

30th August, 2019

The Manager, Listing Department
The National Stock Exchange of India Ltd.,
'Exchange Plaza', C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Reg.: Intimation of Cut-off date of E-voting for the purpose of AGM

Dear Sir,

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide e-voting facility to all members through platform of NSDL.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 16th September, 2019.

The remote e-voting period commences from Friday 20th September, 2019 at 9 a.m. and ends on Sunday 22nd September, 2019 at 5.00 p.m. During this period Shareholders of the Company, holding shares either in physical or in dematerialized form, as on cut-off date i.e. 16th September, 2019 may cast their vote electronically. The remote e-voting shall be disabled thereafter and no e-voting will be allowed thereafter. A copy of the Notice of the Annual General Meeting scheduled to be held on 23rd September, 2019 is attached herewith.

Please take the same on record.

Thanking you,
Yours truly,
for **Godfrey Phillips India Ltd.**



Sanjay Gupta
Company Secretary

Encl : As above

c.c. 1. Corporate Relationship Department
BSE limited
1st Floor, New Trading Ring, Rotundu Building
P J Towers, Dalal Street, Fort,
Mumbai – 400 001

GODFREY PHILLIPS INDIA LIMITED

Registered Office:

'Macropolo Building', Ground Floor,
Dr. Babasaheb Ambedkar Road, Lalbaug, Mumbai – 400 033
CIN: L16004MH1936PLC008587
Email : isc-gpi@modi.com Website : www.godfreyphillips.com



GODFREY PHILLIPS
—INDIA LIMITED—

NOTICE

NOTICE is hereby given that the **Eighty Second Annual General Meeting of Godfrey Phillips India Limited will be held at Y.B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana), Mumbai - 400 021 on Monday, the 23rd September, 2019 at 3:15 P.M.** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019, the reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019.
2. To declare dividend on Equity Shares for the year ended 31st March, 2019.
3. To appoint a director in place of Mr. Samir Modi (DIN 00029554) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Ruchir Kumar Modi (DIN 07174133) who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

To consider and if thought fit, to pass the following Resolutions with or without modification(s):

5. As a Special Resolution

"RESOLVED THAT Mrs. Nirmala Bagri (DIN 01081867) who was appointed effective 1st April, 2019 as an Additional Director on the Board of Directors of the Company in terms of Section 161(1) of the Companies Act, 2013 (the 'Act') (including any statutory modification(s) or re-enactment thereof for the time being in force) and whose term of office expires at the ensuing Annual General Meeting (AGM) and who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, Regulation 16(1)(b), Regulation 17(1)(a) and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for appointment as a Woman Independent Director, be and is hereby appointed as a Woman Independent Director, not liable to retire by rotation in accordance with section 149, 150 and 152 of the Companies Act, 2013 and all other applicable provisions, of the Act and rules made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force) read with Schedule IV of the Act to hold office for a term of 5 (five) consecutive years till 31st March, 2024."

6. As a Special Resolution

"RESOLVED THAT pursuant to Section 149, 150 and 152 of the Companies Act, 2013 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Regulation 16(1)(b) and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Lalit Bhasin (DIN 00001607), an Independent Director whose term of directorship ends on conclusion of this 82nd AGM and in whose respect the Company has received a written notice from a member proposing his candidature for reappointment as an Independent Director, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, to hold office for another term of 5 (five) consecutive years i.e. upto the conclusion of the 87th AGM of the Company in the calendar year 2024."



7. As a Special Resolution

"RESOLVED THAT pursuant to Section 149, 150 and 152 of the Companies Act, 2013 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Regulation 16(1)(b) and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Anup N. Kothari (DIN 00294737), an Independent Director whose term of directorship ends on conclusion of this 82nd AGM and in whose respect the Company has received a written notice from a member proposing his candidature for reappointment as an Independent Director, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, to hold office for another term of 5 (five) consecutive years i.e. upto the conclusion of the 87th AGM of the Company in the calendar year 2024."

