

2nd November, 2015

**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
NSE Symbol : GODFRYPHLP**

**The Manager
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001
Fax No. : 022-22721919, 3121
BSE Scrip Code : 500163**

Reg.: Minutes of 78th Annual General Meeting

Dear Sir

In terms of Clause 31 of the Listing Agreement, please find attached herewith certified true copy of the minutes of the 78th Annual General Meeting of the Company held on Tuesday, the 29th September, 2015 at 03:00 p.m. at Y.B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana), Mumbai - 400 021.

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



Sanjay Gupta
Company Secretary

**MINUTES OF THE PROCEEDINGS OF SEVENTY-EIGHTH ANNUAL
GENERAL MEETING OF GODFREY PHILLIPS INDIA LIMITED HELD
ON TUESDAY, THE 29TH SEPTEMBER, 2015 AT 3.00 P.M. AT Y.B.
CHAVAN AUDITORIUM, GENERAL JAGANNATH BHOSLE MARG
(NEXT TO SACHIVALAYA GYMKHANA) MUMBAI – 400 021**

PRESENT :

55 members were present in person or through their authorised representatives and none of the members attended the meeting through proxies.

AND

Directors present on the dais

Mr. R.A. Shah, Non-Executive and Independent Director and Chairman-Board
and Corporate Social Responsibility Committee
Mr. K.K. Modi, President & Managing Director
Mr. R. Ramamurthy, Whole-time Director
Dr. Lalit Bhasin, Non-Executive and Independent Director and Chairman - Audit,
Stakeholders Relationship and Nomination and Remuneration
Committees
Mr. Anup N. Kothari, Non-Executive and Independent Director
Mr. Samir Kumar Modi, Executive Director
Mrs. Bina Modi, Non-Executive Director
Mr. Atul Kumar Gupta, Non-Executive and Independent Director

Other officials present on the dais

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

Mr. Pramod Shukla, Partner, M/s. Deloitte Haskins & Sells, Statutory Auditors
Dr. S. Chandrasekaran, Senior Partner, M/s. Chandrasekaran Associates,
Secretarial Auditor

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1. At sharp 3.00 P.M., Mr. R.A. Shah, Chairman of the Board took the Chair and 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 14th August, 2015 convening the meeting, Directors' Report dated 31st July, 2015 and Audited Accounts dated 30th May, 2015, be taken as read.
3. Mr. Sanjay Gupta, Company Secretary, at the direction of the Chairman read out the Statutory Auditors' Report on financial statements for the financial year ended 31st March, 2015 and Secretarial Auditors' Report along with the explanations to the observations of Secretarial Auditors as stated in the Directors' Report.
4. The Register of Directors, KMPs and their shareholding, Register of contracts & arrangements in which Directors are interested, Auditors' Report, Secretarial Audit Report, Proxy and other statutory registers 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, 2015 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, 2015. Several Shareholders including Mr. Vijay Raghunath Nagvekar, Mr. Kirti Shah, Mr. Venkatachari R, Mr. Bakul Vishnuprasad Joshi, Mr. Beruz Feramroz Pouredahi, Mr. Kishore Makhija, Mr. Kalpesh Kirit Gothi, 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 2014-15 in light of overall slowdown in the economy.
 - (b) The shareholders thanked the management for reasonably good results, consistent dividend payout.
 - (c) Shareholders enquired about future growth prospects under various business segments and likely capital expenditure in the foreseeable future.
 - (d) 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.
 - (e) Few Shareholders also enquired on increase in pre-paid expenses, valuation of Company's Investment in Subsidiary Companies and management plans for opening of new retail stores 24X7 stores in Mumbai.

