



GODFREY PHILLIPS
—INDIA LIMITED—

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Plot No.14, Jasola District Centre
Jasola, New Delhi-110025 India.
Tel.: +91 11 2683 2155, 6111 9300
Fax: +91 11 4168 9102
www.godfreyphillips.com

4th September 2023

The Manager
BSE Limited
25th Floor, Phiroze Jeejabhoy Towers,
Dalal Street
Mumbai- 400001
SCRIP CODE: 500163

The Manager, Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra-Kurla Complex, Bandra (East),
Mumbai- 400051
SYMBOL: GODFRYPHLP


Sub.: Voting Results and Consolidated Scrutinizer's Report of 86th Annual General Meeting.

Dear Sirs,

Pursuant to the provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the voting results of 86th Annual General Meeting held on Friday, 1st September 2023 at 1:00 P.M. (IST) and Consolidated Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

Kindly take the same on records.

Thanking you,
Yours Faithfully,
For Godfrey Phillips India Limited


Sanjay Kumar Gupta
Company Secretary
M. No.: 7545

Encl.: As above



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Regd. Office: 'Macropolo Building', Ground Floor, Dr. Babasaheb Ambedkar Road, Lalbaug, Mumbai - 400 033
CIN : L16004MH1936PLC008587

V.R. ASSOCIATES

Company Secretaries

Resi: G-5/3 Jal Padma, Bangur Nagar, Goregaon West, Mumbai 400 104
Admn office: 31 Topiwala Center, Goregaon West, Mumbai 400 062
Tel: 022-28774306; Mobile 98214 47548; e-mail: cs.ram25@gmail.com
GST No. 27ACSPV8251A1Z7 ; MSME Regn no. UDAYAM-MH-18-0050392

4th September, 2023

Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to provisions of Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and remote e-voting during the 86th Annual General Meeting of Godfrey Phillips India Limited held on Friday, 1st September, 2023 through video conferencing ('VC')/ other audio video means ('OAVM')

The Chairman
Godfrey Phillips India Limited

Dear Sirs,

I, V. Ramachandran, proprietor of M/s V.R. Associates, Company Secretaries (Membership no. ACS 7731, CP no. 4731) have been appointed as Scrutinizer by Godfrey Phillips India Limited ('the company') as per Board resolution dated 26th July, 2023 and company's letter dated 27th July, 2023 for the purpose of scrutinizing the remote e-voting and electronic voting (e-voting) at the Annual General Meeting (AGM) of the company in a fair and transparent manner pursuant to Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended) ('the Rules') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and in compliance with the framework mentioned in circulars dated 08th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021, 5th May, 2022 and 28th December, 2022 issued by Ministry of Corporate Affairs ('MCA circulars') and circulars dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 read with circular dated 5th January, 2023 issued by SEBI on the resolutions contained in the Notice of the 86th AGM of the members of the company held on Friday, 1st September, 2023 at 1.00 p.m. IST through video conferencing (VC) facility/ other audio visual means (OAVM) facility and also for ascertaining the requisite majority for the resolutions proposed therein.

The management of the company is responsible to ensure the compliance with the requirements of the Act and the Rules including MCA circulars and Listing Regulations relating to remote e-voting and e-voting at the AGM for the resolutions contained in the Notice of the 86th AGM of the members of the company. Our responsibility as a Scrutinizer is to ensure that the remote e-voting and e-voting at the AGM is carried out in a fair and transparent manner and to make a consolidated scrutinizer's report on the votes cast "IN FAVOUR" or "AGAINST" the resolutions contained in the Notice of the 86th AGM of the members of the company. The company has engaged the services of Link Intime India Private Limited for voting by electronic means (both for remote e-voting and e-voting at the AGM).

In accordance with the Notice of the 86th AGM sent to the members and the 'Advertisement' published pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014



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(as amended), the remote e-voting period was open from Tuesday, 29th August, 2023, 9.00 AM IST and ended at 5.00 PM IST on Thursday, 31st August, 2023.

Members holding shares as on Friday, 25th August, 2023, "cut-off date", were entitled to vote on the resolution stated in the Notice of the 86th AGM of the company.

The voting at the AGM was allowed by using an electronic voting system, on the resolutions on which the voting is to be held. The said voting system was provided to all those members who attended the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. As per the information provided by Link Intime India Private Limited, the name of the members who had already voted through remote e-voting facility was blocked for voting at the AGM.

After the conclusion of the voting at the AGM, votes on remote e-voting and e-voting at the AGM were unblocked in the presence of two witness who were not employees of the company and the e-voting results / list of members who have voted for and against were downloaded from the e-voting website of Link Intime India Private Limited.

