QIB Bidders, the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) the BRLMs and their affiliate Syndicate Members (only in the Specified Locations) have the right to reject Bids (including technical rejections) at the time of acceptance of Bid cum Application Form provided that the reasons for rejecting the same shall be provided to such Bidder in writing, whereas it has a right to reject it from Non-Institutional Bidders and Retail Individual Bidders based only on technical grounds and/or as specified in the Abridged Prospectus, GID and the RHP. I/We authorise the Company to make the necessary changes in this Bid cum Application Form and the RHP for filing of the Prospectus with the Registrar of Companies, Maharashtra at Mumbai without intimation to me/us and use this Bid cum Application Form as the Application Form for the purpose of this Issue.

**I/WE CONFIRM THAT:** I am/we are Indian National(s) resident in India and I am/we are not a U.S. person (as defined in Regulation (S)) under the U.S. Securities Act, 1933, as amended (the "U.S. Securities Act") and I am/we are not applying for the said Equity Shares as nominees of any person resident outside India or Foreign Nationals or U.S. persons. I/we hereby make the representations, warranties and agreements set forth in the section "Other Regulatory and Statutory Disclosures – Disclaimer in respect of jurisdiction" on page 518 of the RHP. I am/we are not an affiliate of the Company, or a person acting on behalf of such affiliate.

**FOR ELIGIBLE EMPLOYEES :** (Only for Sole/First Bidder) I confirm that I am an Eligible Employee as defined on page 5 of the RHP.

**Further:** 1) In accordance with ASBA process provided in SEBI ICDR Regulations and as disclosed in the RHP, I/We authorise (a) the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centers) or the SCSBs or the RTAs or the CDPs to do all acts as are necessary to make the application in the Issue, including uploading my/our Bid, blocking or unblocking of funds in the bank account maintained with the SCSB as specified in the Bid cum Application Form, transfer of funds to the Public Issue Account on receipt of instruction from Registrar to the Issue, after finalisation of Basis of Allotment; and (b) the Registrar to the Issue to issue instruction to the SCSBs to unblock the funds in the specified bank account upon finalisation of the Basis of Allotment. 2) In case the amount available in the specified bank account is insufficient as per the highest Bid option, the SCSB shall reject the application. 3) I/We hereby authorise the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centres) or the SCSBs or CDPs or the RTAs, as the case may be, to make relevant revisions as may be required to be done in the Bid, in the event of a revision of the Price Band.

In accordance with the FDI Policy, we propose to allow participation by non-residents in the Issue to the extent of participation by (i) FPIs through the portfolio investment scheme under Schedule 2A of the FEMA Regulations, subject to limit of the individual holding of an FPI below 10% of the post-Issue paid-up capital of our Company and the aggregate limit for FPI investment up to 24% of the post-Issue paid-up capital of our Company; and (ii) Eligible NRIs only on non-repatriation basis under Schedule 4 of the FEMA Regulations, subject to limit of the individual holding of an Eligible NRI below 5% of the post-Issue paid-up capital of our Company and the aggregate limit for NRI investment to 10% of the post-Issue paid-up capital of our Company. **Further, other non-residents such as FVCIs, multilateral and bilateral development financial institutions are not permitted to participate in the Issue.** As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

**INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM**

- Name of sole/ First Bidder should be exactly the same as it appears in the Depository records. In case of joint Bids, only the name of the First Bidder (which should also be the first name in which the depository account is held) should be provided in the Bid cum Application Form. The Bid means an 'Indication to make an Issue' and not 'an Issue'.
- The First Bidder, should mention his/ her PAN allotted under the Income Tax Act, except for Bids by or on behalf of the Central or State Government and the officials appointed by the Courts and by investors residing in the state of Sikkim, the Bidders, or in the case of Bid in joint names, the First Bidder (the first name under which the depository account is held), should mention his/ her PAN allotted under the Income Tax Act. Any Bid cum Application Form without the PAN is liable to be rejected.
- Based on the PAN, DP ID and Client ID provided by the Bidders, the Registrar will obtain Demographic Details registered with Depository Participants to be used for Allotment or technical rejections or unblocking of ASBA Account. Hence, Bidders are advised to immediately update any change in their details as appearing on the records of the Depository Participant. Please note that failure to do so could result in failure in Allotment of Equity Shares, delay in unblocking of ASBA Account, at the Bidder's sole risk and neither the Syndicate or the Registered Brokers or the Registrar or RTAs/CDPs or the SCSBs nor the Company shall have any responsibility and undertake any liability for the same.
- Price Band and Bid Lot:** The Price Band for the Issue will be decided by our Company by seeking and ensuring alignment with the Selling Shareholders, in consultation with the BRLMs, in the manner as agreed upon in the Issue Agreement. The minimum Bid Lot size for the Issue will be decided by our Company in consultation with the BRLMs and will be advertised at least five Working Days prior to the Bid/Issue Opening Date, in all editions of the English national newspaper the Financial Express, all editions of the Hindi national newspaper Jansatta and Mumbai edition of the Marathi newspaper Navshakti (Marathi being the regional language of Maharashtra, where the Registered Office is located), where our Registered Office is located) at least five working days prior to the Bid/Issue Opening Date and shall be made available to BSE Limited ("BSE") and National Stock Exchange Of India Limited ("NSE"), and together with BSE, the "Stock Exchanges") for the purpose of uploading on their websites. In case of revision of the Price Band, the Bid/Issue Period will be extended for at least three additional Working Days after revision of Price Band subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the changes on the websites of the BRLMs and on the terminals of the Syndicate Members and by intimation to SCSBs, Registered Brokers, CDPs and RTAs.  
**Maximum and Minimum Bid Size:** Eligible Employees bidding in the Employee Reservation portion can Bid up to a Bid Amount of ₹ 500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 200,000. Bids at the Cut-Off Price indicate their agreement to purchase the Equity Shares at the Issue Price, as determined at the completion of the Book Building Process. The maximum Bid by any investor should not exceed the investment limits prescribed for them by applicable laws.
- Please tick Category as applicable to ensure proper upload of Bid in Stock Exchange system.
- Please tick investor status as applicable. Please ensure investor status is updated in your Depository records. The Bidder should mention his/her employee code/number.
- Total Bid Amount payable must be calculated for the highest of three options, at Bid Price, at the time of the submission of the Bid cum Application Form. "Cheques/Demand Draft/Cash/stock invest/money orders/postal orders will not be accepted". All NRI Bidders bidding on a non-repatriation basis by using Resident forms are required to authorise their SCSB to block their Non-Resident Ordinary (NRO) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. The NRI Bidders can obtain the Bid cum Application Form from the Company's Registered Office or from any of the Members of the Syndicate or CDPs or RTAs or Registered Brokers from their offices. Bidders to please ensure that your Bank has notified an SCSB Branch in the city where Bid cum Application Form is being submitted.
- Only the First Bidder is required to sign the Bid cum Application Form /Revision Form. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Signature of ASBA Account holder is mandatory. If the First Bidder is not the account holder, ensure that the Bid cum Application Form is signed by the account holder (necessary revisions in the Bidders undertaking and institution will be required depending upon the jurisdiction in which the sale of shares in proposed).
- Multiple Bids:** Bids by Eligible Employees in the Employee Reservation Portion and in the Net Issue portion shall not be treated as multiple Bids. Further, bids by Eligible Employees in the Employee Reservation Portion (subject to the Application Amount being up to ₹ 500,000) shall also not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all portions. For further details, see "Issue Procedure – Multiple Bids" on page 553 of the RHP.
- Other Instructions:** a. Bids must be made only in the prescribed Bid cum Application Form. b. Bids must be completed in full, in BLOCK LETTERS in ENGLISH. Bidders should note that the members of the Syndicate, Registered Broker, CDPs, RTAs, and/or SCSBs will not be liable for errors in data entry due to incomplete or illegible Bid cum Application Forms. c. Ensure that all applicable documents in support of the Bid are attached with the Application Form.
- The Bidders may note that in case the DP ID, Client ID and PAN mentioned in the Bid cum Application Form and entered into the electronic bidding systems of the Stock Exchanges do not match with the DP ID, Client ID and PAN available in the Depository database, the Bid Cum Application Form is liable to be rejected.
- The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act, 1933 ("U.S. Securities Act") or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those Issues and sales occur; and (ii) to "qualified institutional buyers" (as defined in Rule 144A ("Rule 144A") under the Securities Act), pursuant to the private placement exemption set out in Section 4(a) of the U.S. Securities Act. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

