

GODFREY PHILLIPS INDIA LIMITED

Registered Office:

'Macropolo Building', Ground Floor, Next to Kala Chowky Post Office,
Dr. Babasaheb Ambedkar Road, Lalbaug, Mumbai - 400 033
CIN: L16004MH1936PLC008587



GODFREY PHILLIPS
—INDIA LIMITED—

NOTICE

NOTICE is hereby given that the **Seventy-Seventh Annual General Meeting** of Godfrey Phillips India Limited will be held at **Rama Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020** on **Tuesday, the 23rd September, 2014** at **03:00 P.M.** to transact the following business :

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March, 2014.
3. To appoint a director in place of Mr. Lalit Kumar Modi (DIN 00029520) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 015125N) as the Statutory Auditors of the Company for three years i.e. from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2017 (Subject to ratification of their appointment at each Annual General Meeting) and to fix their remuneration.

Special Business:

To consider and if thought fit, to pass the following Resolutions with or without modification:

5. As an Ordinary Resolution

"RESOLVED THAT Mr. R.A. Shah (DIN 00009851), already an Independent Director pursuant to clause 49 of the Listing Agreement and who is eligible to continue as an Independent Director pursuant to Section 149 and all 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) read with Schedule IV of the Companies Act, 2013 and in whose respect the Company has received a written notice from a member proposing his candidature for appointment as an Independent Director, shall continue and be and is hereby appointed as an Independent Director to hold office for a term of 5 (five) consecutive years upto the conclusion of the 82nd Annual General Meeting of the Company in the calendar year 2019 and shall not be liable to retire by rotation."

6. As an Ordinary Resolution

"RESOLVED THAT Mr. Anup N. Kothari (DIN 00294737), already an Independent Director pursuant to clause 49 of the Listing Agreement and who is eligible to continue as an Independent Director pursuant to Section 149 and all 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) read with Schedule IV of the Companies Act, 2013 and in whose respect the Company has received a written notice from a member proposing his candidature for appointment as an Independent Director, shall continue and be and is hereby appointed as an Independent Director to hold office for a term of 5 (five) consecutive years upto the conclusion of the 82nd Annual General Meeting of the Company in the calendar year 2019 and shall not be liable to retire by rotation."

7. As an Ordinary Resolution

"RESOLVED THAT Dr. Lalit Bhasin (DIN 00001607), already an Independent Director pursuant to clause 49 of the Listing Agreement and who is eligible to continue as an Independent Director pursuant to Section 149 and all 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) read with Schedule IV of the Companies Act, 2013 and in whose respect the Company has received a written notice from a member proposing his candidature for appointment as an Independent Director, shall continue and be and is hereby appointed as an Independent Director to hold office for a term of 5 (five) consecutive years upto the conclusion of the 82nd Annual General Meeting of the Company in the calendar year 2019 and shall not be liable to retire by rotation."



8. As an Ordinary Resolution

"RESOLVED THAT Ms. Bina Modi (DIN 00048606), who was appointed as an Additional Director of the Company with effect from April 7, 2014, and who in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

9. As an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Article 9 of the Articles of Association of the Company or any other law for the time being in force and subject to such other approval(s) and consent(s) of such authority(ies) as may be required, each and every one of the Equity Shares of the Company of the nominal value of Rs.10/- fully paid up be and is hereby divided into 5 Equity Shares of Rs.2/- each fully paid-up.

RESOLVED FURTHER THAT the existing Clause 5 of the Memorandum of Association of the Company relating to the Share Capital, be and is hereby deleted and in its place the following Clause 5 be substituted:

- '5 The Authorised Share Capital of the Company is Rs.25,00,00,000 (Rupees Twenty Five Crores only) divided into 12,20,00,000 (Twelve Crore Twenty Lacs) Equity Shares of Rs.2/-(Rupee Two) each and 60,000 (Sixty Thousand) Preference Shares of Rs.100/- (Rupees One Hundred) each with rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

RESOLVED FURTHER THAT the existing issued, subscribed and fully paid up Equity Share Capital of the Company comprising of 1,03,98,784 (One Crore Three Lacs Ninety Eight Thousand Seven Hundred Eighty Four) Equity Shares of the face value of Rs.10/- (Rupees Ten) each aggregating to Rs.10,39,87,840 (Rupees Ten Crores Thirty Nine Lacs Eighty Seven Thousand Eight Hundred Forty only) be sub-divided into 5,19,93,920 (Five Crores Nineteen Lacs Ninety Three Thousand Nine Hundred Twenty) fully paid-up Equity Shares of the face value of Rs. 2/- (Rupees Two) each aggregating to Rs. 10,39,87,840/- (Rupees Ten Crores Thirty Nine Lacs Eighty Seven Thousand Eight Hundred Forty only).