The combined results of the remote e-voting and e-voting at the AGM are:

Item No. 1:

ORDINARY RESOLUTION

a. Adoption of Audited Standalone Financial Statements of the company for the financial year ended 31st March, 2023, 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, 2023 along with the Auditors report thereon.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	230	4,40,02,605	99.99826
E-Voting at AGM	4	710	0.00161
Total	234	4,40,03,315	99.99988

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
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Remote E-voting	2	55	0.00012
E-Voting at AGM	0	0	0.00000
Total	2	55	0.00012

Total number of valid votes casted under remote evoting and evoting at AGM	4,40,03,370
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(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-Voting at AGM	0	0
Total	0	0

Item No. 2:

ORDINARY RESOLUTION

Declaration of dividend @ Rs. 44/- per share on equity shares for the year ended 31st March, 2023.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	231	4,40,13,598	99.83042
E-Voting at AGM	4	710	0.00161
Total	235	4,40,14,308	99.83203

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	3	74,054	0.16797
E-Voting at AGM	0	0	0.0000

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Total	3	74,054	0.16797
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Total number of valid votes casted under remote evoting and evoting at AGM	4,40,88,362
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(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-Voting at AGM	0	0
Total	0	0

Item No. 3:

ORDINARY RESOLUTION

Appointment of Director in place of Mr. Sharad Aggarwal (DIN 07438861), who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	221	4,39,78,724	99.7513
E-Voting at AGM	4	710	0.0016
Total	225	4,39,79,434	99.7529

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	13	1,08,928	0.2471
E-Voting at AGM	0	0	0.0000
Total	13	1,08,928	0.2471

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Total number of valid votes casted under remote evoting and evoting at AGM	4,40,88,362
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(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-Voting at AGM	0	0
Total	0	0

Item No. 4:

SPECIAL RESOLUTION

To re-appoint Mrs. Nirmala Bagri (DIN 01081867) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	213	4,04,69,539	91.7919
E-Voting at AGM	4	710	0.0016
Total	217	4,04,70,249	91.7935

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	21	36,18,113	8.2065
E-Voting at AGM	0	0	0
Total	21	36,18,113	8.2065

Total number of calid votes casted under remote evoting and evoting at AGM	4,40,88,362
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(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-Voting at AGM	0	0
Total	0	0

Item No. 5:

SPECIAL RESOLUTION

To appoint Mr. Ajay Vohra (DIN 00012136) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	225	4,06,12,278	92.1156
E-Voting at AGM	4	710	0.0016
Total	229	4,06,12,988	92.1173

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	9	34,75,374	7.8827
E-Voting at AGM	0	0	0
Total	9	34,75,374	7.8827

Total number of valid votes casted under remote evoting and evoting at AGM	4,40,88,362
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(iii) Invalid votes :

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Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-Voting at AGM	0	0
Total	0	0

Item No. 6:

ORDINARY RESOLUTION

To approve material related party transaction between the company and Philip Morris Products S.A.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	180	27,26,820	42.0489
E-Voting at AGM	4	710	0.0109
Total	184	27,27,530	42.0599

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	31	37,57,343	57.94012
E-Voting at AGM	0	0	0
Total	31	37,57,343	57.94012

Total number of valid votes casted under remote evoting and evoting at AGM	64,84,873
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(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0

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E-Voting at AGM	0	0
T	0	0

Based on combined results, we report that, the resolutions as per Item nos. 1 to 5 of the Notice of the 86th AGM of the company stands passed with requisite majority, whereas resolution as per Item no. 6 of the said Notice has not been passed as the number & percentage of votes cast against the resolution is more than the number & percentage of votes in favour of the resolution.

The electronic data and all other relevant records relating to the remote e-voting and e-voting at the AGM will be handed over to the Company Secretary of the company for safe preservation.

Thank You.

Yours faithfully,
For V.R. Associates
Company Secretaries
V.Ramachandran

an
V. Ramachandran
Proprietor
ACS 7731/ CP 4731
Place: Mumbai
Date: 4th September, 2023

UDIN: A007731E000926121
PRC No.: 1662/2022

Digitaly signed by V.Ramachandran
DN: c=IN, o=V.R. Associates, ou=CS, email=cs@vrassociates.com, cn=V.Ramachandran
2.5.4.20=10041ca2b3330433042375412c7c5f8d10167c0ffcd1
b413175d41ffba1c2, serial=400104, c=IN, o=V.R. Associates,
ou=CS, email=cs@vrassociates.com, cn=V.Ramachandran
587b19f6602b717044a, c=IN, o=V.Ramachandran
Date: 20230904 10:54:18 +0530



