



GODFREY PHILLIPS
—INDIA LIMITED—

Godfrey Phillips India Limited
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15th September, 2017

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 80th Annual General Meeting of the Company held on 15th September, 2017

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 80th Annual General Meeting of members of Godfrey Phillips India Limited held on Friday, 15th September, 2017 at 3.30 p.m. and concluded at 4.35 p.m. at Rama Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai – 400 020.

Ordinary Business

1. a. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017, 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, 2017.
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. Appointment of Mr. Sharad Aggarwal (DIN 07438861) as a director, who shall be liable to retire by rotation in place of Mr. R. Ramamurthy Iyer (DIN 00030463) who retires by rotation and despite being eligible, does not offer himself for re-appointment
5. Appointment of M/s. S.R.BATLIBOI & CO. LLP, Chartered Accountants, (FRN 301003E), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Eighty Fifth Annual General Meeting of the Company to be held in calendar year 2022.

Special Business

6. Approval of remuneration payable to M/s Chandra Wadhwa & Co., Cost Auditors for the financial year 2017-18.

7. Approve the alterations in the terms & conditions relating to payment of remuneration to Mr. K.K. Modi (DIN 00029407) with effect from 1st April, 2017 for the remaining period of his current tenure i.e. upto August 13, 2018.
8. Approve alteration in the terms & conditions relating to payment of remuneration to Mr. Samir Modi (DIN 00029554) with effect from 1st April, 2017 for the remaining period of his current tenure i.e. up to 30th September, 2018.
9. Appointment of Mr. Sharad Aggarwal (DIN 07438861), as a Whole-time Director of the Company for a period of five years with effect from October 1, 2017


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