

20th October, 2014

- 1.) The Manager, Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051
Fax No. : 022-26598237/38
- 2.) Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Fax No. : 022-22721919, 3121

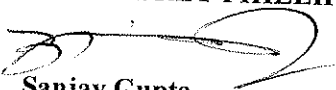
Sub. : Proceedings of 77th Annual General Meeting

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 77th Annual General Meeting of the Company held on 23rd September, 2014, at Rama Watumull Auditorium, K.C.College, Dinshaw Wacha Road, Churchgate, Mumbai – 400 020.

This is for your information and record please.

Sincerely yours,
For **GODFREY PHILLIPS INDIA LIMITED**



Sanjay Gupta
Company Secretary

Encl.: As Above

MINUTES OF THE PROCEEDINGS OF SEVENTY-SEVENTH ANNUAL GENERAL MEETING OF GODFREY PHILLIPS INDIA LIMITED HELD ON TUESDAY, THE 23RD SEPTEMBER, 2014 AT 3.00 P.M. AT RAMA WATUMULL AUDITORIUM, K.C. COLLEGE, DINSHAW WACHA ROAD, CHURCHGATE, MUMBAI – 400 020

PRESENT :

130 members were present in person or through their authorised representatives and 8 members attended through proxies.

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. Samir Kumar Modi, Executive Director
Mrs. Bina Modi, Director

Other officials present on the dais

Mr. Sarthak Behuria, Group CEO
Mr. Sunil Agrawal, Chief Financial Officer
Mr. Sanjay Gupta, Company Secretary

Mr. Pramod Shukla, representing the Statutory Auditors

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. He also introduced the directors and other officials of the Company present on the dais.

2. The Chairman, with the permission of the shareholders present, declared that the Notice dated 2nd August, 2014 convening the meeting, Directors' Report dated 2nd August, 2014 and Audited Accounts dated 28th May, 2014, 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, 2014.
4. The statutory registers, proxy register and other inspection documents were kept open and accessible, during the course of the meeting, to any person entitled to attend the meeting.
5. The Chairman then addressed the shareholders, wherein, at the outset, he generally dealt with the economic environment prevalent in the Country. He also highlighted the features of performance of tobacco industry in general and the Company in particular for the financial year ended 31st March, 2014 and also for the five months period of the current financial year. He also highlighted the indicators of financial performance along with some of the key initiatives taken by the Company during the year.
6. The Chairman then 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, 2014. Several Shareholders including Mrs. Ashalata Maheshwari, Mr. Hariram Chaudhary, Mr. P.A.Vijaykar, Mr. Bipin Baxi, Ms. Homa Pouredahi, Mr. Saurabh Ginodia, Mr. Dharendra Sanghvi, Mr. Bakul Vishnuprasad Joshi, Mrs. Shobhana S. Mehta, Mrs. C.E. Mascarenhas, Mr. V.R. Krishnan, Mrs. R.K. Makhija, Mr. Beruz Pouredahi, Mr. Kirti Shah, Mr. Yusuf Y. Rangwala, 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 2013-14 in light of overall slowdown in the economy.
 - (b) The shareholders thanked the management for reasonably good results, consistent dividend payout and recommendation for split of shares.
 - (c) Shareholders enquired about future growth prospects under various business segments and likely capital expenditure in the foreseeable future.
 - (d) A concern was raised by a few shareholders for rise in legal and professional expenses.
 - (e) Few shareholders asked about the future plans for usage of Andheri factory land.
 - (f) The shareholders once again repeated their demand, as done in past, for issuance 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 accounts for the year 2013-14, the Chairman, at the outset, thanked all the speakers for their in-depth study of the Annual Report and the energetic participation in the proceedings of the meeting. He responded to various queries raised by the shareholders with regard to different items of income, expenditure, assets and liabilities



and requested them to get in touch with the company officials for any unresolved queries/questions.

Mr. Shah then requested Mr. K.K. Modi to briefly summarise the future plans, strategies and general growth prospects of the business. Mr. K.K. Modi talked about the business plans and growth initiatives underway to the general satisfaction of the shareholders present.