8. As a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 178, 197 of the Companies Act, 2013 and the Rules made thereunder, Regulation 17(6)(ca) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof), and any other applicable provisions read with Articles 106-108 of the Articles of Association of the Company, the approval of the members be and is hereby accorded for the payment of remuneration, by way of commission of Rs. 1,50,00,000 per annum subject to the ceiling of one percent (1%) of the net profit of the Company during any financial year computed in the manner laid down in section 198 of the Companies Act, 2013, to Mr. Ruchir Kumar Modi (DIN No. 07174133), non-executive director of the Company, for a period of three years with effect from 1st July, 2019.

RESOLVED FURTHER THAT Mr. Ruchir Kumar Modi, during the tenure of his appointment, shall be entitled to the payment/reimbursement of all his expenses incurred in connection with business of the Company, including provision of a mobile telephone connection in India and travel related expenses."

New Delhi : 10th August, 2019

**By order of the Board
for Godfrey Phillips India Limited**

REGISTERED OFFICE:

'Macropolo Building', Ground Floor,
Dr. Babasaheb Ambedkar Road,
Lalbaug, Mumbai - 400 033

Sanjay Gupta
Company Secretary
Membership No. 7545



Notes:

1. The Register of Members and Share Transfer Register of the Company shall remain closed from 17th September, 2019 to 23rd September, 2019 (both days inclusive) for the purpose of payment of dividend for the year ended 31st March, 2019.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. Proxy Form, in order to be effective, shall be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy form is annexed to this Notice. Proxy forms submitted on behalf of the limited companies, societies, etc., must be supported by an appropriate resolution / authority, as may be applicable.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of Items 5, 6, 7 & 8 is annexed to the Notice of the meeting.
4. Dividend when declared, will be paid from 27th September, 2019 to those members of the Company whose names appear on the Register of Members on 23rd September, 2019 after giving effect to all the valid transfers in physical form in process and re-lodged on or before the close of business hours on 16th September, 2019. In respect of shares held in electronic form, dividend will be payable on the basis of beneficial ownership as at the close of business hours on 16th September, 2019 as per details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
5. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company and its Registrar and Transfer Agents (RTA) have stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialization.
6. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their name, address, bank details, ECS mandate, nominations, power of attorney, email ID, etc. to their depository participants only and not to the Company or its RTA. The said intimation will be automatically reflected in the Company's records.
7. The requirement to place the matter relating to appointment of Auditors for ratification by members at every AGM is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the AGM held on 15th September, 2017 for a period of five years.
8. (a) Pursuant to the provisions of Section 205A(5) of the erstwhile Companies Act, 1956, all unpaid or unclaimed dividends for the financial years 1993-94 have been transferred to the General Revenue Account of the Central Government. Further, pursuant to the provisions of Section 205A(5) and 205C of the erstwhile Companies Act, 1956 and Section 124(5) of Companies Act, 2013 as amended, all unpaid or unclaimed dividends for the financial years 1994-95 to 2010-11 have already been transferred by the Company to the credit of the Investor Education & Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on 25th September, 2018 (date of the previous AGM) on the website of the Company and the same can be accessed through the link: <https://www.godfreyphillips.com/wp-content/uploads/2019/08/unclaimed-dividends-fy2010-11-2016-17-as-at-81st-agm.pdf>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
(b) Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF



Rules') including any statutory modification(s) or re-enactment thereof for the time being in force, dividend for the financial year ended 31st March 2011 and onwards, which remains unpaid or unclaimed for a period of seven (7) years from the date of its transfer to the unpaid dividend account of the Company would be transferred to IEPF within a period of 30 days after expiry of the 7 year period.

Members who have so far not encashed the Dividend Warrants for the above years are advised to submit their claim to the Company's RTA at their address given herein below, quoting their folio number/DP ID and Client ID.

(c) Members are informed that the unclaimed dividend for the financial year 31st March, 2012 shall be transferred to the IEPF somewhere in November, 2019. The Company has already sent across reminders to all such Members at their registered address in this regard.

Further, Members who have not encashed/claimed their dividends in the last seven (7) consecutive years from 2011-2012 have been notified to claim the same before the cut off date mentioned in the reminder letter. In case valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules.

9. (a) Adhering to the various requirements set out in the IEPF Rules, as amended, the Company has, during financial year 2018-19, transferred to the IEPF Authority all shares for the Base Years 2009-10 and 2010-11 in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more in May 2018 and November, 2018. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

(b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned Members are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact the RTA for lodging claim for refund of shares and / or dividend from the IEPF Authority.

10. Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA.
11. Members may please note that the Company's RTA, M/s. LINK INTIME INDIA PVT. LTD., operate from their office at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 and Members are requested to contact them for any investor related services in respect of the Company at this address or at their Delhi office located at Noble Heights, 1st Floor, Plot NH2 C-1 Block LSC Near Savitri Market, Janakpuri, New Delhi - 110058. Their telephone and fax nos. and e-mail address are as under :

Link Intime India Pvt. Limited
C-101, 247 Park
L.B.S. Marg, Vikhroli (West)
Mumbai - 400083
Telephone No: 022-49186270
Fax: 022-49186060
E-mail id: rnt.helpdesk@linkintime.co.in

Delhi office at : Noble Heights, 1st Floor,
Plot NH2 C-1 Block LSC Near Savitri Market,
Janakpuri, New Delhi
Tel. No. : 011- 41410592
Fax No : 011- 41410591
e-mail: delhi@linkintime.co.in

12. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed under the Companies Act, 2013 can be obtained from the RTA.
13. The Statement of Profit and Loss for the financial year ended 31st March, 2019, the Balance Sheet as at that date, the Auditors' Report, the Directors' Report and all other documents annexed or attached thereto, are available for inspection by Members at the Registered Office and Corporate Office of the Company between 11:00 a.m. and 1:00 p.m. on working days up to the date of this AGM. Members may also visit the Company's website www.godfreyphillips.com for viewing various financial information including the quarterly results and annual report of the Company.



As a part of its 'Green Initiative' in the Corporate Governance and pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the relevant Rules issued thereunder, companies can serve annual report and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with its depository participant. Therefore, electronic copy of the annual report along with the Notice is being sent to all those members whose e-mail addresses are registered with the Company/Depository Participant unless a member has requested for a physical copy of the same.

14. Vide its Circular No. CIR/MRD/DP/10/2013 dated 21st March, 2013, the SEBI has instructed all the companies to use electronic mode of payment to the investors. Companies whose securities are listed on Stock Exchanges are directed to use, either directly or through their RTI & STA, any Reserve Bank of India approved electronic mode of payment such as ECS [LECS (Local ECS) / RECS (Regional ECS) / NECS (National ECS)], NEFT etc.

Members, who have not yet submitted their requisite bank account details, are once again requested to kindly provide these details latest by 9th September, 2019, by quoting their reference folio number(s) if shares are held in physical form. If shares are held in dematerialised form, Members may kindly provide the requisite bank account details to their Depository Participant to ensure that dividend payment is correctly credited to their account.

15. Brief resume of the Directors proposed to be appointed/re-appointed containing details such as nature of their expertise in specific functional areas, names of the Companies in which they hold directorships of the Board and memberships/chairmanships of the Committee(s), shareholding and relationship between directors inter-se, as stipulated in Regulation 36(3) of the SEBI (LODR) Regulations, 2015 have been given in the Corporate Governance Report and shall be deemed to form part of this Notice. The Directors concerned have furnished requisite consents/declarations for their appointment/re-appointment.

16. The address of the registered office of Company is as detailed hereunder:

Godfrey Phillips India Limited
'Macropolo Building', Ground Floor,
Dr. Babasaheb Ambedkar Road,
Lalbaug, Mumbai - 400 033
Telephone No.:- 022 - 61952300
Fax No.:- 022 - 61952319

17. **Voting through electronic means:** Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide to its Members, the facility to exercise their vote through electronic means i.e. 'remote e-voting' on resolutions proposed to be passed at this AGM.

The facility for voting through ballot papers will also be provided at the Annual General Meeting. The Members attending the Meeting who have not cast their vote earlier by remote e-voting shall be entitled to vote at the Meeting. A Member can participate in the Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Meeting.

Complete instructions for remote e-voting including details of login ID, process and manner for generating or receiving the password and for casting vote in a secure manner is given in the remote e-voting Form annexed to this Notice.