**Note :** Terms used but not defined herein shall have the meaning assigned to such terms in the RHP. For detailed instructions for filling the various fields of this Bid cum Application Form, please refer to the GID, which is available on the websites of the BRLMs and Stock Exchanges.

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	COMPANY CONTACT DETAILS	REGISTRAR CONTACT DETAILS
<ul style="list-style-type: none"><li>In case of queries related to Allotment/ credit of Allotted Equity Shares, the Bidders should contact Registrar to the Issue</li><li>In case of Bids submitted to the SCSBs, the Bidders should contact the relevant SCSB</li><li>In case of queries related to upload of Bids submitted to the Member of Syndicate/RTAs/Registered Brokers/ CDPs, as applicable the Bidders should contact the relevant Designated Intermediary.</li></ul>	<b>GODREJ AGROVET LIMITED</b> <b>Registered and Corporate Office:</b> Godrej One, 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079 <b>Contact Person:</b> Vivek Raizada, Company Secretary and Compliance Officer <b>Tel:</b> (91 22) 2519 4416; <b>Fax:</b> (91 22) 2519 5124 <b>E-mail:</b> gavlinvestors@godrejagrovvet.com <b>Website:</b> www.godrejagrovvet.com <b>Corporate Identity Number:</b> U15410MH1991PLC135359	<b>Karvy Computershare Private Limited</b> Karvy Selenium, Tower B, Plot number 31 & 32 Gachibowli Financial District, Nanakramguda, Hyderabad 500 032 <b>Tel:</b> (9140) 6716 2222 <b>Fax:</b> (9140) 2343 1551 <b>E-mail:</b> godrej.agrovvet@karvy.com <b>Investor grievance e-mail:</b> einward.ris@karvy.com <b>Website:</b> https://karisma.karvy.com <b>Contact Person:</b> M Murali Krishna <b>SEBI registration no.:</b> INR000000221

This is an abridged prospectus containing salient features of the Red Herring Prospectus dated September 22, 2017 (the “RHP”).  
You are encouraged to read greater details available in the RHP.

**THIS DOCUMENT CONSISTS OF FOUR PAGES OF APPLICATION FORM ALONG WITH INSTRUCTIONS AND SIX PAGES OF ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

Please ensure that you have read the RHP, this abridged prospectus and the General Information Document for investing in public offers (“GID”) undertaken through the Book Building Process before applying in the Issue (as defined below). You may obtain a physical copy of the Bid-cum-Application Form and the RHP from Stock Exchanges (as defined below), members of the Syndicate, Registered Brokers, Collecting Depository Participants (“CDPs”), Registrar and Share Transfer Agents (“RTAs”), Registrar to the Issue, Underwriters, Investors’ Associations or Self Certified Syndicate Banks (“SCSBs”). You may also download the RHP from the websites of the Securities and Exchange Board of India (“SEBI”), National Stock Exchange of India Limited (“NSE” or the “Designated Stock Exchange”) and BSE Limited (“BSE”) (collectively, “Stock Exchanges”) where the Equity Shares are proposed to be listed and the Book Running Lead Managers (“BRLMs”) i.e. [www.sebi.gov.in](http://www.sebi.gov.in); [www.nseindia.com](http://www.nseindia.com); [www.bseindia.com](http://www.bseindia.com); [www.investmentbank.kotak.com](http://www.investmentbank.kotak.com); [www.axiscapital.co.in](http://www.axiscapital.co.in) and [www.credit-suisse.com/in/en/investment-banking/regional-presence/asia-pacific/india/ipo.html](http://www.credit-suisse.com/in/en/investment-banking/regional-presence/asia-pacific/india/ipo.html). All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.



**GODREJ AGROVET LIMITED**

**Registered and Corporate Office:** Godrej One, 3<sup>rd</sup> Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079

**Contact Person:** Vivek Raizada, Company Secretary and Compliance Officer; **Tel:** (91 22) 2519 4416; **Fax:** (91 22) 2519 5124

**E-mail:** [gavlinvestors@godrejagrovet.com](mailto:gavlinvestors@godrejagrovet.com); **Website:** [www.godrejagrovet.com](http://www.godrejagrovet.com); **Corporate Identity Number:** U15410MH1991PLC135359