7. The Chairman informed the members that the Company had provided electronic voting facility (through NSDL) to the members entitled to cast their votes at the Annual General Meeting, as per the provisions of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and therefore, it was obligatory to provide similar voting rights to the members present, in person and through proxies at the meeting who did not cast their vote through e-voting facility and therefore, poll would be conducted for voting on all the resolutions set out in the Notice of the Annual General Meeting. The Chairman then requested Mr. Sanjay Gupta, Company Secretary to take over the conducting of the poll proceedings and authorized him to declare the results of voting on 24th September, 2014. He further instructed that the results be intimated to the NSE and BSE and also be uploaded on the Company's website www.godfreyphillips.com along with the Scrutinizers Report and also be made available at the registered office of the Company.
8. The Chairman then informed the members that Mr. V. Ramachandran, proprietor, V.R. Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize e-voting and polling process. Polling papers were distributed to the members and proxies present at the meeting to cast their votes on the proposed resolutions.
9. The scrutinizer on 24th August, 2014 submitted his combined report of e-voting and voting by poll conducted at the Annual General Meeting to Mr. Sanjay Gupta, who had been authorized by the Chairman to announce the results of e-voting and poll and take note of the outcome in the Minutes of the AGM.

On the basis of the Scrutinizer's report, the results of e-voting and poll conducted at the 77th Annual General Meeting were as under:

Item No. 1

“RESOLVED THAT the audited Standalone and Consolidated Balance Sheet as at 31st March, 2014 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.”

The result of e-voting and poll on the above item was:

Particulars	Number of Voters			Number of Votes contained in			Percentage of Votes
	Poll	E-votes	Total	Poll	E-votes	Total	
Assent	52	64	116	68481	5366757	5435238	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	0.00



Accordingly, the Ordinary resolution contained in item No. 1 was passed unanimously.

Item No. 2

“RESOLVED THAT the Dividend on Equity Shares for the year ended 31st March, 2014 @ 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 23rd September, 2014.”

The result of e-voting and poll on the above item was:

Particulars	Number of Voters			Number of Votes contained in			Percentage of Votes
	Poll	E-votes	Total	Poll	E-votes	Total	
Assent	52	66	118	68481	5616758	5685239	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	0.00

Accordingly, the Ordinary resolution contained in item No. 2 was passed unanimously.

Item No. 3

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

The result of e-voting and poll on the above item was:

Particulars	Number of Voters			Number of Votes contained in			Percentage of Votes
	Poll	E-votes	Total	Poll	E-votes	Total	
Assent	46	56	102	67968	5606023	5673991	99.80
Dissent	6	8	14	513	10727	11240	0.20

Accordingly, the Ordinary resolution contained in item No. 3 was passed with requisite majority.

Item No. 4

“RESOLVED THAT M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 015125N) be appointed as the Statutory Auditors of the Company including its branches at Ahmedabad, Baramati, Chandigarh, Ghaziabad, Guntur, Hyderabad, Kolkata, Mumbai, Rabale and New Delhi for three years i.e. from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2017



(Subject to ratification of their appointment at each Annual General Meeting) on such remuneration as may be fixed by the Board of Directors of the Company.”

The result of e-voting and poll on the above item was:

Particulars	Number of Voters			Number of Votes contained in			Percentage of Votes
	Poll	E-votes	Total	Poll	E-votes	Total	
Assent	51	64	115	68480	5366757	5435237	95.60
Dissent	1	2	3	1	250001	250002	4.40

Accordingly, the Ordinary resolution contained in item No. 4 was passed with requisite majority.

Item No. 5

“RESOLVED THAT Mr. R.A. Shah (DIN 00009851), already an Independent Director pursuant to clause 49 of the Listing Agreement and who is eligible to continue as an Independent Director pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and in whose respect the Company has received a written notice from a member proposing his candidature for appointment as an Independent Director, shall continue and be and is hereby be appointed as an Independent Director to hold office for a term of 5 (five) consecutive years upto the conclusion of the 82nd Annual General Meeting of the Company in the calendar year 2019 and shall not be Liable to retire by rotation.”