Members are requested to bring their copy of Annual Report along with them at the AGM. No copies of the report will be distributed at the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 5

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on 2nd February, 2019, appointed Mrs. Nirmala Bagri as an Additional Director to serve as a Woman Independent Director of the Company w.e.f. 1st April, 2019, who will hold office up to the ensuing Annual General Meeting (AGM). In the opinion of the Board, Mrs. Nirmala Bagri fulfills the criteria specified under the Companies Act, 2013, Regulation 16(1)(b) and Regulation 17(1)(a) of SEBI (LODR) Regulations, 2015, for being appointed as a Woman Independent Director of the Company.

Further, pursuant to Regulation 17(1A) of the SEBI (LODR) Regulations, 2015, appointment or continuation of a Non- Executive Director after attaining age of 75 years also requires approval of Members of the Company by way of Special Resolution. Mrs. Nirmala Bagri shall attain age of 75 (seventy five) years during the proposed term.

Requisite Notice under Section 160 of the Act proposing appointment of Mrs. Nirmala Bagri have been received by the Company, and consent have been filed by Mrs. Nirmala Bagri pursuant to Section 152 of the Companies Act, 2013. The Company has also received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. In terms of Regulation 25(8) of SEBI (LODR) Regulations, 2015, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

Further, during her tenure of appointment she shall be eligible for sitting fee for attending the meetings of Board and Committees as member, if any.

The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mrs. Nirmala Bagri herself, is concerned or interested in this Resolution.

The Board recommends the resolution as set out at Item No. 5 of the notice for your approval.

Brief profile of Mrs. Nirmala Bagri is as follows:

Name of the Director	Mrs. Nirmala Bagri
Director Identification Number	01081867
Date of joining the Board	1 st April, 2019
Qualification	Graduated with Bachelor of Arts in 1967 from Kolkata University, West Bengal
Profile of the Director	Mrs. Nirmala Bagri has a work experience of over 40 years. She is the CEO of the Company, Clear water Ltd and is currently heading finance, accounts and human resources functions. She also supports senior management in fulfilment of company's business strategy and also leads key decision making efforts in conjunction with senior management team.
Directorships and Committee memberships in other companies*	1) Clear Water Limited 2) APM Finvest Limited
Number of Shares held in Company	Nil

* Excludes directorships in private limited companies, foreign companies, alternate directorships and also memberships of Managing Committees of various chambers/bodies. Represents memberships/chairmanships of Audit Committee and Stakeholders' Relationship Committee (excluding private companies).

Item No. 6 & 7

As per the provisions of Section 149 of the Companies Act, 2013, the Independent Directors shall be appointed for not more than two consecutive terms of five years each and shall not be liable to retire by rotation. Further, Consent of the Members by way of Special Resolution is required for re-appointment of an Independent Director.

Further, pursuant to Regulation 17(1A) of the SEBI (LODR) Regulations, 2015, appointment or continuation of a Non- Executive Director after attaining age of 75 years also requires approval of Members of the Company by way of Special Resolution. The Special Resolution under Item Nos. 6 and 7, once passed, shall also be deemed as your approval under SEBI (LODR) Regulations, 2015, for continuation of Dr. Lalit Bhasin and Mr. Anup N. Kothari as Independent Directors beyond the age of seventy five years.



The Members of the Company on 23rd September, 2014 approved the appointment of Dr. Lalit Bhasin and Mr. Anup N. Kothari as Independent Directors of the Company for a period of five years i.e. till the conclusion of the 82nd AGM of the Company to be held in the calendar year 2019. Dr. Lalit Bhasin and Mr. Anup N. Kothari will complete their respective terms upon the conclusion of 82nd AGM to be held on 23rd September, 2019.

The Board of Directors of the Company at the meeting held on 10th August, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Dr. Lalit Bhasin and Mr. Anup N. Kothari as Independent Directors of the Company to hold office for another term of 5 (five) years i.e. upto the conclusion of the 87th AGM of the Company to be held in the calendar year 2024, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015, as set out in the Resolutions relating to their respective re-appointment. In the opinion of the Board, both Dr. Lalit Bhasin and Mr. Anup N. Kothari fulfill the criteria specified under Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015, for being appointed as Independent Directors of the Company.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Dr. Lalit Bhasin and Mr. Anup N. Kothari have been received by the Company, and consents have been filed by Dr. Lalit Bhasin and Mr. Anup N. Kothari pursuant to Section 152 of the Companies Act, 2013. The Company has also received declarations from them to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. In terms of Regulation 25(8) of SEBI (LODR) Regulations, 2015, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

Further, during their tenure of appointment, they shall be eligible for sitting fee for attending the meetings of Board and its Committees.

