

22nd October 2013

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

Sub.: Proceedings of 76th Annual General Meeting

Dear Sir,

Pursuant to the provisions of Clause 31(d) of the Listing agreement entered with your Exchange, please find enclosed herewith the proceedings of the 76th Annual General Meeting of the Company held on 19th September, 2013, at Y.B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana), Mumbai -400 021.

This is for your information and record please.

Sincerely yours,
For Godfrey Phillips India Ltd.



Sanjay Gupta
Company Secretary
Encl. : As above.

CC: 1. BSE Limited,
P J Towers,
25th Floor, Dalal Street, Fort,
Mumbai – 400 001

MINUTES OF THE PROCEEDINGS OF SEVENTY-SIXTH ANNUAL GENERAL MEETING OF GODFREY PHILLIPS INDIA LIMITED HELD ON THURSDAY, THE 19TH SEPTEMBER, 2013 AT 3.30 P.M. AT Y.B. CHAVAN AUDITORIUM, GENERAL JAGANNATH BHOSLE MARG (NEXT TO SACHIVALAYA GYMKHANA), MUMBAI – 400021

PRESENT :

141 members attended personally (including Directors who are members) or through their authorised representatives under Section 187 of the Companies Act, 1956 and 11 members attended through proxies as per list contained in the Attendance Register, Total - 152.

AND

Directors present on the dais

Mr. R.A. Shah, Chairman
Mr. K.K. Modi, President & Managing Director
Mr. R. Ramamurthy, Whole-time Director
Dr. Lalit Bhasin, Director
Mr. Anup N. Kothari, Director
Mr. C.M. Maniar, Director
Mr. Samir Kumar Modi, Executive Director

Other officials present on the dais

Mr. Sarthak Behuria, Group CEO
Mr. Bhisham Wadhera, COO International
Mrs. Nita Kapoor, COO Domestic
Mr. Sharad Madhok, Group CFO
Mr. Sunil Agrawal, Chief Financial Officer
Mr. Sanjay Gupta, Company Secretary

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1. Mr. R.A. Shah, Chairman of the Board took the Chair.

Mr. R.A. Shah welcomed the shareholders present at the meeting and the quorum being present declared the meeting to order.



Chairman informed the shareholders about the sad demise of Mr. O.P. Vaish, Non-Executive & Independent Director and Chairman of Audit Committee of the Company and requested to observe silence of two minutes as a mark of respect to the departed soul and to wish that his soul rests in peace.

He then introduced the directors and other officials present on the dais.

2. The Chairman, with the permission of the members, declared that the Notice dated 27th July, 2013 convening the meeting, Directors' Report dated 27th July, 2013 and Audited Accounts dated 29th May, 2013, be taken as read.
3. Mr. Sanjay Gupta, Company Secretary, at the direction of the Chairman read out the Auditors' Report on the audited accounts of the Company for the year ended 31st March, 2013.
4. The Register of Directors' shareholding maintained pursuant to the provisions of Section 307 of the Companies Act, 1956, was kept open and accessible, during the course of the meeting, to any person entitled to attend the meeting.
5. The Chairman addressed the shareholders, wherein, at the outset, he generally dealt with the economic environment in the Country. He also highlighted the features of performance and potential of tobacco industry in general and the Company in particular for the financial year ended 31st March, 2013 and also for the five months period of the current financial year. He also highlighted the indicators of financial performance along with some key initiatives taken by the Company during the year by way of diversification and geographical expansion.
6. The Chairman moved the following resolution, which was seconded by Mrs. Ashalata Maheshwari :

“RESOLVED THAT the Audited Balance Sheet as at 31st March, 2013 and Statement of Profit and Loss for the year ended on that date and the Reports of Directors and Auditors thereon be and are hereby received and adopted.”

