

COPY OF THE SPECIAL RESOLUTION PASSED PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (PASSING OF THE RESOLUTION BY POSTAL BALLOT) RULES, 2001 ON THURSDAY, THE 28TH APRIL, 2011

“RESOLVED THAT pursuant to the provisions of the Articles of Association of the Company and Section 309(4)(b) & other applicable provisions, if any, of the Companies Act, 1956 and subject to such permissions, sanctions if any as may be required, the approval of the members be and is hereby accorded for payment of such sum to its non-executive director, Mr. Lalit Kumar Modi, by way of commission, not exceeding one percent (1%) per annum of the net profits of the Company computed in the manner laid down in Sections 198, 349 and 350 of the Companies Act, 1956 subject to a ceiling of Rs. 110 lacs per annum for a period of three years w.e.f. 1st August, 2010.”

“RESOLVED FURTHER THAT he shall be entitled to re-imbursement of entertainment, travelling and other expenses incurred for the business of the Company as per Rules of the Company.”

“RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby authorised severally to take such steps as it may consider necessary or expedient to give effect to this Resolution.”

**CERTIFIED TRUE COPY
FOR GODFREY PHILLIPS INDIA LIMITED**



**(SANJAY GUPTA)
COMPANY SECRETARY**



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EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Mr. Lalit Kumar Modi has been a prominent member of the Board serving the Company since over last two decades. He had been serving the Company as an Executive Director in the whole-time employment of the Company. On account of some unavoidable personal reasons, Mr. Lalit Kumar Modi expressed his inability to continue in the employment of the Company w.e.f. 1st August, 2010 and accordingly, tendered his resignation as an Executive Director of the Company, which the Board accepted with regret. Considering the strong entrepreneurial skills of Mr. Lalit Kumar Modi and valuable advice and assistance he is expected to provide to the Company specially in supporting the International Business of the Company, the Board decided to continue his appointment as an Ordinary Director w.e.f. 1st August, 2010 and offered to remunerate him by way of commission under section 309(4)(b) of the Companies Act, 1956. He will, however, not be on the payroll of the Company and will not be in the employment of the Company.

The approval of the members was sought for payment of commission to Mr. Lalit Kumar Modi at not more than one percent (1%) per annum of the net profits of the Company computed in the manner laid down in Sections 198, 349 and 350 of the Companies Act, 1956 for a period of three years w.e.f. 1st August, 2010, subject, however, to a ceiling of Rs.110 Lacs for or in respect of any one financial year of the Company. In addition, the Company shall re-imburse to him the entertainment, travelling and other expenses incurred for business of the Company as per Rules of the Company.

As per the provisions of section 192A(2) of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, the aforesaid approval was obtained through postal ballots.

None of the directors except Mr. K. K. Modi, Mr. Lalit Kumar Modi and Mr. Samir Kumar Modi were deemed to be personally interested in the proposed resolution.

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**(SANJAY GUPTA)
COMPANY SECRETARY**

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DECLARATION OF THE RESULT OF POSTAL BALLOT

The Board of Directors of the Company vide its resolution dated 29th January, 2011 decided to conduct Postal Ballot pursuant to the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2001, for seeking the approval of the Members of the Company in respect of a Special Resolution, pertaining to payment of such sum to its non-executive director, Mr. Lalit Kumar Modi, by way of commission pursuant to Section 309(4)(b) & other applicable provisions, if any, of the Companies Act, 1956 as specified in the notice of postal ballot dated 29th January, 2011 read with the Explanatory Statement attached thereto. The duly completed postal ballot forms were to be received by the close of working hours on 16th April, 2011.

Mr. Sandeep Gandhi of M/s. Sandeep Gandhi & Co., Practicing Company Secretaries, Mumbai, who was appointed as independent Scrutinizer for the Postal Ballot, has submitted his report dated 26th April, 2011.

Based on the scrutinizers report dated 26th April, 2011, the result of the Postal Ballot is declared as under:

Particulars	No. of Ballot Forms	No. of Shares	Percentage (%)
Total Postal Ballot forms received	762	84,42,243	81.18%
Less : Invalid Postal Ballot forms	65	5,538	0.05%
Net Valid Postal Ballot forms	697	84,36,705	81.13%
Postal Ballot forms with assent for the Resolution	504	83,97,472	99.53%
Postal Ballot forms with dissent for the Resolution	193	39,233	0.47%

The Special Resolution as set out in the notice dated 29th January, 2011 has therefore been approved and considered as passed by the shareholders with the overwhelming requisite majority.

By the order of the Board
of Godfrey Phillips India Limited



SANJAY GUPTA

Company Secretary &
Compliance Officer

Dated : 28th April, 2011

REGISTERED OFFICE :
Chakala, Andheri (E), Mumbai – 400 099

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Sandeep Gandhi

B.Com., ACS, LL.B. (Gen.)
Tel.: (R) 2836 0859

SANDEEP GANDHI & CO.

COMPANY SECRETARIES

3, Vasant Vihar, 17, New Nagardas X Road,
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Tel.: (O) : 2836 0152 (M) : 9820715730

e-mail : gandhiin@vsnl.com

SCRUTINIZER'S REPORT

To,

Mr. R. Ramamurthy - Whole time Director

Godfrey Phillips India Limited

Chakala, Andheri (East)

Mumbai - 400 099

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 29th January 2011 has appointed me as a Scrutinizer for conducting the postal ballot voting process.
2. I submit my report as under :
 - 2.1 The Company has completed on 17th March, 2011 the dispatch of postal ballot forms alongwith postage prepaid business reply envelop to its Members whose name(s) appeared on the Register of Members/ list of beneficiaries as on 11th March, 2011.
 - 2.2 Particulars of all the postal ballot forms received from the Members have been entered in registers separately maintained for the purpose.
 - 2.3 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
 - 2.4 The ballot boxes were opened on 18th April, 2011 in my presence.
 - 2.5 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the company / list of beneficiaries as on 11th March, 2011.



2011 being the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.

- 2.7 Envelopes containing postal ballot forms received after 16th April, 2011 were not considered for my scrutiny. Such envelopes aggregate to 9 vide serial number 1 to 9. These envelopes were not opened and they are separately kept.
- 2.8 Envelopes Containing postal ballot forms returned undelivered aggregated to 836 (eight hundred thirty six) vide serial number 1 to 836. These envelopes were also not opened and they are separately kept.
- 2.9 I did not find any defaced or mutilated ballot paper.

3. A summary of the postal ballot forms received is given below:

Particulars	No. of postal ballot forms	No. of shares	% of total paid up Equity capital
(a) Total postal ballot forms received	762	84,42,243	81.18 %
(b) Less: Invalid postal ballot forms (as per Postal Ballot Register)	65	5,538	0.05 %
(c) Net valid postal ballot forms (as per Postal Ballot Register)	697	84,36,705	81.13 %
(d) Postal ballot forms with assent for the Resolution	504	83,97,472	99.53%
(e) Postal ballot forms with dissent for the Resolution.	193	39,233	0.47 %



Sandeep Gandhi

B.Com., ACS, LL.B. (Gen.)
Tel.: (R) 2836 0859

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3, Vasant Vihar, 17, New Nagardas X Road,
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e-mail : gandhiin@vsnl.com

4. I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to Mr. Vivek Bhatt, Senior Manager Accounts, authorized by Mr. Sanjay Gupta – Company Secretary of the Company.
5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking You,

Yours Truly,



(Sandeep Gandhi)

Scrutinizer

Practicing Company Secretary

Membership No: ACS 8311

C.P. NO: 4811

Place: Mumbai

Dated: 26th April 2011