The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except Directors for their respective appointment, are concerned or interested in these Resolutions.

The Board recommends the resolutions as set out at Item No. 6 & 7 of the Notice for your approval.

Brief profile of Dr. Lalit Bhasin and Mr. Anup N. Kothari are as follows:

Name of the Director	Dr. Lalit Bhasin
Director Identification Number	00001607
Date of joining the Board	31/03/1986
Qualification	B.A.(Hons.), LL.B., FCI Arb
Profile of the Director	<ul style="list-style-type: none"> - A distinguished lawyer with over five decades of law practice. - Heads the law firm of Bhasin & Co. having its offices at Delhi & Mumbai. - Former Chairman, Film Certification Appellate Tribunal. - President, Society of Indian Law Firms. - Past President, Inter Pacific Bar Association. - Chairman, Chartered Institute of Arbitrators, India Chapter. - Former Chairman, Services Export Promotion Council. - President, The Bar Association of India. - President, India Law Foundation. - President, Indian Society for Afro Asian Studies. - Honorary Life Member, International Bar Association. - Chairman, PHD Chamber of Commerce & Industry's Law and Justice Committee. - Former Chairman, Delhi Bar Council. - Was awarded Doctor of Laws (LL.D.) Honoris Causa by Amity Jaipur University in 2013. - Received several awards including the Indira Gandhi National Unity Award, Award for excellence in Professionalism by Institute of Marketing and Management, Indira Gandhi Priyadarshini Award, Award of distinction by International Bar Association, National Award for excellence by All India Lawyers Forum for Civil Liberties, Award of Honour from the Prime Minister of India for services to the Legal Profession and Commitment to the Rule of Law in December 2001 and National Law Day Award 2007 given by the President of India for "Outstanding contribution in the development of the Bar in India and for deep involvement and conscientious engagement in the maintenance of the highest standards at the Bar". - Authored several books on diverse subjects.



GODFREY PHILLIPS
—INDIA LIMITED—

Directorships and Committee memberships in other companies*	1) Ansal Properties and Infrastructure Ltd. (also Chairman of Audit Committee) 2) Asian Hotels (North) Ltd. (also Chairman of Audit Committee) 3) Asian Hotels (West) Ltd. 4) Leading Hotels Limited (also Chairman of Audit Committee) 5) Football Sports Development Limited (also Member of Audit Committee) 6) IMG Reliance Limited (also Member of Audit Committee) 7) Prime Meiden Limited
Number of Shares held in Company	2000
Name of the Director	Mr. Anup N. Kothari
Director Identification Number	00294737
Date of joining the Board	15/03/1989
Qualification	B.Arch., F.I.I.A
Profile of the Director -	- Graduated in Architecture from Baroda University in 1965. - Worked in Sweden on Hospital and various projects. - On return to India, joined a leading firm of Architects and has since been closely associated with various projects relating to multiplex, cinema halls, universities, embassies, etc. - Is a member of Council of Architecture and Indian Institute of Architects.
Directorships and Committee memberships in other companies*	1) International Research Park Laboratories Ltd. 2) Samkap Chemicals Ltd.
Number of Shares held in Company	6000

* Excludes directorships in private limited companies, foreign companies, alternate directorships and also memberships of Managing Committees of various chambers/bodies. Represents memberships/chairmanships of Audit Committee and Stakeholders' Relationship Committee (excluding private companies).

Item No. 8

At the AGM held on 26th September, 2016 the Members of the Company had approved payment of remuneration to Mr. Ruchir Kumar Modi by way of commission of Rs. 1,50,00,000/- (Rupees One crore fifty lacs only) per annum for a period of 3 years with effect from 1st July, 2016, in accordance with the provisions of Section 197 of the Companies Act, 2013. In addition to this, the Members also approved payment/reimbursement of all his expenses incurred in connection with business of the Company including provision of a mobile telephone connection in India and travel related expenses. The time period of his current remuneration has ended on 30th June, 2019.