RESOLVED FURTHER THAT the Board of directors of the Company ("the Board", which expression shall also include a duly constituted Committee thereof) be and is hereby authorised to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including but not limited to delegate all or any of the power vested in the Board to any Director(s) or official(s) of the Company, to fixing of the record date as per the requirement of the Listing Agreement, execution of all necessary documents with the Stock Exchanges and the Depositories and/or any other relevant statutory authority(ies), if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the subdivision of the equity shares as aforesaid or for any matter connected herewith or incidental hereto."

10. As a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, be and are hereby altered by substituting the existing Article 3 by the following new Article 3:

3. The Share Capital of the Company is Rs.25,00,00,000 divided into 60,000 Preference Shares of Rs. 100/- each and 12,20,00,000 Equity Shares of Rs. 2 each. The said Preference Shares shall confer the right in respect of the financial year ended 31st March, 1992 and for each subsequent year or



other period to a fixed cumulative preferential dividend at the rate of 14 percent per annum on the capital for the time being paid-up thereon, subject to deduction therefrom of income-tax at the rate of income tax payable by the Company on its profits and further subject to such deduction of tax at source in respect of tax payable by the shareholders as required by Section 194 of the Income tax Act, 1961, or any statutory modification or replacement thereof or by any Finance Act or any other Act or Rule or Regulation for the time being in force and the right in a winding-up to payment of capital and arrears of dividend, whether declared or not, upto the commencement of the winding-up in priority to the Equity Shares, but shall not confer any further right to participate in profits or assets.

RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board", which expression shall also include a duly constituted Committee thereof) be and is hereby authorised to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution."

11) As a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 and Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the existing Article 106 of the Articles of Association of the Company, be and is hereby substituted by a new Article 106 as per text below:

'106. Subject to the provisions of Section 197 of the Companies Act, 2013, the remuneration payable to the Directors of the Company may be as hereinafter provided. The remuneration of each Director for his services shall be Rupees One Lakh for attending each Meeting of the Board or a duly constituted Committee thereof. The Directors or any one or more of them shall be paid such further remuneration (if any) as the Company in General Meeting has determined or shall from time to time determine'."

New Delhi : August 2, 2014 REGISTERED OFFICE:

'Macropolo Building', Ground Floor,
Next to Kala Chowky Post Office,
Dr. Babasaheb Ambedkar Road,
Lalbaug, Mumbai - 400 033

**By order of the Board
for Godfrey Phillips India Limited**

**Sanjay Gupta
Company Secretary**

Notes:

1. The Register of Members and Share Transfer Register of the Company shall remain closed from 17th September, 2014 to 23rd September, 2014 (both days inclusive) for the purpose of payment of dividend for the year ended 31st March, 2014.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. Proxy Form, in order to be effective, shall be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy form is annexed to this Notice. Proxy forms submitted on behalf of the limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. Dividend when declared, will be paid from 29th September, 2014 to those members of the Company whose names appear on the Register of Members on 23rd September, 2014 after giving effect to all the valid transfers in physical form lodged on or before the close of business hours on 16th September, 2014. In respect of shares held in electronic form, dividend will be payable on the basis of beneficial ownership as at the close of business hours on 16th September, 2014 as per details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.



4. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. Members are, therefore, requested to dematerialize their shareholding to avoid any inconvenience.
5. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their name, address, bank details, ECS mandate, nominations, power of attorney, email ID etc. to their depository participants only and not to the Company or its Registrars and Transfer Agents. The said intimation will be automatically reflected in the Company's records.
6. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, all unpaid or unclaimed dividends upto the financial years 1993-94 have been transferred to the General Revenue Account of the Central Government. Further, pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 as amended, all unpaid or unclaimed dividends for the financial years 1994-95 to 2005-06 have already been transferred by the Company to the credit of the Investor Education & Protection Fund established by the Central Government. Unclaimed dividend for the financial years 2006-07 and 2007-08 would become due for transfer sometime in October, 2014 and October, 2015, respectively.