**PROMOTERS OF OUR COMPANY: GODREJ INDUSTRIES LIMITED, NADIR B. GODREJ AND ADI B. GODREJ**

PUBLIC ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH (“EQUITY SHARES”) OF GODREJ AGROVET LIMITED (OUR “COMPANY”) FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) AGGREGATING UP TO ₹ [●] MILLION (THE “ISSUE”) COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹2,915.12 MILLION BY OUR COMPANY (“FRESH ISSUE”) AND AN ISSUE FOR SALE OF UP TO [●] EQUITY SHARES BY GODREJ INDUSTRIES LIMITED (“PROMOTER SELLING SHAREHOLDER”) AGGREGATING UP TO ₹3,000 MILLION AND UP TO 12,300,000 EQUITY SHARES BY V-SCIENCES INVESTMENTS PTE LTD (“V-SCIENCES” OR “INVESTOR SELLING SHAREHOLDER”) (“V-SCIENCES’ OFFERED SHARES”) AGGREGATING UP TO [●] MILLION (THE PROMOTER SELLING SHAREHOLDER AND THE INVESTOR SELLING SHAREHOLDER ARE COLLECTIVELY REFERRED TO AS, THE “SELLING SHAREHOLDERS” AND SUCH EQUITY SHARES OFFERED BY THE PROMOTER SELLING SHAREHOLDER AND THE V-SCIENCES’ OFFERED SHARES, COLLECTIVELY THE “OFFERED SHARES”) (“OFFER FOR SALE”). THE ISSUE WOULD INCLUDE A RESERVATION OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹200 MILLION FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED IN “DEFINITIONS AND ABBREVIATIONS”). FURTHER, OUR COMPANY PROPOSES TO ISSUE UP TO 405,500 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION TO IDENTIFIED EMPLOYEES OF OUR COMPANY UNDER THE ESPS (AS DEFINED IN “DEFINITIONS AND ABBREVIATIONS”) AS PART OF THE ISSUE AND AT ISSUE PRICE. THE NET ISSUE WOULD CONSTITUTE [●]% OF OUR POST-ISSUE PAID-UP EQUITY SHARE CAPITAL (AFTER CONSIDERING ALLOTMENT TO THE IDENTIFIED EMPLOYEES OF OUR COMPANY UNDER THE ESPS). OUR COMPANY HAS, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS (“BRLMS”), UNDERTAKEN A PRIVATE PLACEMENT OF 192,901 EQUITY SHARES FOR CASH CONSIDERATION AGGREGATING TO ₹84.88 MILLION (“PRE-IPO PLACEMENT”). THE SIZE OF THE FRESH ISSUE AS DISCLOSED IN THE DRAFT RED HERRING PROSPECTUS DATED JULY 18, 2017, BEING ₹3,000 MILLION, HAS BEEN REDUCED TO ₹2,915.12 MILLION ACCORDINGLY.

THE FACE VALUE OF EQUITY SHARES IS ₹10 EACH. THE PRICE BAND WILL BE DECIDED BY OUR COMPANY BY SEEKING AND ENSURING ALIGNMENT WITH THE SELLING SHAREHOLDERS, IN CONSULTATION WITH THE BRLMS, IN THE MANNER AS AGREED UPON IN THE ISSUE AGREEMENT. THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLMS AND WILL BE ADVERTISED IN ALL EDITIONS OF THE FINANCIAL EXPRESS, ALL EDITIONS OF JANSATTA, AND MUMBAI EDITION OF NAVSHAKTI (WHICH ARE WIDELY CIRCULATED ENGLISH, HINDI AND MARATHI NEWSPAPERS RESPECTIVELY, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS LOCATED) AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED (“BSE”) AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED (“NSE”, AND TOGETHER WITH BSE, THE “STOCK EXCHANGES”) FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITES.

**PROCEDURE:**

If you wish to know about processes and procedures applicable to public issues, you may request for a copy of the GID from the or download it from the websites of the NSE and BSE at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) and the BRLMs at [www.investmentbank.kotak.com](http://www.investmentbank.kotak.com); [www.axiscapital.co.in](http://www.axiscapital.co.in) and [www.credit-suisse.com/in/en/investment-banking/regional-presence/asia-pacific/india/ipo.html](http://www.credit-suisse.com/in/en/investment-banking/regional-presence/asia-pacific/india/ipo.html).

**ELIGIBILITY FOR THE ISSUE – REGULATION 26(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 (“SEBI REGULATIONS 2009”)**

Whether the Company is compulsorily required to allot at least 75% of the net Issue to Qualified Institutional Buyers –No

**INDICATIVE TIMELINE**

<b>Bid/Issue Opening Date</b>	<b>October 4, 2017</b>	<b>Initiation of refunds (if any, for Anchor Investors)/ unblocking of funds from ASBA Account</b>	<b>On or about October 13, 2017</b>
<b>Bid/Issue Closing Date</b>	<b>October 6, 2017</b>	<b>Credit of Equity Shares to demat accounts of Allottees</b>	<b>On or about October 13, 2017</b>
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	<b>On or about October 12, 2017</b>	<b>Commencement of trading of the Equity Shares on the Stock Exchanges</b>	<b>On or about October 16, 2017</b>

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” beginning on page 16 of the RHP and “Internal Risk Factors” on page 7 of the Abridged Prospectus.

## PRICE INFORMATION OF BRLMs

Issue Name	Name of Merchant Banker	+/- % change in closing price, +/- % change in closing benchmark		
		30 <sup>th</sup> calendar day from listing	90 <sup>th</sup> calendar day from listing	180 <sup>th</sup> calendar day from listing
Security and Intelligence Services (India) Limited	Kotak, Axis Capital	-3.29%[+ 1.17%]	-	-
CL Educate Limited	Kotak	-8.98%[+ 1.42%]	-15.36%[+3.46%]	-
Avenue Supermarts Limited	Kotak, Axis Capital	+145.08%[- 0.33%]	+167.59%[+4.97%]	263.80%[+11.31%]
Laurus Labs Limited	Kotak	+11.44%[+3.62%]	+23.97%[+13.03%]	+41.43%[+18.31%]
Varun Beverages Limited	Kotak, Axis Capital	-7.72%[-5.17%]	-11.49%[+2.31%]	+8.89%[+8.68%]
PNB Housing Finance Limited	Kotak	+11.70%[-4.16%]	+21.28%[+2.87%]	+70.50%[+9.28%]
L&T Technology Services Limited	Kotak	-0.85%[-1.57%]	-8.54%[-8.72%]	-9.55%[+3.28%]
Matrimony.Com Limited	Axis Capital	-	-	-
Central Depository Services (India) Limited	Axis Capital	+127.92%[+5.84%]	-	-
Eris Lifesciences Limited	Axis Capital	+0.87%[+5.37%]	-	-
Tejas Networks Limited	Axis Capital	+28.04%[+5.35%]	-	-
S Chand And Company Limited	Axis Capital	-17.37%[+3.59%]	-8.89%[+4.07%]	-
Syngene International Limited	Credit Suisse	36.00%[-7.61%]	44.90%[-6.47%]	57.20%[-12.70%]
TeamLease Services Limited	Credit Suisse	15.34%[7.99%]	5.38%[12.43%]	35.35%[24.31%]
IRB InvIT Fund	Credit Suisse	-2.80%[1.68%]	-5.68%[4.96%]	-

Source: www.nseindia.com

Notes:

1. Disclosure subject to recent 7 issues (Initial Public Offering) in current financial year and two.
2. In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered.
3. Nifty is considered as the benchmark index.