The result of e-voting and poll on the above item was:

Particulars	Number of Voters			Number of Votes contained in			Percentage of Votes
	Poll	E-votes	Total	Poll	E-votes	Total	
Assent	49	62	111	68469	5366617	5435086	95.60
Dissent	3	2	5	12	250001	250013	4.40

Accordingly, the Ordinary resolution contained in item No. 5 was passed with requisite majority.

Item No. 6

“RESOLVED THAT Mr. Anup N. Kothari (DIN 00294737), already an Independent Director pursuant to clause 49 of the Listing Agreement and who is eligible to continue as an Independent Director pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and in whose respect the Company has received a written notice from a member proposing his candidature for appointment as an Independent Director, shall continue and be and is hereby appointed as an Independent Director to hold office for a term of 5 (five) consecutive years upto the conclusion of the 82nd Annual General Meeting of the Company in the calendar year 2019 and shall not be Liable to retire by rotation.”



The result of e-voting and poll on the above item was:

Particulars	Number of Voters			Number of Votes contained in			Percentage of Votes
	Poll	E-votes	Total	Poll	E-votes	Total	
Assent	52	62	114	68481	5366620	5435101	95.60
Dissent	Nil	2	2	Nil	250001	250001	4.40

Accordingly, the Ordinary resolution contained in item No. 6 was passed with requisite majority.

Item No. 7

“RESOLVED THAT Dr. Lalit Bhasin (DIN 00001607), already an Independent Director pursuant to clause 49 of the Listing Agreement and who is eligible to continue as an Independent Director pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and in whose respect the Company has received a written notice from a member proposing his candidature for appointment as an Independent Director, shall continue and be and is hereby appointed as an Independent Director to hold office for a term of 5 (five) consecutive years upto the conclusion of the 82nd Annual General Meeting of the Company in the calendar year 2019 and shall not be Liable to retire by rotation.”

The result of e-voting and poll on the above item was:

Particulars	Number of Voters			Number of Votes contained in			Percentage of Votes
	Poll	E-votes	Total	Poll	E-votes	Total	
Assent	52	63	115	68481	5366622	5435103	95.60
Dissent	Nil	2	2	Nil	250001	250001	4.40

Accordingly, the Ordinary resolution contained in item No. 7 was passed with requisite majority.

Item No. 8

“RESOLVED THAT Ms. Bina Modi (DIN 00048606), who was appointed as an Additional Director of the Company with effect from April 7, 2014, and who in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”



The result of e-voting and poll on the above item was:

Particulars	Number of Voters			Number of Votes contained in			Percentage of Votes
	Poll	E-votes	Total	Poll	E-votes	Total	
Assent	52	63	115	68481	5616556	5685037	99.999
Dissent	Nil	1	1	Nil	65	65	0.001

Accordingly, the Ordinary resolution contained in item No. 8 was passed with requisite majority.

Item No. 9

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Article 9 of the Articles of Association of the Company or any other law for the time being in force and subject to such other approval(s) and consent(s) of such authority(ies) as may be required, each and every one of the Equity Shares of the Company of the nominal value of Rs.10/- fully paid up be and is hereby divided into 5 Equity Shares of Rs.2/- each fully paid-up.

RESOLVED FURTHER THAT the existing Clause 5 of the Memorandum of Association of the Company relating to the Share Capital, be and is hereby deleted and in its place the following Clause 5 be substituted:

- 5 The Authorised Share Capital of the Company is Rs.25,00,00,000 (Rupees Twenty Five Crores only) divided into 12,20,00,000 (Twelve Crore Twenty Lacs) Equity Shares of Rs.2/-(Rupees Two) each and 60,000 (Sixty Thousand) Preference Shares of Rs.100/- (Rupees One Hundred) each with rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