Members are requested to write to the Registrars and Transfer Agents of the Company to obtain payment of any dividend which might be lying unclaimed in their account with the Company before those are transferred to the Investor Education & Protection Fund referred to as above. It may be noted that as per the law the members shall not be able to claim any amount of unclaimed dividends once it is transferred to the credit of the Investor Education & Protection Fund of the Central Government.

7. Members may please note that the Registrars & Transfer Agents (RTA) of the Company, M/s. SHAREPRO SERVICES (INDIA) PVT. LTD. operate from their office at 13 AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (E), Mumbai – 400 072 and members are requested to contact them for any investor related services in respect of the Company at this address or at their Investors' Relation Centre located at 912, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai – 400 021. Their telephone and fax nos. and e-mail address are as under :

Main Office at Andheri (E), Mumbai
Tel. No.: 022-67720300, 67720400
Fax No. : 022-28591568
e-mail: sharepro@shareproservices.com

Investors' Relation Centre at Nariman Point,
Mumbai
Tel. No. : 022-66134700
e-mail: sharepro@shareproservices.com

8. The Statement of Profit and Loss for the financial year ended 31st March, 2014, the Balance Sheet as at that date, the Auditors' Report, the Directors' Report and all other documents annexed or attached to the Balance Sheet, are available for inspection by Members at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on working days upto the date of this AGM. Members may also visit the Company's website www.godfreyphillips.com for viewing various financial information including the quarterly results and annual report of the Company.

As a part of its 'Green initiative' in the Corporate Governance and pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the relevant Rules issued thereunder, companies can serve annual report and other communications through electronic mode to those shareholders who have registered their e-mail address either with the company or with its depository participant. Therefore, electronic copy of the annual report along with the Notice is being sent to all those members whose e-mail addresses are registered with the Company/Depository Participant unless a member has requested for a physical copy of the same.

9. Vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013, the SEBI has instructed all the companies to use electronic mode of payment to the investors. Companies whose securities are listed on Stock Exchanges are directed to use, either directly or through their RTI & STA, any Reserve Bank of India approved electronic mode of payment such as ECS [LECS (Local ECS) / RECS (Regional ECS) / NECS (National ECS)], NEFT etc.

Members, who have not yet submitted their requisite bank account details, are once again requested to kindly provide these details latest by 10th September, 2014, by quoting their reference folio number(s) if shares are held in physical form.



If shares are held in dematerialised form, Members may kindly provide the requisite bank account details to their Depository Participant to ensure that dividend payment is correctly credited to their account.

10. Brief resume of the Directors proposed to be appointed/re-appointed containing details such as nature of their expertise in specific functional areas, names of the Companies in which they hold directorships of the Board and memberships/chairmanships of the Committee(s), shareholding and relationship between directors inter-se, as stipulated in clause 49 of the Listing Agreement with the Stock Exchanges, forms a part of the Notice. The Directors concerned have furnished requisite consents/declarations for their appointment/re-appointment.
11. The Securities and Exchange Board of India (SEBI) has directed that it shall be mandatory to furnish a copy of the PAN card to the Companies/ or its RTA for registration of transfer/transmission/transposition of shares in relation to the securities market transaction and off market/private market transaction in physical form. Hence, all prospective shareholders acquiring shares in physical form are requested to provide a copy of the PAN card along with their request for registration of transfer /transmission/transposition of shares sent by them.
12. The address of the registered office of Company is as detailed hereunder:

Godfrey Phillips India Limited
'Macropolo Building', Ground Floor,
Next to Kala Chowky Post Office,
Dr. Babasaheb Ambedkar Road,
Lalbaug, Mumbai - 400 033
Telephone No. : 022- 61952300
Fax No. : 022 – 61952319

Members are requested to bring their copy of Annual Report along with them at the Annual General Meeting. No copies of the report will be distributed at the meeting.

Instructions for E-Voting

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to physical voting to all Members of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable Members to cast their votes electronically. E-voting is optional for Members.