In recognition of his strong entrepreneurial skills and valuable strategic advice and assistance provided by him in supporting various business initiatives of the Company, the Board of Directors of the Company, at the meeting held on 10th August, 2019, based on the recommendation of the Nomination & Remuneration Committee, has recommended payment of above remuneration to Mr. Ruchir Kumar Modi for a further period of three years with effect from 1st July, 2019.

Further, pursuant to Regulation 17(6)(a) of SEBI (LODR) Regulations, 2015, consent of the Members by way of special resolution is required every year, if the remuneration payable to a single Non-Executive Director in that year exceeds 50% of the aggregate remuneration payable to all the Non-Executive Directors taken together. Therefore, the approval of Members by way of special resolution is sought for payment of remuneration to Mr. Ruchir Kumar Modi.

The Special Resolution under Item No. 8, once passed, shall also be deemed as your approval under the Regulation 17(6)(a) of SEBI (LODR) Regulations, 2015.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Ruchir Kumar Modi himself, Mr. K. K. Modi, Mrs. Bina Modi and Mr. Samir K Modi, are deemed to be concerned or interested in the proposed Resolution.

The Board recommends the resolution as set out at Item No. 8 of the Notice for your approval.

New Delhi : 10th August, 2019

**By order of the Board
for Godfrey Phillips India Limited**

REGISTERED OFFICE:

'Macropolo Building', Ground Floor,
Dr. Babasaheb Ambedkar Road,
Lalbaug, Mumbai - 400 033

Sanjay Gupta
Company Secretary
Membership No. 7545



GODFREY PHILLIPS
— INDIA LIMITED —

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Godfrey Phillips India Limited

CIN: L16004MH1936PLC008587

Registered Office : 'Macropolo Building', Ground Floor, Dr. Babasaheb Ambedkar Road, Lalbaug, Mumbai – 400 033

Phone: 022-61952300 Fax: 022-61952319 Email : isc-gpi@modi.com Website : www.godfreyphillips.com

Name of the Member(s)	
Registered address	
Email ID	
Folio No./ Client ID	
DP ID	No. of Shares

I/We, being the member(s) of the above named Company holding shares of the Company, hereby appoint:

1. Name	Signature
Address	
Email ID	
Or failing him/her	
2. Name	Signature
Address	
Email ID	
Or failing him/her	
3. Name	Signature
Address	
Email ID	

as my/ our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 82nd Annual General Meeting of the Company, to be held on **Monday, 23rd September, 2019 at 3:15 p.m. at Y.B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana), Mumbai - 400 021** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions	For*	Against*
	Ordinary Business		
1.	a. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31 st March, 2019, the reports of the Board of Directors and Auditors thereon; and		
	b. Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2019.		
2.	Declaration of dividend on equity shares		
3.	Re-appointment of Mr. Samir Modi (DIN 00029554), who retires by rotation, and being eligible, offers himself for re-appointment.		
4.	Re-appointment of Mr. Ruchir Kumar Modi (DIN 07174133), who retires by rotation, and being eligible, offers himself for re-appointment.		
	Special Business		
5.	Appointment of Mrs. Nirmala Bagri (DIN 01081867) as a Woman Independent Director for a term of 5 (five) consecutive years from 1 st April, 2019 upto 31 st March, 2024.		
6.	Re-appointment of Dr. Lalit Bhasin (DIN 00001607) as an Independent Director for a term of 5 (five) consecutive years upto the conclusion of 87 th Annual General Meeting of the Company in the calendar year 2024.		
7.	Re-appointment of Mr. Anup N. Kothari (DIN 00294737) as an Independent Director for a term of 5 (five) consecutive years upto the conclusion of 87 th Annual General Meeting of the Company in the calendar year 2024.		
8.	To approve payment of remuneration by way of commission to Mr. Ruchir Kumar Modi (DIN 07174133), a Non-Executive Director, for a period of three years from 1 st July 2019 till 30 th June, 2022.		

Signed this — day of ———— 2019

Signature of Proxy ————

Signature of Member ————

Affix
Revenue
Stamp

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company, not less than 48 hours before the commencement of the Meeting.
 - A person can act as a proxy on behalf of Members, not exceeding fifty, and holding in the aggregate not more than 10% of the total share Capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting Rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- * It is optional to put a "✓" in the appropriate column against the resolution indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/ she deems appropriate.