Responding to the shareholders' observations and comments on the Company's performance and the audited accounts for the year 2014-15, 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 most of the queries raised by the shareholders 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 thereafter briefed about the objectives and implications of business items mentioned in the Notice of Annual General Meeting dated 14th August, 2015.
8. He also informed the members that the Company had provided remote-electronic voting facility (through NSDL) to the members entitled to cast their votes at the Annual General Meeting, as per the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement 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 remote e-voting facility and therefore, poll/ballot voting would be conducted for voting on all the resolutions set out in the Notice of the Annual General Meeting.
9. 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. Ballot papers were distributed to the members/proxies present at the meeting to cast their votes on the proposed resolutions.
10. The Chairman then requested Mr. Sanjay Gupta, Company Secretary to take over the conducting of the poll proceedings. He also instructed that the custody of the Ballot Papers would be given to the scrutinizer after the completion of voting by Ballot and on receipt of final report from scrutinizer, the results of voting along with remote e-voting would be announced latest by 1st October, 2015 at the Registered and Corporate Office of the Company and also uploaded on Company web-site www.godfreyphillips.com.
11. The Chairman then thanked the members and declared the meeting as closed at 4.30 P.M.
12. The scrutinizer on 30th September, 2015 submitted his combined report on remote e-voting and voting by poll conducted at the Annual General Meeting. The same was countersigned by Mr. R. Ramamurthy, Whole-time director, who was 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 remote e-voting and poll conducted at the 78th Annual General Meeting were as under:



Item No. 1

“RESOLVED THAT

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors and the Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and the report of Auditors thereon;

be and are hereby adopted and approved.

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

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	73	41556027	N.A	21	204550	N.A	41760577	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	73	41556027	99.5102	21	204550	0.4898	41760577	100.0000
Voting with Assent	72	41555809	99.5097	21	204550	0.4898	41760359	99.9995
Voting with Dissent	1	218	0.0005	0	0	0.0000	218	0.0005

Accordingly, the Ordinary resolution contained in item No.1 was passed with requisite majority.

Item No. 2

“RESOLVED THAT the Dividend on Equity Shares for the year ended 31st March, 2015 @ 400% i.e. Rs.8 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 29th September, 2015.”

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



Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	73	41556027	N.A	21	204550	N.A	41760577	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	73	41556027	99.5102	21	204550	0.4898	41760577	100.0000
Voting with Assent	73	41556027	99.5102	21	204550	0.4898	41760577	100.0000
Voting with Dissent	0	0	0.0000	0	0	0.0000	0	0.0000

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

Item No. 3

“RESOLVED THAT Mr. Samir Kumar Modi (DIN 00029554), 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 liable to retire by rotation.”

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

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Assent	70	41555782	99.5096	21	204550	0.4898	41760332	99.9994
Voting with Dissent	2	243	0.0006	0	0	0.0000	243	0.0006

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



Item No. 4

“RESOLVED THAT Mr. R. Ramamurthy (DIN 00030463), 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 liable to retire by rotation.”

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

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Assent	59	41461622	99.2841	21	204550	0.4898	41666172	99.7739
Voting with Dissent	13	94403	0.2261	0	0	0.0000	94403	0.2261

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

Item No. 5

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm’s Registration No. 015125N), as the Statutory Auditors of the Company, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration plus applicable service tax and reimbursement of out-of-pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

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

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A



Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Assent	70	41555995	99.5101	21	204550	0.4898	41760545	99.9999
Voting with Dissent	2	30	0.0001	0	0	0.0000	30	0.0001

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

Item No. 6

“RESOLVED THAT Mr. Atul Kumar Gupta (DIN 01734070), who was appointed 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 and who meets the criteria of Independence as provided under Section 149(6) of the Act read with clause 49 of the Listing Agreement and in respect of whom the Company has received a notice in writing from a member proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director in accordance with Sections 149, 150, 152 read with Schedule VI and other applicable provisions of the Act and corresponding Rules formed thereunder, to hold office for a term of 5 (five) consecutive years up to the conclusion of 83rd Annual General Meeting of the Company in the calendar year 2020 and shall not be liable to retire by rotation.”

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

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Assent	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Dissent	0	0	0.0000	0	0	0.0000	0	0.0000



Accordingly, the Ordinary resolution contained in item No.6 was passed unanimously.

Item No. 7

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration Number – 00239), appointed as Cost Auditors for conducting audit of the cost accounting records of ‘Tea’ business of the Company for the Financial Year ending 31st March, 2016, be paid a remuneration, not exceeding Rs.2.50 lacs (Two lacs fifty thousand only) plus service tax as applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit.”