(a) In case of Members (whose email IDs are registered with their Depository Participant(s)) receiving an e-mail from NSDL:

- (i) Open the PDF file attached to the e-mail that contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Insert User ID and Initial Password as noted in step (i) above and click 'Login'
- (v) Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
- (vi) Home page of e-voting will open. Click on e-voting – Active Voting cycles.
- (vii) Select 'EVEN' (E-voting Event Number) of Godfrey Phillips India Limited.
- (viii) Now you are ready for e-voting as 'Cast Vote' page opens.



- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote

(b) In case of Members receiving physical copy of the Notice of Annual General Meeting (AGM) and Attendance Slip

- (i) Initial Password is provided, as follows, at the bottom of the Attendance Slip.

EVEN (Electronic Voting Event Number)	User ID	Password/PIN
Provided in the Electronic Voting Particulars Portion of the Attendance Slip		

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xi) above described for members with e-mail addresses, to cast vote.
- (iii) In case of any queries, please refer to the Frequently Asked Questions (FAQs) and the e-voting user manual for members available in the 'Downloads' section of <http://www.evoting.nsdl.com>. You can also contact NSDL via email at evoting@nsdl.co.in

General Instructions:

- (i) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- (ii) The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of 12th August, 2014.
- (iii) Member(s) can opt for only one mode of voting i.e. either physical voting through ballot or e-voting. In case a member has used both means then vote cast by e-voting will alone be treated as valid.
- (iv) The facility of e-voting shall commence at 9.00 a.m. on Tuesday, 16th September, 2014 and shall remain open upto 5.00 p.m. on Thursday, 18th September, 2014. Members will not be able to cast their votes after 5.00 p.m. on 18th September, 2014.
- (v) Mr. V. Ramachandran (Membership no. ACS 7731, CP No. 4731), proprietor, V. R. Associates, Company Secretaries, G5/3, Jai Padma, Bangur Nagar, Goregaon (west), Mumbai - 400 104, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (vi) Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, etc. together with attested specimen signature of the person(s) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizergpi@gmail.com with a copy marked to evoting@nsdl.co.in.
- (vii) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of atleast two witnesses, not being the persons in the employment of the Company and make a Scrutinizer's report of the votes cast in favour of or against and submit the same forthwith to the Chairman of the Company.
- (viii) The results declared along with the Scrutinizer's report shall be placed on the Company's website www.godfreyphillips.com within two days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5 to 7

As per the provisions of Section 149 of the Companies Act, 2013, the Independent Directors shall be appointed for not more than two consecutive terms of five years each and shall not be liable to retire by rotation. Further, as per revised clause 49 of the Listing Agreement, a person who has already served as an independent director for five years or more in a company as on October 1, 2014, shall be eligible for appointment, on completion of his present term, for one more term of up to five years only. Also, MCA vide its circular dated June 9, 2014, has clarified that if the existing Independent Directors are to be appointed under the Companies Act, 2013, the Company would be required to appoint them within a period of one year from April 1, 2014.

Present Independent Directors of the Company namely Mr. R.A. Shah, Mr. Anup N. Kothari and Dr. Lalit Bhasin, being eligible, have offered themselves for appointment as Independent Directors. On 4th July, 2014, the Nomination and Remuneration Committee recommended to appoint them as Independent Director under section 149 of the Companies Act, 2013 to hold office for one more consecutive term of 5 (five) years upto the conclusion of the 82nd Annual General Meeting of the Company to be held in the calendar year 2019.

A brief profile along with other details of all the above Directors is given below:

Name of the Director	Mr. R.A. Shah
Director Identification Number	00009851
Date of joining the Board	07/06/1969
Qualification	Solicitor
Profile of the Director	<ul style="list-style-type: none"> - Leading Solicitor and Senior Partner of M/s. Crawford Bayley & Co., Solicitors & Advocates, Mumbai - Specialises in a broad spectrum of Corporate Laws in general with special focus on Foreign Investments, Joint Ventures, Technology and Licence Agreement, Intellectual Property Rights, Mergers and Acquisitions, Industrial Licensing, Anti Trust and Competition Law. - Member of the Managing Committee of Bombay Chamber of Commerce - Member of Indo German Chamber of Commerce. - President of Society of Indian Law Firms (Western Region)
Directorships and Committee memberships in other companies*	<ol style="list-style-type: none"> 1) Clariant Chemicals (India) Ltd. (Chairman of the Board and Audit Committee) 2) Pfizer Limited (Chairman of the Board and Audit Committee) 3) Procter & Gamble Hygiene and Healthcare Limited (Chairman of the Board and Audit Committee) 4) Colgate-Pamolive India Ltd. (Vice- Chairman of the Board and Chairman of Audit Committee) 5) Abbott India Ltd. (also a member of Audit Committee) 6) The Bombay Dyeing & Mfg. Co. Ltd. (also a member of Audit and Remuneration Committee) 7) BASF India Ltd. 8) Century Enka Ltd. (also a member of Audit Committee and Chairman of Remuneration Committee) 9) Deepak Fertilizers & Petrochemicals Corpn. Ltd. 10) Lupin Ltd. (also a member of Remuneration & Compensation Committee) 11) Wockhardt Ltd. (also a member of Audit Committee) 12) Atul Ltd. <p>He is holding 4000 shares in the Company.</p>



