

**25<sup>th</sup> September, 2018**

**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 81<sup>st</sup> Annual General Meeting of the Company held on  
25<sup>th</sup> September, 2018**

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 81<sup>st</sup> Annual General Meeting of members of Godfrey Phillips India Limited held on Tuesday, 25<sup>th</sup> September, 2018 at 3.15 p.m. and concluded at 4:40 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 31<sup>st</sup> March, 2018, 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 31<sup>st</sup> March, 2018.

2. Declaration of dividend on equity shares.
3. Re-appointment of Mr. R. A. Shah (DIN 00009851), who retires by rotation, and being eligible, offers himself for re-appointment.
4. Re-appointment of Mrs. Bina Modi (DIN 00048606), who retires by rotation, and being eligible, offers herself for re-appointment.

### **Special Business**

5. Re-appointment of Mr. K.K. Modi (DIN 00029407), as Managing Director of the Company for a period of three years with effect from 14<sup>th</sup> August 2018.
6. Re-appointment of Mr. Samir Modi (DIN 00029554) as an Executive Director of the Company for a period of three years with effect from 1<sup>st</sup> October, 2018.
7. Approval for the continuation of directorship of Mr. R.A. Shah (DIN 00009851) w.e.f. 1<sup>st</sup> April, 2019 since he has already attained the age of 75 (Seventy Five) years, as the Non- Executive Director of the Company liable to retire by rotation.
8. Approval for the continuation of directorship of Dr. Lalit Bhasin (DIN 00001607) w.e.f. 1<sup>st</sup> April, 2019 since he has already attained the age of 75 (Seventy Five) years, as the Non- Executive and Independent Director of the Company whose appointment had been duly approved by the members of the Company as an Independent Director of the Company in the AGM held on 23<sup>rd</sup> September, 2014 for a period of 5 years till the conclusion of the AGM to be held in 2019.
9. Approval for the continuation of directorship of Mr. Anup N. Kothari (DIN 00294737) w.e.f. 1<sup>st</sup> April, 2019 since he has already attained the age of 75 (Seventy Five) years, as the Non- Executive and Independent Director of the Company whose appointment had been duly approved by the members of

the Company as an Independent Director of the Company in the AGM held on 23<sup>rd</sup> September, 2014 for a period of 5 years till the conclusion of the AGM to be held in 2019.

10. Approval for the continuation of directorship of Mrs. Bina Modi (DIN 00048606) who will be attaining the age of 75 (Seventy Five) years on 10<sup>th</sup> September, 2019 as the Non- Executive Director of the Company liable to be retire by rotation.
11. Approval for the continuation of payment of remuneration to Mr. Ruchir Kumar Modi (DIN 07174133) till the expiry of his current tenure of remuneration i.e. till 30<sup>th</sup> June, 2019.

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