Before putting the resolution to vote, the Chairman invited the shareholders present at the meeting to make their observations and comments, if any, on the Company's audited accounts for the year ended 31st March, 2013. Several Shareholders including Mrs. Ashalata Maheshwari, Mr. Bakul Vishnuprasad Joshi, Mrs. Shobhana S. Mehta, Mr. Venkatachari R., Mrs. C.E. Mascarenhas, Mr. K.L. Makhija, Mr. Hariram Chaudhary, Mr. Mitul Mehta, Mrs. Homa Pouredehi, Mr. Beruz Pouredehi, Mr. D.G. Gadre, Mr. V.R. Krishnan, Mr. Kirti Shah, Mr. Yusuf Y. Rangwala, Mrs. Usha Karnad, Mr. Janak Mathuradas, etc. participated in the discussions wherein the following major points were made :

- (a) The speaker shareholders generally appreciated the Company's performance for the year 2012-2013 inspite of overall slowdown in economy.



- (b) The shareholders thanked the management for reasonably good results and consistent dividend payout inspite of high excise and other taxes impacting Company's performance.
- (c) A concern was raised by a few for rise in legal and professional expenses.
- (d) Some of the shareholders enquired about the future prospects of 24X7 retail business.
- (e) Few shareholders asked about the future plans for usage of Andheri factory land.
- (g) The shareholders once again repeated their demand, as done in past, for issue of bonus shares by the Company in the light of healthy position of reserves.

Responding to the shareholders' observations and comments on the Company's performance and the audited statements of account for the year 2012-2013, Mr. Shah at the outset thanked all the participants for their in-depth study of the Annual Report and the energetic involvement in the proceedings of the meeting. He answered all the queries raised by the shareholders with regard to different items of income, expenditure, assets and liabilities. He clarified the rationale for increased legal and professional expenses.

On retail business, Mr. Shah requested Mr. Samir Kumar Modi to briefly summarise the future plans. Mr. Samir Kumar Modi touched upon the current format of the business and new openings in times to come in and around the Delhi NCR. Responding to the repeated demands of the shareholders on bonus issue, Mr. K.K. Modi, Managing Director assured the shareholders to look at their demand at an appropriate time.

Thereafter, the Chairman put the resolution to vote as already proposed and seconded and the same was declared carried unanimously on a show of hands.

7. Mr. Janak Mathuradas proposed the following resolution, which was seconded by Mr. Beruz Pouredahi :

"RESOLVED THAT the Dividend on Equity Shares for the year ended 31st March, 2013 @ 400% i.e. Rs. 40 per share be and is hereby declared and paid and that the declaration and payment of Dividend, in so far as it relates to payment and remittance of Dividend to non-resident shareholders, the same shall be paid as per the regulations, if any, of Foreign Exchange Management Act, 1999 or any statutory modification or any re-enactment thereof or under any other law, rules, regulations or the ordinance for the time being in force in that behalf.

FURTHER RESOLVED THAT the Dividend on Equity Shares as aforesaid be made payable to those members whose names stand on the Register of Members as on 19th September, 2013."

On being put to vote, the resolution was declared carried unanimously on a show of hands.



8. Chairman then informed the shareholders that as per AGM Notice dated 27th July, 2013, the next Ordinary Business to be transacted is to consider to appoint a director in place of Mr. O.P. Vaish, who retires by rotation and being eligible, offered himself for re-appointment. However, due to sudden demise of the aforesaid director on 18th September, 2013, this resolution has become infructuous.

After due discussion, the members unanimously decided that the vacancy caused by death of Mr. O.P. Vaish need not be filled up at the moment.

Mr. K.K. Modi moved the following resolution, which was seconded by Mr. Samir Kumar Modi :

“RESOLVED THAT the vacancy caused by sad demise of retiring director, Mr. O.P. Vaish, who was seeking re-appointment at this Annual General Meeting, be not filled up at the moment.”

The resolution was put to vote and the same was declared carried unanimously on a show of hands.

9. Mr. Bakul Vishnuprasad Joshi moved the following resolution, which was seconded by Mr. Kirti Shah :

“RESOLVED THAT Mr. R. Ramamurthy who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

The resolution was put to vote and the same was declared carried unanimously on a show of hands.

10. Mr. K.K. Modi moved the following resolution, which was seconded by Mrs. Usha Karnad :

“RESOLVED THAT Mr. R.A. Shah who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

The resolution was put to vote and the same was declared carried unanimously on a show of hands.