Name of the Director	Dr. Lalit Bhasin
Director Identification Number	00001607
Date of joining the Board	31/03/1986
Qualification	B.A.(Hons.), LL.B., FCI Arb
Profile of the Director	<ul style="list-style-type: none"> - Is a distinguished lawyer with over five decades of law practice - Heads the law firm of Bhasin & Co. having its offices at Delhi & Mumbai - Chairman, Film Certification Appellate Tribunal - President, Society of Indian Law Firms - Past President, Inter Pacific Bar Association - Chairman, Chartered Institute of Arbitrators, India Chapter - Chairman, Services Export Promotion Council - Vice President, The Bar Association of India - Executive President, India Law Foundation - President, Indian Society for Afro Asian Studies - Honorary Life Member, International Bar Association - Chairman, PHD Chamber of Commerce & Industry Committee on Corporate Affairs - Chairman, CII National Task Force on Dispute Resolution - Member, Management Committee, The Sagar School, Rajasthan - was awarded Doctor of Laws (LL.D.) Honoris Causa by Jaipur University in 2013 - Has received several awards including the Indira Gandhi National Unity Award, Award for Excellence in Professionalism by Institute of Marketing and Management, Indira Gandhi Priyadarshini Award, Award of distinction by International Bar Association, National Award for excellence by All India Lawyers Forum for Civil Liberties, Award of Honour from the Prime Minister of India for services to the Legal Profession and Commitment to the Rule of Law in December 2001 and National Law Day Award 2007 given by the President of India for Outstanding contribution in the development of the Bar in India and for deep involvement and conscientious engagement in the maintenance of the highest standards at the Bar. - Has authored several books on diverse subjects. - Is a Trustee of Jawaharlal Nehru Memorial Fund and India Foundation for the Arts
Directorships and Committee memberships in other companies*	<ol style="list-style-type: none"> 1) Bharat Hotels Ltd. (also a member of Audit Committee) 2) Modicare Ltd. 3) Apollo Zipper India Ltd. 4) Urban Infrastructure Trustees Ltd. 5) Ansal Properties and Infrastructure Ltd. (also a member of Remuneration and Shareholders' Grievance Committee) 6) Omax Autos Ltd. 7) Asian Hotels (North) Ltd. (also Chairman of Audit and Remuneration Committee and member of Shareholders' Grievance Committee) 8) Asian Hotels (West) Ltd. (also Chairman of Remuneration Committee and member of Audit and Shareholders' Grievance Committee) 9) Leading Hotels Ltd. (also a member of Audit Committee) 10) United Breweries Holdings Ltd. (also a member of Audit Committee) <p>He is holding 400 shares in the Company.</p>



Name of the Director	Mr. Anup N. Kothari
Director Identification Number	00294737
Date of joining the Board	15/03/1989
Qualification	B.Arch., F.I.I.A
Profile of the Director	<ul style="list-style-type: none"> - Graduated in Architecture from Baroda University in 1965. - Worked in Sweden on Hospital and various projects. - On return to India, joined a leading firm of Architects and has since been closely associated with various projects relating to multiplex, cinema halls, universities, embassies, etc. - Is a member of Council of Architecture and Indian Institute of Architects.
Directorships and Committee memberships in other companies*	1) International Research Park Laboratories Ltd. 2) Samkap Chemicals Ltd. He is holding 1200 shares in the Company.

*Directorships and Committee memberships in the Company and its Committees are not included in the aforesaid disclosure. Also, alternate directorship, directorships in Private Limited Companies, Foreign Companies and Section 8 companies and their Committee memberships are excluded.