## Names of BRLMs and contact details (telephone and email id) of each BRLMs

<b>Kotak Mahindra Capital Company Limited</b> Tel: (91 22) 4336 0000 Fax: (91 22) 6713 2445 E-mail: gav1.ipo@kotak.com Investor Grievance E-mail: kmccredressal@kotak.com	<b>Axis Capital Limited</b> Tel: (91 22) 4325 2183 Fax: (91 22) 4325 3000 E-mail: godrej.agrovet@axiscap.in Investor Grievance E-mail: complaints@axiscap.in	<b>Credit Suisse Securities (India) Private Limited</b> Tel: (91 22) 6777 3885 Fax: (91 22) 6777 3820 E-mail: list.godrejagrovetipo@credit-suisse.com Investor Grievance E-mail: list.igcellmerbnkg@creditsuisse.com
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<b>Name of Registrar to the Issue and contact details (telephone and email id)</b>	<b>Karvy Computershare Private Limited</b> Tel: (9140) 6716 2222; Fax: (9140) 2343 1551 E-mail: godrej.agrovet@karvy.com; Investor Grievance E-mail: einward.ris@karvy.com
<b>Names of Syndicate Members</b>	Kotak Securities Limited
<b>Name of Statutory Auditors</b>	B S R & Co. LLP, Chartered Accountants
<b>Self-Certified Syndicate Banks</b>	The list of banks is available on <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a>
<b>Registered Brokers</b>	You can submit Bid-cum-Application Forms in the Issue to Registered Brokers at the Broker Centres. For further details, see section "Issue Procedure" beginning at page 535 of the RHP
<b>Details regarding website address(es)/link(s) from which the investor can obtain list of Registrar to Issue and Share Transfer Agents, Depository Participants and stock brokers who can accept applications from investors, as applicable:</b>	List of RTAs, CDPs and Registered Brokers who can accept application from Investor can be obtained from below links as updated from time to time: RTAs and CDPs: As provided on the websites of NSE and BSE at <a href="http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm">www.nseindia.com/products/content/equities/ipos/asba_procedures.htm</a> and <a href="http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6">www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6</a> respectively, as updated from time to time. Registered Brokers: As provided on the websites of NSE and BSE at <a href="http://www.nseindia.com">www.nseindia.com</a> and <a href="http://www.bseindia.com">www.bseindia.com</a> , respectively, as updated from time to time. For further details, see section "Issue Procedure" beginning at page 535 of the RHP

## PROMOTERS OF OUR COMPANY

**Godrej Industries Limited** was incorporated on March 7, 1988 as Gujarat-Godrej Innovative Chemicals Limited in Gujarat. Godrej Industries Limited is a conglomerate with a significant presence in home and personal care, animal feeds and agri-products, poultry, oil palm plantation, dairy, real estate development, oleo-chemicals and vegetable oils directly and through subsidiaries/associate companies.

**Nadir B. Godrej** is the Chairman and Non-Executive Director of our Company. He holds a bachelor's degree in science as recommended by the department of chemical engineering from the Massachusetts Institute of Technology, and a master's degree in business administration from Harvard University. He has experience in leading businesses, and has played an important role in developing the animal feed, agricultural input and chemicals businesses owned by the Godrej group.

**Adi B. Godrej** is a Non-Executive Director of our Company. He holds a bachelor's degree in industrial management and a master's degree in industrial management from the Massachusetts Institute of Technology. He has experience in leading businesses. He is chairman of the board of the Indian School of Business, and past president of the Confederation of Indian Industry. He has previously been a member of the Wharton Asian Executive Board.



**BUSINESS MODEL/ BUSINESS OVERVIEW AND STRATEGY**

We are a diversified, research and development focused agri-business company with operations across five business verticals: animal feed, crop protection, oil palm, dairy, and poultry and processed foods. We were the leading compound animal feed company in India, on the basis of installed capacity for the financial year 2016. (Source: CRISIL Animal Feed Report) In Bangladesh, our joint venture, ACI Godrej was the fourth largest feed producer, in terms of sales volume, during the financial year 2016. (Source: Bangladesh Report) We were also the largest crude palm oil producer in India, in terms of market share, as of March 31, 2017. (Source: Oil Palm Report)

**Our Strengths:**

● Pan-India Presence with Extensive Supply and Distribution Network; ● Diversified businesses with synergies in operations; ● Strong R&D capabilities; ● Strong parentage and established brands and; ● Experienced promoters and management team

**Our Strategies:**

● Our Animal Feed Business: Focus on achieving cost leadership by improving the operational efficiency of our animal feed business through R&D as well as cost rationalization initiatives; ● Our Crop Protection Business: Primarily focused on expanding our product portfolio; ● Our Oil Palm Business: Grow our presence in certain regions, create additional revenue streams from oil palm biomass and continue to focus on R&D to improve FFB yield; ● Our Dairy Business: (i) increase our market share by growing our brand in southern states of India; (ii) increase the salience of our value-added product portfolio; (iii) automate a majority of our operations; and (iv) increase our procurement base; ● Our Poultry and Processed Foods Business: Introduce new products and increase our product reach; ● Continue to Grow our Overall Market Share by Leveraging our Presence in Existing Business Verticals; ● Inorganically Grow our Business Offerings