GODFREY PHILLIPS
—INDIA LIMITED—

Godfrey Phillips India Limited

CIN: L16004MH1936PLC008587

Registered Office: 'Macropolo Building', Ground Floor,
Dr. Babasaheb Ambedkar Road, Lalbaug, Mumbai – 400 033

Phone: 022-61952300 Fax: 022-61952319

Email : isc-gpi@modi.com Website : www.godfreyphillips.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint Shareholders may obtain additional slip at the Venue of the meeting

No. of shares held :

Registered Folio No./ DP ID/ Client ID:

I certify that I am a Member / Proxy for the Member of the Company.

I hereby record my presence at the 82nd Annual General Meeting of the Company to be held on Monday, 23rd September, 2019 at 3:15 p.m. at Y.B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana), Mumbai - 400 021.

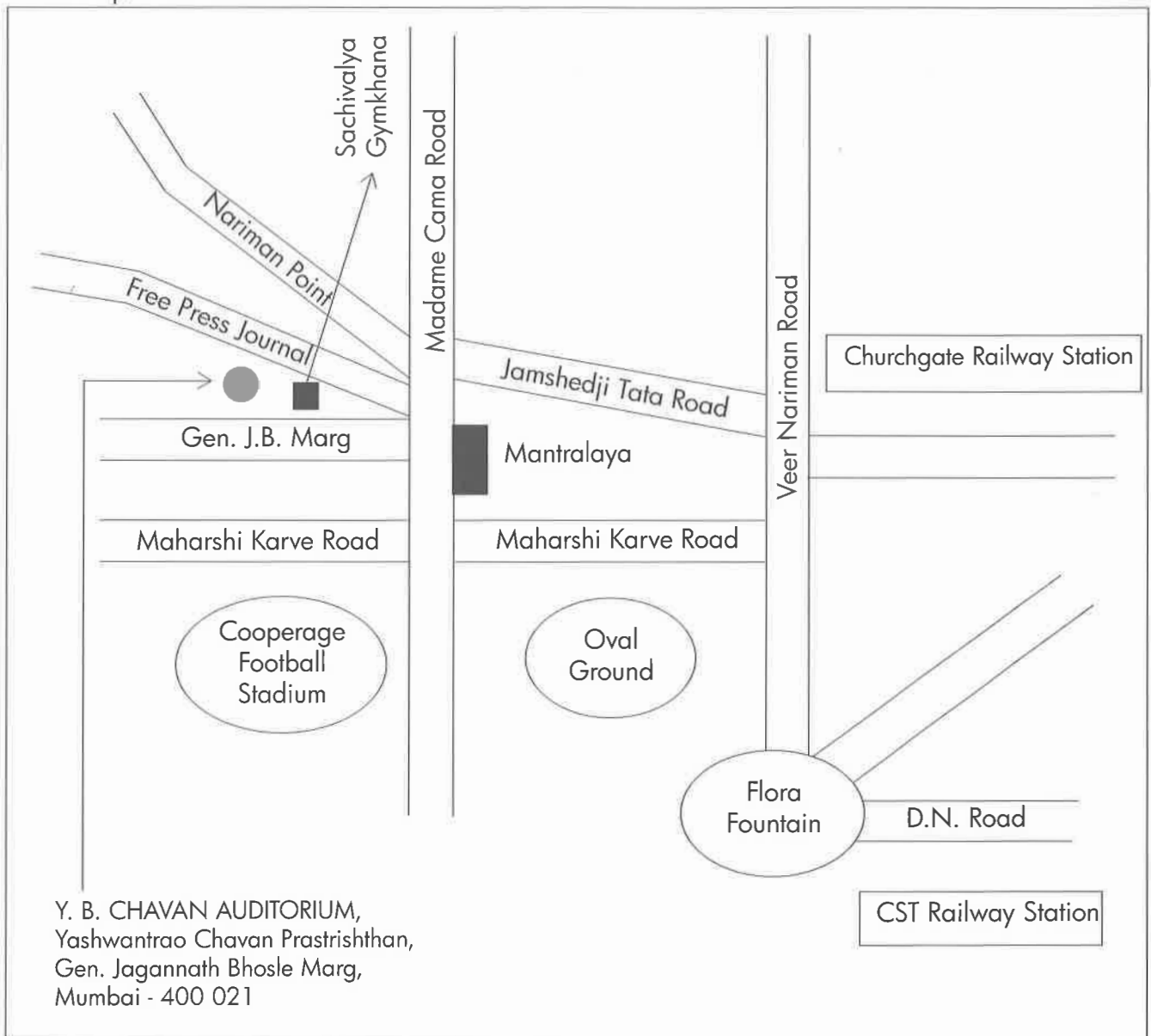
.....
Name of the Member/Proxy
(in BLOCK letters)