RESOLVED FURTHER THAT the existing issued, subscribed and fully paid up Equity Share Capital of the Company comprising of 1,03,98,784 (One Crore Three Lacs Ninety Eight Thousand Seven Hundred Eighty Four) Equity Shares of the face value of Rs. 10/- (Rupees Ten) each aggregating to Rs.10,39,87,840 (Rupees Ten Crores Thirty Nine Lacs Eighty Seven Thousand Eight Hundred Forty only) be sub-divided into 5,19,93,920 (Five Crores Nineteen Lacs Ninety Three Thousand Nine Hundred Twenty) fully paid-up Equity Shares of the face value of Rs. 2/- (Rupee Two) each aggregating to Rs. 10,39,87,840/- (Rupees Ten Crores Thirty Nine Lacs Eighty Seven Thousand Eight Hundred Forty only).



RESOLVED FURTHER THAT the Board of directors of the Company ("the Board", which expression shall also include a duly constituted Committee thereof) be and is hereby authorised to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including but not limited to delegate all or any of the power vested in the Board to any Director(s) or official(s) of the Company, to fixing of the record date as per the requirement of the Listing Agreement, execution of all necessary documents with the Stock Exchanges and the Depositories and/or any other relevant statutory authority(ies), if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the subdivision of the equity shares as aforesaid or for any matter connected herewith or incidental hereto."

The result of e-voting and poll on the above item was:

Particulars	Number of Voters			Number of Votes contained in			Percentage of Votes
	Poll	E-votes	Total	Poll	E-votes	Total	
Assent	52	66	118	68481	5616758	5685239	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	0.00

Accordingly, the Special Resolution contained in item No. 9 was passed unanimously.

Item No. 10

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, be and are hereby altered by substituting the existing Article 3 by the following new Article 3:

3. The Share Capital of the Company is Rs.25,00,00,000 divided into 60,000 Preference Shares of Rs. 100/- each and 12,20,00,000 Equity Shares of Rs. 2 each. The said Preference Shares shall confer the right in respect of the financial year ended 31st March, 1992 and for each subsequent year or other period to a fixed cumulative preferential dividend at the rate of 14 percent per annum on the capital for the time being paid-up thereon, subject to deduction therefrom of income-tax at the rate of income tax payable by the Company on its profits and further subject to such deduction of tax at source in respect of tax payable by the shareholders as required by Section 194 of the Income tax Act, 1961, or any statutory modification or replacement thereof or by any Finance Act or any other Act or Rule or Regulation for the time being in force and the right in a winding-up to payment off of capital and arrears of dividend, whether declared or not, upto the commencement of the winding-up in priority to the Equity Shares, but shall not confer any further right to participate in profits or assets.

RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board", which expression shall also include a duly constituted Committee thereof) be and is hereby authorised



to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution.”

The result of e-voting and poll on the above item was:

Particulars	Number of Voters			Number of Votes contained in			Percentage of Votes
	Poll	E-votes	Total	Poll	E-votes	Total	
Assent	52	65	117	68481	5616756	5685237	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	0.00

Accordingly, the Special Resolution contained in item No. 10 was passed unanimously.

Item No. 11

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 and Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the existing Article 106 of the Articles of Association of the Company, be and is hereby substituted by a new Article 106 as per text below:

‘106. Subject to the provisions of Section 197 of the Companies Act, 2013, the remuneration payable to the Directors of the Company may be as hereinafter provided. The remuneration of each Director for his services shall be Rupees One Lakh for attending each Meeting of the Board or a duly constituted Committee thereof. The Directors or any one or more of them shall be paid such further remuneration (if any) as the Company in General Meeting has determined or shall from time to time determine’.”

The result of e-voting and poll on the above item was:

Particulars	Number of Voters			Number of Votes contained in			Percentage of Votes
	Poll	E-votes	Total	Poll	E-votes	Total	
Assent	50	62	112	68479	5616538	5685017	99.998
Dissent	2	3	5	2	85	87	0.002

Accordingly, the Special Resolution contained in item No. 11 was passed with requisite majority.

There being no other business, the meeting ended with a vote of thanks to the Chair.