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

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Assent	69	41555990	99.5101	21	204550	0.4898	41760540	99.9999
Voting with Dissent	3	35	0.0001	0	0	0.0000	35	0.0001

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

Item No. 8

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), or re-enactment thereof for the time being in force) and in modification of resolution passed in this regard in the Annual General Meeting held on 19th September, 2013, the Company hereby approves re-appointment of Mr. Samir Kumar Modi (DIN 00029554) as an Executive Director of the Company for a period of three years with effect from 1st October, 2015 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 pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto and subject to the approval of the Central Government, if required, such remuneration as aforesaid be paid and provided to Mr. Samir Kumar Modi, as minimum remuneration, in the event of absence or inadequacy of profits of the Company in any financial year during his term of office.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, amend, vary or modify the terms and conditions of appointment and remuneration as it may deem fit and as may be acceptable to Mr. Samir Kumar Modi, subject to the remuneration not exceeding the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Directors and Company Secretary be and are hereby severally authorized to file the necessary returns with Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

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

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Assent	70	41555797	99.5096	21	204550	0.4898	41760347	99.9995
Voting with Dissent	2	228	0.0005	0	0	0.0000	228	0.0005

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

Item No. 9

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), or re-enactment thereof for the time being in force), the Company hereby approves re-appointment of Mr. K.K. Modi



(DIN 00029407), as Managing Director of the Company for a period of three years with effect from 14th August 2015, upon the principal terms and conditions, as set out in the Explanatory Statement annexed hereto and also in the draft letter of appointment proposed to be issued by the Company to Mr. K.K. Modi, a copy whereof duly initialed by the Chairman for the purpose of identification, is placed before the meeting.

Provided that the amount of remuneration by way of salary and commission payable to Mr. K.K. Modi in terms of his appointment hereinabove including the remuneration received by him from Indofil Industries Limited as Managing Director shall not exceed 5% of the net profits of the Company as computed in the manner laid down under Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and subject to the approval of the Central Government, if required, such remuneration as aforesaid be paid and provided to Mr. K.K. Modi as minimum remuneration, in the event of absence or inadequacy of profits of the Company in any financial year during his term of office.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, amend, vary or modify the terms and conditions of appointment and remuneration as it may deem fit and as may be acceptable to Mr. K.K. Modi, subject to the remuneration not exceeding the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Directors and Company Secretary be and are hereby severally authorized to file the necessary returns with Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

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

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Assent	70	41555797	99.5096	21	204550	0.4898	41760347	99.9995
Voting with Dissent	2	228	0.0005	0	0	0.0000	228	0.0005



Accordingly, the Special resolution contained in item No.9 was passed with requisite majority.

Item No. 10

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby approves re-appointment of Mr. R. Ramamurthy (DIN 00030463), as a Whole-time Director of the Company for a period of three years with effect from 14th August 2015, upon the principal terms and conditions set out in the Explanatory Statement annexed hereto and also in the draft letter of appointment proposed to be issued by the Company to Mr. R. Ramamurthy, a copy whereof duly initialed by the Chairman for the purpose of identification, is placed before the meeting.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and subject to the approval of the Central Government, if required, such remuneration as aforesaid be paid and provided to Mr. R. Ramamurthy as minimum remuneration, in case of absence or inadequacy of profits of the Company in any financial year during his term of office.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, amend, vary or modify the terms and conditions of appointment and remuneration as it may deem fit and as may be acceptable to Mr. R. Ramamurthy, subject to the remuneration not exceeding the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Directors and Company Secretary be and are hereby severally authorized to file the necessary returns with Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

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

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000



Voting with Assent	70	41555896	99.5099	21	204550	0.4898	41760446	99.9997
Voting with Dissent	2	129	0.0003	0	0	0.0000	129	0.0003

Accordingly, the Special Resolution contained in item No.10 was passed with requisite majority.

Item No. 11

“RESOLVED THAT pursuant to the provisions of Section 14 and 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), the new set of Articles of Association, a copy whereof is placed before this meeting duly initialed by the Chairman for the purpose of identification, be and is hereby adopted by the Company in substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Directors and Company Secretary be and are hereby severally authorized to file the necessary returns with Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

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

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Assent	71	41556019	99.5102	21	204550	0.4898	41760569	100.0000*
Voting with Dissent	1	6	0.0000	0	0	0.0000	6	0.0000*

* Note: 99.999986 % rounded off to 100.0000% and 0.000014% rounded off to 0.0000%.



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

CHAIRMAN

CERTIFIED TRUE COPY
FOR GODFREY PHILLIPS INDIA LTD.


(SANJAY GUPTA)
COMPANY SECRETARY