.....
Signature of the Member/Proxy

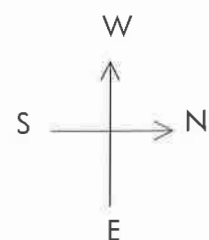


GODFREY PHILLIPS
—INDIA LIMITED—

Route map to the venue of the AGM



Not to scale



**GODFREY PHILLIPS INDIA LIMITED**

CIN: L16004MH1936PLC008587

Regd.off.: 'Macropolo Building', Ground Floor, Dr. Babasaheb Ambedkar Road, Lalbaug,
Mumbai - 400 033. Phone: 022-6195 2300/ Fax : 022-6195 2319Email: isc-gpi@modi.com / Website: www.godfreyphillips.com**REMOTE E-VOTING FORM**

Pursuant to Section 108 of the Companies Act, 2013 Read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Serial No.:

Name of the sole / first named Member :
Address :Registered Folio No./ DP & Client ID No. :
(*applicable to investors holding shares
in dematerialized form)Joint Holder 1 :
Joint Holder 2 :
No. of Shares held :

Dear Member,

Sub: Voting through electronic means (Remote E-Voting)

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 Read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Godfrey Phillips India Limited ("the Company") is pleased to provide to its Members, the facility to exercise their vote through electronic means i.e. 'remote e-voting' on resolutions proposed to be passed at the 82nd Annual General Meeting scheduled to be held on Monday, 23rd September, 2019 at 3.15 p.m.

The Company has engaged the services of National Securities Depository Limited (NSDL) as agency to provide remote e-voting facilities. The remote e-voting facility is available at the link <https://www.evoting.nsdl.com/>.

The remote e-voting particulars are set out below:

REMOTE ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password / PIN
111434		

If you have already registered for e-voting, no password has been provided above. Kindly refer Instruction No. 'II' overleaf.

The e-voting facility will be available during the following voting period:

Commencement of Remote E-voting :	From 9 a.m. (IST) on 20 th September, 2019
End of Remote E-voting :	Upto 5 p.m. (IST) on 22 nd September, 2019

The Remote E-voting will not be allowed beyond the aforesaid date and time. The E-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

The cut-off date (i.e. the record date) for the purpose of remote e-voting is 16th September, 2019.

This Communication forms an integral part of the Notice dated 10th August 2019 convening the 82nd Annual General Meeting scheduled to be held on Monday, 23rd September, 2019 at 3.15 p.m.

Please read the instructions printed overleaf before exercising the vote.

The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at <http://www.godfreyphillips.com/company/investor-relation/financials/annual-reports/>.

By Order of the Board

10th August, 2019
New DelhiSanjay Gupta
Company Secretary
Membership No. : 7545

INSTRUCTIONS FOR REMOTE E-VOTING

Members are requested to follow the instructions given below to cast their vote through remote e-voting:

Specific Instructions and process to be followed for remote e-voting:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- (c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- (d) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - (a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@nsdl.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

General Instructions:

1. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
2. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 16th September, 2019.
3. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 16th September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or evoting@linkintime.co.in.
4. A member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
5. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.
6. Mr. V Ramachandran (CP No. 4731), Proprietor V. R. Associates Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting (i.e. remote e-voting and physical voting at the Meeting) process in a fair and transparent manner.
7. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
8. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall make, within 48 hours of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
9. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.godfreyphillips.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National stock Exchange of India Limited & BSE Limited, Mumbai.
10. Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. 23rd September, 2019.