**BOARD OF DIRECTORS**

Sr. No.	Name	Designation	Experience including current / past position held in other firms
1.	Nadir B. Godrej	Chairman and Non-Executive Director	He holds a bachelor's degree in science as recommended by the department of chemical engineering from the Massachusetts Institute of Technology, and a master's degree in business administration from Harvard University. He has experience in leading businesses, and has played an important role in developing the animal feed, agricultural input and chemicals businesses owned by the Godrej group.
2.	Adi B. Godrej	Non-executive Director	He holds a bachelor's degree in industrial management and a master's degree in industrial management from the Massachusetts Institute of Technology. He has experience in leading businesses.
3.	Jamshyd N. Godrej	Non-executive Director	He holds a bachelor's degree in mechanical engineering from Illinois Institute of Technology, USA. He is the Chairman and Managing Director of Godrej and Boyce Manufacturing Company Limited. He has been a Director of our Company since August 24, 1992.
4.	Vijay M. Crishna	Non-executive Director	He holds a bachelor's degree in economics from St. Stephen's College, University of Delhi. He has been associated with our Company since August 24, 1992. He has experience in leading businesses.
5.	Tanya A. Dubash	Non-executive Director	She holds a bachelor's degree in arts from Brown University and a certificate in advanced management program from Harvard Business School. She has experience in marketing and brand development.
6.	Nisaba Godrej	Non-executive Director	She holds a bachelor's degree of science in economics from the University of Pennsylvania and a master's degree in business administration from Harvard University. She has experience in overseeing strategy, human capital, and innovation functions for subsidiaries of Godrej Industries and Godrej Consumer Products Limited.
7.	Balram S. Yadav	Managing Director	He 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 experience in sales, marketing and operations in animal feed, crop protection, poultry and oil palm businesses.
8.	Kavas N. Petigara	Independent Director	He holds a bachelor's degree in chemical engineering, a Master's degree in chemical engineering and a chemical engineer degree in chemical engineering from the Massachusetts Institute of Technology. He has 41 years' experience in chemical and allied industries in India and abroad since 1974.
9.	Sudhir L. Anaokar	Independent Director	He holds a degree in bachelor's degree in veterinary science and animal husbandry from Vikram University and a degree of doctor of philosophy (agriculture) in animal nutrition and poultry science from Sardar Patel University. He has been associated with our Company since March 1, 1992. He has experience in sales, marketing, operations, etc., in animal feed, crop protection, poultry and oil palm businesses.
10.	Amit B. Choudhury	Independent Director	He holds a master's degree of arts from University of Poona and a master's degree in management studies from The Jamnalal Bajaj Institute of Management Studies, Mumbai. He has experience in animal feed business, sales and exports of consumer products including foods and real estate.
11.	Raghunath A. Mashelkar	Independent Director	He holds a degree of Doctor of Philosophy (Technology) from the University of Mumbai. He is presently national research professor and also the president of Global Research Alliance. He is a fellow of the Royal Society, London.
12.	Roopa Purushothaman	Independent Director	She holds a degree in ethics, politics and economics from Yale University and degree of master of science with merit in development studies from the University of London. She is currently the chief economist and head of policy advocacy at Tata Sons Limited. She has experience as an economist.
13.	Aditi Kothari Desai	Independent Director	She holds a bachelor of science degree in economics from Wharton School of the University of Pennsylvania and a master's degree in business administration from Harvard University, Graduate School of Business. She is currently head – sales & marketing, e-business in the grade of executive vice president at DSP BlackRock Investment Managers Private Limited. She has experience in corporate strategy and business planning.
14.	Ritu Anand	Independent Director	She holds a degree of doctor of philosophy from University of Mumbai. She is the senior vice president and the deputy head of human resources at Tata Consultancy Services and heads the talent management and diversity functions.

## OBJECTS OF THE ISSUE

Our Company proposes to utilise the Net Proceeds from the Fresh Issue towards:

- (i) repayment or prepayment of working capital facilities availed by our Company;
- (ii) repayment of commercial papers issued by our Company; and
- (iii) general corporate purposes, subject to the applicable laws.

The main objects clause of our Memorandum of Association enables our Company to undertake our existing business activities including undertaking activities for which loans were raised or commercial papers were issued.

The details of the Net Proceeds are set forth below:

Particulars	Amount (in ₹ million)*
Gross Proceeds of the Fresh Issue <sup>#</sup>	2,915.12
(Less) Issue related expenses in relation to the Fresh Issue*	[●]
<b>Net Proceeds</b>	<b>[●]</b>

<sup>#</sup> Includes the proceeds, if any, received by our Company pursuant to the Pre-IPO Placement.

\*To be determined upon finalisation of the Issue Price.

### Schedule of Implementation and Deployment of Net Proceeds

The Net Proceeds are currently expected to be deployed in accordance with the schedule set forth below:

(In ₹ million)

Particulars	Total estimated costs	Amount to be funded from the Net Proceeds	Deployment in the Financial Year 2018
Repayment or prepayment of working capital facilities availed by our Company	1,000	1,000	1,000
Repayment of commercial papers issued by our Company	1,500	1,500	1,500
General corporate purposes*	[●]	[●]	[●]
<b>Total</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>

\*To be determined upon finalisation of the Issue Price.

### Shareholding Pattern:

S. No.	Particulars	Pre Issue number of Shares	% Holding of Pre Issue
1	Promoter and Promoter Group	138,614,840	74.80
2	Public	46,708,937	25.20
	<b>Total</b>	<b>185,323,777</b>	<b>100.00</b>

### Number of Equity Shares proposed to be sold by Selling Shareholders:

Sr. No.	Name	Offer for Sale
1	Godrej Industries Limited	Up to [●] Equity Shares aggregating up to ₹ 3,000 million
2	V-Sciences Investments Pte Ltd	Up to 12,300,000 Equity Shares aggregating up to ₹ [●] million

## RESTATED AUDITED FINANCIALS

(₹ in million except specifically stated)

Standalone (₹ in million)	As at June 30, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014 Proforma	As at March 31, 2013 Proforma
Total revenue	9,904.01	36,693.09	34,200.47	33,217.03	31,141.28	27,721.13
Profit before tax	910.02	2,789.04	2,106.73	2,527.43	1,886.66	1,389.73
Profit for the year	608.25	2,068.11	1,601.23	1,928.18	1,377.93	973.41
Equity share capital	1,851.31	1,851.31	925.65	925.65	132.24	132.24
Reserves and surplus	7,732.80	7,178.76	6,055.42	4,993.79	4,733.27	4,057.14
Net worth	9,584.11	9,030.07	6,981.07	5,919.44	4,865.51	4,189.38
Basic earnings per share (before exceptional items) (₹)	3.25	9.05	8.24	8.11	4.96	1.24
Diluted earnings per share (before exceptional items) (₹)	3.25	8.66	7.87	7.75	4.74	1.23
Return on net worth (%)	6.35	20.69	22.94	26.72	28.32	23.24
Net asset value per share (₹)	51.77	48.78	37.71	31.97	26.28	22.63

**IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS**

Consolidated (₹ in million)	As at June 30, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014 Proforma	As at March 31, 2013 Proforma
Total revenue	13,694.21	49,834.47	38,176.74	33,255.01	31,174.15	27,718.26
Profit before tax	1,078.47	3,739.98	3,365.81	2,706.99	2,072.01	1,369.55
Profit for the year	742.86	2,743.94	2,610.87	2,101.28	1,565.60	967.47
Equity share capital	1,851.31	1,851.31	925.65	925.65	132.24	132.24
Reserves and surplus	8,875.81	8,245.49	6,906.36	5,478.48	5,054.50	4,004.87
Net worth	10,727.12	10,096.80	7,832.01	6,404.13	5,186.74	4,137.11
Basic earnings per share (before exceptional items) (₹)	3.88	11.45	9.78	8.99	7.13	1.21
Diluted earnings per share (before exceptional items) (₹)	3.88	10.95	9.35	8.59	6.81	1.20
Return on net worth (%)	6.75	22.71	23.94	27.12	30.18	23.39
Net asset value per share (₹)	57.94	54.54	42.31	34.59	28.02	22.35

**INTERNAL RISKS FACTORS**

*The Below are the top five risks as disclosed in the RHP*

1. Unfavourable local and global weather patterns may have an adverse effect on our business, results of operations and financial condition
2. We operate in five business verticals and our inability to manage our diversified operations may have an adverse effect on our business, results of operations and financial condition.
3. We derive a significant portion of our revenue from our animal feed business and any reduction in demand or in the production of such products could have an adverse effect on our business, results of operations and financial condition.
4. We do not have long-term agreements with suppliers for our raw materials and an increase in the cost of, or a shortfall in the availability of such raw materials could have an adverse effect on our business and results of operations.
5. The improper handling, processing or storage of raw materials or products, or spoilage of and damage to such raw materials and products, or any real or perceived contamination in our products, could subject us to regulatory and legal action, damage our reputation and have an adverse effect on our business, results of operations and financial condition.

**SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION**

**A. Total number of outstanding litigations against the Company and amount involved**

S. No.	Nature of Case	Number of outstanding cases	Amount involved (in ₹ million)
1.	Criminal	19	-
2.	Action by regulatory/ statutory authorities	15	-
3.	Other matters exceeding ₹ 10 million	2	49.86
4.	Direct tax	2	27.55
5.	Indirect Tax	80	1,017.62
	<b>Total</b>	<b>118</b>	<b>1,095.03</b>

**B. Brief details of top five material outstanding litigations against the Company and amount involved**

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved (in ₹ million)
1.	Kangaroo Poultry Pvt. Ltd. (the “ <b>Plaintiff</b> ”) has filed a suit (the “ <b>Suit</b> ”) dated March 14, 2016 before the Senior Civil Judge division, Hazaribag against our Company and certain officials of our Company (collectively, the “ <b>Defendants</b> ”), in relation to supply of alleged low quality poultry feeds to the Plaintiff. The Plaintiff was appointed as the distributor of the Defendant for selling poultry feeds in Hazaribagh, in respect of which the Plaintiff had deposited an amount of ₹ 8.36 million to the Defendant as security. The Plaintiff alleged that the Defendant supplied low quality poultry feeds, thereby causing loss to the business of the Plaintiff. Thereafter, the Plaintiff demanded compensation for the loss suffered and accordingly, filed the aforesaid Suit praying for damages amounting to ₹ 34.06 million along with interest at the rate of 18% per annum within 30 days from the date of decree. The amount involved in the matter is ₹ 34.06 million along with applicable interest. The matter is currently pending.	Kangaroo Poultry Pvt. Ltd.	The matter is currently pending before the Senior Civil Judge division, Hazaribag	₹ 34.06
2.	Raj Poultry (the “ <b>Plaintiff</b> ”) has filed a suit (the “ <b>Suit</b> ”) dated September 26, 2014 before Senior Civil Judge, Ranchi against GFFL (the “ <b>Defendant</b> ”) praying for compensation amounting to ₹15.8 million and cost of the suit and interest at the rate of 12% per annum. The Plaintiff was appointed as the distributor of the products of the Defendant in Jharkhand, in respect of which the Plaintiff had allegedly furnished three blank and undated cheques (the “ <b>Cheques</b> ”) to the Defendant as security, which were to be renewed every six months. In November 2003, the Defendant allegedly supplied poor quality ‘broiler commercial feed’, instead of ‘layer feed’ followed by delayed, irregular and short supply of products, thereby causing irreparable damage to the business of the Plaintiff. Thereafter, the Plaintiff demanded compensation for the loss suffered and presented two of the Cheques, which got dishonoured. Accordingly, the Plaintiff has filed the aforesaid Suit. The amount involved in the matter is ₹ 15.8 million along with applicable interest. The matter is currently pending. Further, the Plaintiff has also filed a criminal revision application before the Calcutta High court against the Defendant for quashing of proceedings initiated by the Defendant pending before the Additional Chief Metropolitan Magistrate, Bangalore earlier and currently pending before the Metropolitan Magistrate, Kolkata in relation to section 138 of the Negotiable Instruments Act.	Raj Poultry	The matters are currently pending before the Senior Civil Judge, Ranchi and Metropolitan Magistrate, Kolkata	₹ 15.8

## IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

3.	Akhilesh Enterprises through its proprietor (collectively, the “ <b>Complainant</b> ”) have filed a complaint dated January 15, 2007 before the Chief Judicial Magistrate, Ranchi (the “ <b>Judicial Magistrate</b> ”) against GFFL and certain of its officials (collectively, the “ <b>Accused</b> ”) under <i>inter alia</i> Sections 420, 406, 408 and 120B of IPC in relation to alleged cheating, criminal breach of trust and criminal conspiracy by the Accused. The Complainant was the clearing and forwarding (the “ <b>C&amp;F</b> ”) agent of GFFL for the state of Jharkhand and bank guarantees worth approximately ₹ 2 million (the “ <b>Bank Guarantee</b> ”) were furnished by the Complainant to the Accused. The Complainant alleged that the Accused has failed to pay the C&F commission to the Complainant and has fraudulently invoked the Bank Guarantee. The Judicial Magistrate passed an order taking cognizance of the offences as alleged in the Complaint and issued summons to the Accused for their appearance (the “ <b>Magistrate Order</b> ”). The Accused has filed a criminal miscellaneous petition before the Jharkhand High Court challenging the Magistrate Order, where the Jharkhand High Court has passed an order staying the proceedings pending before the Magistrate. The matter is currently pending.	Akhilesh Enterprises	The matter is currently pending before the Jharkhand High Court	Non quantifiable
4.	Five complaints have been filed by various Insecticides Inspectors (collectively, the “ <b>Complainant</b> ”) before various courts such as JMFC, Raigad, Solapur, against <i>inter alia</i> our Company and certain officers of our Company (the “ <b>Accused</b> ”) for allegedly selling, storing, distributing and misbranding of the insecticides in violation of <i>inter alia</i> Sections 3, 13, 17 and 18 of the Insecticides Act. The Complainant had drawn a sample (the “ <b>Sample</b> ”) of the respective insecticides which allegedly failed to conform to the relevant specifications and failed in active ingredients and accordingly, the Insecticides Inspectors had issued show cause notices upon <i>inter alia</i> the Accused to show cause as to why legal action should not be taken under the provisions of the Insecticides Act. In certain matters, the Company has filed special criminal applications under Section 24 of the Insecticides Act, praying for an order for sending the Sample to the Central Insecticides Laboratory (“ <b>CIL</b> ”) for reanalysis, and subsequently the report of the CIL has established absence of any breach by our Company. Additionally, in one matter, a criminal complaint has also been filed by the Insecticides Inspector against the Accused for offences of cheating under Sections 420 and 34 of the IPC pursuant to various FIRs lodged by the farmers before police stations in relation to alleged losses suffered by them due to the sub-standard product provided by the Accused. The consumer complaint filed by the farmers against the Accused before the District Consumer Forum, Solapur in relation to the alleged losses suffered has been dismissed. The matters are currently pending.	Various Insecticides Inspectors	The matters are currently pending before various fora	Non quantifiable
5.	Seven complaints have been filed by various Fertilizer Inspectors (collectively, the “ <b>Complainant</b> ”) before various courts such as JMFC, Thane, Latur, Baramati against <i>inter alia</i> our Company and certain officers of our Company (the “ <b>Accused</b> ”) for alleged manufacture and marketing of non-standard fertilizers in violation of <i>inter alia</i> clause 19 of the Fertilizer Control Order and Sections 3 and 7 of the Essential Commodities Act. The Complainant had drawn a sample of the respective fertilizers which allegedly failed to conform to the prescribed standards. The Fertilizer Inspectors had issued show cause notices upon <i>inter alia</i> the Accused to show cause as to why legal action should not be taken under the provisions of the Fertilizer Control Order and the Essential Commodities Act. The matters are currently pending.	Various Insecticides Inspectors	The matters are currently pending before various fora	Non quantifiable