11. Mr. Kishore Makhija moved the following resolution, which was seconded by Mr. Babulal Ishwarlal Parekh:

“RESOLVED THAT M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 015125N), be and are hereby appointed as Auditors of the Company including its branches at Ahmedabad, Baramati, Chandigarh, Chennai, Ghaziabad, Guntur, Hyderabad, Kolkata, Mumbai, Navi Mumbai and New Delhi to hold office until the



conclusion of the next Annual General Meeting on such remuneration as may be fixed by the Board of Directors of the Company, in place of M/s. A.F. Ferguson & Co., Chartered Accountants (Firm Registration No. 112066W), who retired at this Annual General Meeting but did not offer themselves for re-appointment.”

On being put to vote, the resolution was declared carried unanimously on a show of hands.

12. Mrs. Shobhana S. Mehta proposed the following resolution as an ordinary resolution, which was seconded by Mrs. Usha Karnad :

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions of the Companies Act, 1956, including any statutory modifications, or re-enactment there-of for the time being inforce, read with Schedule XIII thereto, the Company hereby approves the terms of appointment of Mr. Samir Kumar Modi, as an Executive Director of the Company for a period of three years with effect from 1st September, 2013, upon the principal terms and conditions as set out in the Explanatory Statement annexed to this Notice and also in the draft letter of appointment proposed to be issued by the Company to Mr. Samir Kumar Modi, a copy whereof duly initialed by the Chairman for the purposes of identification, is placed before the meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to vary, alter or modify the terms and conditions of the said appointment including remuneration, so long as it does not exceed the limits specified under schedule XIII of the Companies Act, 1956 and also to do such acts, deeds, matters and things as may be considered or desirable to give effect to this resolution.”

On being put to vote, the resolution was declared carried unanimously as a special resolution on a show of hands.

13. Mr. Kirti Shah proposed the following resolution as a special resolution, which was seconded by Mrs. Ashalata Maheshwari :

“RESOLVED THAT pursuant to the provisions of the Article of Association of the Company and Section 309(4)(b) & other applicable provisions, if any, of the Companies Act, 1956, including any statutory modifications, or re-enactment thereof for the time being inforce and subject to such permissions, sanctions and approvals, if any 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. 200 lacs per annum, for a period of three years w.e.f. 1st August, 2013.

RESOLVED FURTHER THAT Mr. Lalit Kumar Modi shall be entitled to reimbursement of entertainment, travelling and other expenses incurred for the business of the Company as per rules of the Company.



RESOLVED FURTHER THAT the Directors and the Company Secretary be and are hereby severally authorised to do such acts, deeds, matters and things as may be considered necessary or expedient to give effect to this resolution."

On being put to vote, the resolution was declared carried unanimously on a show of hands.

14. Mrs. Usha Karnad proposed the following resolution as a special resolution, which was seconded by Mr. Venkatachari R. :

"RESOLVED THAT pursuant to section 258, 259 and all other applicable provisions of the Companies Act, 1956, including any statutory modifications, or re-enactment thereof for the time being in force and subject to the approval of the Central Government, if any required, the consent of the members be and is hereby given for increasing the maximum number of Directors of the Company from ten to fifteen and for substituting the existing Article 102(a) of the Articles of Association of the Company by the following Article :

"Article 102(a)

Until otherwise determined by a General Meeting and subject to section 252, 258 and 259 of the Companies Act, 1956, the number of Directors shall not be less than three nor more than fifteen excluding any Debenture Directors.

RESOLVED FURTHER THAT the Directors and the Company Secretary be and are hereby severally authorised to do and perform all such acts, deeds, matters and things and to take such steps as may be necessary or desirable to give effect to this resolution."

On being put to vote, the resolution was declared carried unanimously on a show of hands.

15. Mr. Sanjay Gupta, Company Secretary, then informed the members about shifting of registered office of the Company from its present location at Chakala, Andheri (E), Mumbai - 400099 to the new location at 'Macropolo Building', Ground Floor, next to Kala Chowky Post Office, Dr. Babasaheb Ambedkar Road, Lalbaug, Mumbai - 400033.
16. There being no other business, the meeting concluded with a vote of thanks to the Chair.

