



Godfrey Phillips India Limited
49 Community Centre,
Friends Colony, New Delhi-110 025
Tel: +91 11 2683 2155, 2684 0148
Fax: +91 11 2684 0775, 2683 5803
www.godfreyphillips.com

isc-gpi@modi.com

27th September, 2016

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.: Proceedings of the 79th Annual General Meeting of the Company held on 26th September, 2016

Dear Sirs,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we wish to inform that the following businesses were transacted at the 79th Annual General Meeting of members of Godfrey Phillips India Limited held on Monday, 26th September, 2016 at 3 p.m. and concluded at 5.30 p.m. at Y.B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana) Mumbai – 400 021.

Ordinary Business

1. a. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016, 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 31st March, 2016.
2. Declaration of dividend on equity shares.
3. Re-Appointment of Mr. R. A. Shah, who retires by rotation, and being eligible, offers himself for re-appointment.
4. Re-appointment of Mrs. Bina Modi, who retires by rotation, and being eligible, offers herself for re-appointment.
5. Ratification of appointment of Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company for the year financial year 2016-17.

Special Business

6. Appointment of Mr. Ruchir Kumar Modi as a Non Executive Director and approval for payment of remuneration by way of commission to him.
7. Approval of remuneration payable to M/s Chandra Wadhwa & Co., Cost Auditors for the financial year 2016-17
8. Approval for keeping Register of Members, Index and copies of Annual Returns, etc. at a place other than the Regd. Office of the Company.



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—INDIA LIMITED—

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The above businesses were transacted through remote e-voting and voting through ballot at the Annual General Meeting as required under the Companies Act 2013 and SEBI Listing Regulations. All the resolutions were passed with requisite majority.

Mr. V. Ramachandran, Proprietor of M/s. V. R. Associates, Practicing Company Secretaries, was appointed as the scrutinizer to scrutinize the e-voting process and ballot paper voting process at the Annual General Meeting.

Details of voting results under Regulation 44(3) of SEBI (LODR) Regulations, 2015 will be displayed on Company's website and separately submitted with the Stock Exchanges.

Thanking you,

Yours faithfully,
For **GODFREY PHILLIPS INDIA LIMITED**

SANJAY GUPTA
Company Secretary