**C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters/Group Companies in last 5 financial years including outstanding action, if any**

There are no regulatory actions or disciplinary actions taken by SEBI or stock exchanges against the Promoter and Group Companies in the last five financial years.

**D. Brief details of outstanding criminal proceedings against Promoters**

Our Promoters GIL, Nadir B. Godrej and Adi B. Godrej are involved in various criminal proceedings including in relation to (i) cheque dishonour complaints; (ii) industrial accident at a factory; and (iii) alleged violation of statutes and regulations including the Foreign Exchange Regulations Act, 1973, Prevention of Food Adulteration Act, 1954, Drugs and Cosmetics Act, 1940, Legal Metrology Act, 2009. For details, see “*Outstanding Litigation and Material Developments – Litigation involving our Directors – Litigation filed against Nadir B. Godrej– Criminal matters*”, “*Outstanding Litigation and Material Developments – Litigation involving our Directors – Litigation filed against Adi B. Godrej– Criminal matters*”, and “*Outstanding Litigation and Material Developments – Litigation involving Godrej Industries Limited – Litigation filed against GIL – Criminal matters*”, on pages 504, 504 and 506 of the Red Herring Prospectus.

## ANY OTHER IMPORTANT INFORMATION AS PER THE BRLMs/ISSUER COMPANY - NIL

### DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, and the rules and guidelines issued by the Government or the regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules or regulations made thereunder or guidelines issued, as the case may be. We further certify that all the statements in the Red Herring Prospectus are true and correct.

### DECLARATION BY THE SELLING SHAREHOLDERS

Each of the Selling Shareholder confirms that all statements and undertakings made by it in the Red Herring Prospectus in relation to itself as a selling shareholder and its Offered Shares, are true and correct. Each of the Selling Shareholder assumes no responsibility for any other statement including statements made by the Company or any other person(s) in the Red Herring Prospectus.



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# IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

## BIDDER'S UNDERTAKING FOR REVISION FORM

I/We (on behalf of joint bidders, if any) confirm that the Acknowledgement slip for my/our bids are enclosed for the revisions which are being requested. I/We agree to be bound by all the terms & conditions mentioned in the Bid cum Application Form submitted earlier by me/us.

I/We (on behalf of joint bidders, if any) authorise you to reject this Bid Revision Form, in case any of the details of my existing Bids as appearing on the electronic book building system do not tally with the details given in this Revision Form.

## INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM

1. Name of sole/ First Bidder should be exactly the same as it appears in the depository records.
2. Please ensure that the Bid Options provided are in the same order as that provided in the Bid Cum Application Form submitted earlier.
3. In case there is no change in the particular Bid Option, please write "NO CHANGE". In case you want to cancel the Bid Option, please write "CANCELLED".
4. Total Amount payable must be calculated for the highest of three options, at Bid Price. Total amount to be paid must be calculated net of total amount paid at the time of submission of Bid Cum Application Form. Bidders, please ensure that your Bank has notified an SCSB Branch in the city where Bid-cum-Application Form is being submitted. Revision of Bids in case of Revision of Price Band: In case of an upward revision in the Price Band, Retail Individual Bidders/Eligible Employee/Retail Individual Shareholder who had Bid at Cut-off Price could either (i) revise their Bid or (ii) shall make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed ₹ 200,000 (in case of Eligible Employees: ₹ 500,000) if the Bidder wants to continue to Bid at Cut-off Price), with the members of the Syndicate/ Registered Brokers/RTA/CDPs to whom the original Bid was submitted. In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 200,000 (in case of Eligible Employees: ₹ 500,000), the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP. If, however, the Bidder does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for, shall be adjusted downwards for the purpose of Allotment, such that no additional amount would be required to be blocked and the Bidder is deemed to have approved such revised Bid at Cut-off Price. (i) In case of a downward revision in the Price Band, announced as above, Retail Individual Bidders/Eligible employee/Retail Individual Shareholder who has bid at Cut-off Price, could either revise their Bid or the excess amount blocked at the time of bidding would be unblocked from the ASBA Account after the Allotment is finalised.
5. Only the First Bidder is required to sign the Bid cum Application Form /Revision Form. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. If the First Bidder is not the account holder, ensure that the Bid cum Application Form is signed by the ASBA account holder. Signature of the ASBA Account holder is mandatory.
6. Other Instructions: a. Revision to Bids must be made only in the prescribed Revision Form, as applicable; b. Bids must be completed in full, in BLOCK LETTERS in ENGLISH. Bidders should note that the Member of Syndicate/ SCSBs/Collecting Agents/Registered Brokers/RTAs/CDPs will not be liable for errors in data entry due to incomplete or illegible Revision Forms; c. Ensure that Acknowledgement Slip for your Bid has and any other applicable documents in support of the revision are attached with the Revision Form; and d. Bidders shall only be required to issue instruction to block the revised amount, in excess of their original blocked amount, based on the cap of the revised Price Band upon an upward revision of their Bid.