Voting results	
Record date	25-08-2023
Total number of shareholders on record date	39054
No of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	15
b) Public	48
No of resolution passed in the meeting	6
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			a. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023, 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, 2023 along with the Auditors report thereon.					
Category	Mode of voting	No of shares held	No of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37737229	37602289	99.6424	37602289	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		37737229	37602289	99.6424	37602289	0	100
Public-Institutions	E-Voting	6021504	5553409	92.2263	5553409	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		6021504	5553409	92.2263	5553409	0	100
Public- Non Institutions	E-Voting	8235187	846962	10.2847	846907	55	99.9935	0.0065
	Poll		710	0.0086	710	0	100	0
	Postal Ballot (if applicable)							
	Total		8235187	847672	10.2933	847617	55	99.9935
Total		51993920	44003370	84.6318	44003315	55	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of dividend @ Rs. 44/- per share on equity shares for the financial year ended 31st March, 2023				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37737229	37602289	99.6424	37602289	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		37737229	37602289	99.6424	37602289	0	100
Public-Institutions	E-Voting	6021504	5638401	93.6378	5564402	73999	98.6876	1.3124
	Poll							
	Postal Ballot (if applicable)							
	Total		6021504	5638401	93.6378	5564402	73999	98.6876
Public- Non Institutions	E-Voting	8235187	846962	10.2847	846907	55	99.9935	0.0065
	Poll		710	0.0086	710	0	100	0
	Postal Ballot (if applicable)							
	Total		8235187	847672	10.2933	847617	55	99.9935
Total		51993920	44088362	84.7952	44014308	74054	99.832	0.168
Whether resolution is Pass or Not							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Director in place of Mr. Sharad Aggarwal (DIN 07438861), who retires by rotation and being eligible offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37737229	37602289	99.6424	37602289	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		37737229	37602289	99.6424	37602289	0	100
Public-Institutions	E-Voting	6021504	5638401	93.6378	5536384	102017	98.1907	1.8093
	Poll							
	Postal Ballot (if applicable)							
	Total		6021504	5638401	93.6378	5536384	102017	98.1907
Public- Non Institutions	E-Voting	8235187	846962	10.2847	840051	6911	99.184	0.816
	Poll		710	0.0086	710	0	100	0
	Postal Ballot (if applicable)							
	Total		8235187	847672	10.2933	840761	6911	99.1847
Total		51993920	44088362	84.7952	43979434	108928	99.7529	0.2471
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mrs. Nimlala Bagri (DIN: 01081867) as a Non-Executive Independent Director of the Company for a further period of 5 consecutive year with effect from 1st April, 2024 till 31st March, 2029				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37737229	37602289	99.6424	37602289	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		37737229	37602289	99.6424	37602289	0	100
Public-Institutions	E-Voting	6021504	5638401	93.6378	2040039	3598362	36.1812	63.8188
	Poll							
	Postal Ballot (if applicable)							
	Total		6021504	5638401	93.6378	2040039	3598362	36.1812
Public- Non Institutions	E-Voting	8235187	846962	10.2847	827211	19751	97.668	2.332
	Poll		710	0.0086	710	0	100	0
	Postal Ballot (if applicable)							
	Total		8235187	847672	10.2933	827921	19751	97.67
Total		51993920	44088362	84.7952	40470249	3618113	91.7935	8.2065
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Ajay Vohra (DIN 00012136) as a Non-Executive Independent Director of the Company to hold office for a term of 5 consecutive years i.e. from 1st July. 2023 till 30th June. 2028				
Category	Mode of voting	No of shares held	No of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37737229	37602289	99.6424	37602289	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		37737229	37602289	99.6424	37602289	0	100
Public-Institutions	E-Voting	6021504	5638401	93.6378	2174938	3463463	38.5737	61.4263
	Poll							
	Postal Ballot (if applicable)							
	Total		6021504	5638401	93.6378	2174938	3463463	38.5737
Public- Non Institutions	E-Voting	8235187	846962	10.2847	835051	11911	98.5937	1.4063
	Poll		710	0.0086	710	0	100	0
	Postal Ballot (if applicable)							
	Total		8235187	847672	10.2933	835761	11911	98.5949
Total		51993920	44088362	84.7952	40612988	3475374	92.1173	7.8827
Whether resolution is Pass or Not							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of Material Related Party Transaction(s) between the Company and Philip Morris Products S.A.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37737229	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		37737229	0	0	0	0	0
Public-Institutions	E-Voting	6021504	5638401	93.6378	1892984	3745417	33.5731	66.4269
	Poll							
	Postal Ballot (if applicable)							
	Total		6021504	5638401	93.6378	1892984	3745417	33.5731
Public- Non Institutions	E-Voting	8235187	845762	10.2701	833836	11926	98.5899	1.4101
	Poll		710	0.0086	710	0	100	0
	Postal Ballot (if applicable)							
	Total		8235187	846472	10.2787	834546	11926	98.5911
Total		51993920	6484873	12.4724	2727530	3757343	42.0599	57.9401
Whether resolution is Pass or Not.							No	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