## ISSUE STRUCTURE

Particulars	QIBs <sup>(1)</sup>	Non Institutional Bidders	Retail Individual Bidders	Eligible Employees
Number of Equity Shares available for Allotment/ allocation <sup>*(2)</sup>	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Non-Institutional Bidders	Up to [●] Equity Shares aggregating to ₹ 200 million
Percentage of Issue Size available for Allotment/ allocation	Not more than 50% of the Issue size shall be available for allocation to QIBs. However, up to 5 % of the QIB Portion net of the Anchor Investor Portion ("Net QIB Portion") will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the 5% reservation in the Net QIB Portion will also be eligible for allocation in the remaining QIB Portion. Unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion.	Not less than 15% of the Issue	Not less than 35% of the Issue	Approximately [●]% of the Issue size
Basis of Allotment/ allocation if respective category is oversubscribed	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares shall be allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above	Proportionate	Proportionate, subject to minimum Bid Lot. For details, see "Issue Procedure- Part B – Allotment Procedure and Basis of Allotment – Allotment to RIBs" on page 564	Proportionate
Minimum Bid	Such number of Equity Shares that the Bid Amount exceeds ₹ 200,000 and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares that the Bid Amount exceeds ₹ 200,000 and in multiples of [●] Equity Shares thereafter	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	[●] Equity Shares
Maximum Bid	Such number of Equity Shares not exceeding the Issue size, subject to applicable limits	Such number of Equity Shares not exceeding the Issue Size, subject to applicable limits	Such number of Equity Shares so that the Bid Amount does not exceed ₹ 200,000	Such number of Equity Shares such that the Bid Amount does not exceed ₹ 500,000
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
Allotment Lot	Minimum of [●] Equity Shares and in multiples of one Equity Share thereafter			
Trading Lot	One Equity Share			
Who can apply <sup>(3)(4)</sup>	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, mutual funds registered with SEBI, FPIs other than Category III Foreign Portfolio Investors, VCFs, AIFs, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹ 250 million, pension fund with minimum corpus of ₹ 250 million, in accordance with applicable law and National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance fund set up and managed by the Department of Posts, India and systematically important non-banking financial companies.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions societies and trusts, Category III Foreign Portfolio Investors.	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)	Eligible Employees
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidders that is specified in the ASBA Form at the time of submission of the ASBA Form <sup>(5)</sup>			

\* Assuming full subscription in the Issue.

- (1) Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being made to other Anchor Investors. For details, see "Issue Procedure" beginning on page 535.
- (2) Subject to valid Bids being received at or above the Issue Price. The Issue is being made in accordance with Rule 19(2) (b) (iii) of the SCRR and under Regulation 26(1) of the SEBI ICDR Regulations.
- (3) In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.
- (4) With respect to restrictions on participation in the Issue, see "Issue Procedure" and "Restrictions on Foreign Ownership of Indian Securities" beginning on pages 535 and 575.
- (5) Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms. For details of terms of payment applicable to Anchor Investors, see "Issue Procedure - Part B - Section 7: Allotment Procedure and Basis of Allotment" from page 564.

<b>BID REVISION FORM</b>	<b>GODREJ AGROVET LIMITED - INITIAL PUBLIC ISSUE - ELIGIBLE EMPLOYEES FORM</b> Registered Office and Corporate Office: Godrej One, 3rd Floor, Piroshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079 Contact Person: Vivek Raizada, Company Secretary and Compliance Officer; Tel: (91 22) 2519 4416; Fax: (91 22) 2519 5124 E-mail: gavlinvestors@godrejagrovvet.com; Website: www.godrejagrovvet.com; Corporate Identity Number: U15410MH1991PLC135359	<b>FOR ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION</b>
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<b>GODREJ agrovet</b> TO, THE BOARD OF DIRECTORS GODREJ AGROVET LIMITED	<b>BOOK BUILT ISSUE</b> <b>ISIN : INE850D01014</b>	<b>Bid cum Application Form No.</b>
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<b>SYNDICATE MEMBER'S STAMP &amp; CODE</b>	<b>REGISTERED BROKER / SCSB / CDP / RTA STAMP &amp; CODE</b>	<b>1. NAME &amp; CONTACT DETAILS OF SOLE / FIRST BIDDER</b> Mr. / Ms. _____ Address _____ Email _____ Tel. No (with STD code) / Mobile _____ <b>2. PAN OF SOLE / FIRST BIDDER</b> _____ <b>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL _____ For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID
<b>ESCROW BANK / SCSB BRANCH STAMP &amp; CODE</b>	<b>ESCROW BANK/SCSB BRANCH STAMP &amp; CODE</b>	
<b>BANK BRANCH SERIAL NO.</b>	<b>SCSB SERIAL NO.</b>	

**PLEASE CHANGE MY BID**

4. FROM (AS PER LAST BID OR REVISION)														
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)									Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only)				
	(In Figures)									(In Figures Only)				
	9	8	7	6	5	4	3	2	1	Bid Price	Employee Discount	Net Price	"Cut-off" (Please✓/tick)	
Option 1														<input type="checkbox"/>
(OR) Option 2														<input type="checkbox"/>
(OR) Option 3														<input type="checkbox"/>

5. TO (REVISED BID) (ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION CAN BID AT "CUT-OFF")														
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)									Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only)				
	(In Figures)									(In Figures Only)				
	9	8	7	6	5	4	3	2	1	Bid Price	Employee Discount	Net Price	"Cut-off" (Please✓/tick)	
Option 1														<input type="checkbox"/>
(OR) Option 2														<input type="checkbox"/>
(OR) Option 3														<input type="checkbox"/>

6. PAYMENT DETAILS										PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input checked="" type="checkbox"/>	
Additional Amount Blocked (₹ in figures) _____ (₹ in words) _____											
<b>ASBA</b> Bank A/c No. _____ Bank Name & Branch _____											

I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM BID REVISION FORM GIVEN OVERLEAF.

<b>7A. SIGNATURE OF SOLE/ FIRST BIDDER</b> _____ Date : _____, 2017	<b>7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b> I/We authorise the SCSB to do all acts as are necessary to make the Application in the Issue. 1) _____ 2) _____ 3) _____	<b>MEMBER OF SYNDICATE/ REGISTERED BROKER/ SCSB / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)</b> _____
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TEAR HERE

<b>GODREJ agrovet</b>	<b>GODREJ AGROVET LIMITED</b> BID REVISION FORM / INITIAL PUBLIC ISSUE - ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION	<b>Acknowledgement Slip for MEMBER OF SYNDICATE/REGISTERED BROKER/SCSB/CDP/RTA</b>
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DP ID	CL ID	Additional Amount Blocked (₹) _____ ASBA Bank A/c No. _____ Bank & Branch _____ Received from Mr./Ms./M/s. _____ Telephone / Mobile _____ Email _____	<b>PAN of Sole / First Bidder</b> _____ <b>Stamp &amp; Signature of SCSB Branch</b> _____
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TEAR HERE

No. of Equity Shares Bid Price Additional Amount Blocked (₹) ASBA Bank A/c No. _____ Bank & Branch _____	Option 1 Option 2 Option 3	<b>Stamp &amp; Signature of Member of Syndicate/ Registered Broker / SCSB / CDP / RTA</b> _____ <b>Acknowledgement Slip for Bidder</b>	<b>Name of Sole / First Bidder</b> _____ <b>Bid cum Application Form No.</b>
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