Notices have been received from a member proposing their candidature for the office of Independent Directors of the Company. In the opinion of the Board, all these Directors fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Directors of the Company and accordingly the Board recommends their appointment by members as per Resolutions set out at item no. 5 to 7.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except Directors for their respective appointment, are concerned or interested in these Resolutions.

Item No. 8

Pursuant to the second proviso to Section 149(1) of the Companies Act, 2013, read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors at their meeting held on 7th April, 2014, appointed Ms. Bina Modi (wife of Mr. K.K. Modi and mother of Mr. Lalit Kumar Modi & Mr. Samir Kumar Modi, Directors of the Company) as an Additional Director in terms of Section 161 of the Companies Act, 2013, to hold office upto the date of this Annual General Meeting. The Company has received notice pursuant to Section 160 of the Companies Act, 2013 from a member proposing her candidature for appointment as a Director.

Brief profile of Ms. Bina Modi is given hereunder:

Name of the Director	Ms. Bina Modi
Director Identification Number	00048606
Date of joining the Board	07/04/2014
Profile of the Director	Bina Modi is a Businesswoman with interests in the multiple areas. She has founded and built several successful brands including the 'Ego' chain of Specialty Restaurants, Bina Fashions, Dessange Salon and Beacon Travels. With her deep understanding of the K.K. Modi Group's intrinsic strengths and potential, she plays a key role in aligning the core leadership team towards achieving the Group's goals. She is currently leading the initiative to develop the next generation of leaders to enable succession planning for the Group.
Directorships and Committee memberships in other companies*	Quick Investment (India) Ltd.

*Directorships and Committee memberships in the Company and its Committees are not included in the aforesaid disclosure. Also, alternate directorship, directorships in Private Limited Companies, Foreign Companies and Section 8 companies and their Committee memberships are excluded. She is not holding any share in the Company.

No Director other than Ms. Bina Modi, Mr. K.K. Modi, Mr. Lalit Kumar Modi and Mr. Samir Kumar Modi and Key Managerial Personnel or their relatives are concerned or interested in the proposed resolution.

The Board recommends the Resolution set out at item no. 8 for approval of Members.



Item No. 9 and 10

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). With a view to improve liquidity of the Company's shares in the stock market and to make it affordable to the small investors, the Board at its meeting held on 28th May, 2014, considered it desirable to sub-divide the nominal value of the equity share capital of the Company from Rs.10/- per share to Rs.2/- per share.

Consequent upon the sub-division, the existing Clause 5 of the Memorandum of Association and Article 3 of the Articles of Association of the Company need to be amended.

Accordingly, the Board recommends the Resolutions as set out at item no. 9 & 10 for approval of Members.

Upon passing of these Resolutions, old certificates for shares held in physical form will be cancelled on the record date and the new share certificates will be sent to the shareholders. In case the shares are held in dematerialized form, the sub-divided shares will be directly credited to the shareholders' demat account on the record date in lieu of the existing shares.

A copy of the Memorandum and Articles of Association of the Company along with proposed amendments is available for inspection by Members at the registered office of the Company during working hours between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and Public holidays.

None of the Directors or Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested in the resolutions at Item Nos. 9 & 10, except to the extent of the Company's shares held by them.

Item No. 11

Pursuant to the provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the ceiling on remuneration payable to a Director by way of sitting fees for attending meeting of the Board or a duly constituted Committee thereof, stands increased to a sum not exceeding Rs. 100,000/- per meeting.

Considering that the Directors are required to contribute their valuable time and efforts in significant measure in attending the meetings of the Board and /or committees thereof, your Directors have felt it desirable to amend Article 106 in the Articles of Association of the Company by increasing the sitting fee to Rs. 100,000/- for attending each meeting of the Board or a duly constituted Committee thereof.

All Independent Directors and Ms. Bina Modi, alone are directly and Ms. Bina Modi's relatives on the Board are indirectly concerned or interested in the proposed resolution.

The Board recommends the resolution set out at item no. 11 for approval of Members.

New Delhi : August 2, 2014

REGISTERED OFFICE:

'Macropolo Building', Ground Floor,
Next to Kala Chowky Post Office,
Dr. Babasaheb Ambedkar Road,
Lalbaug, Mumbai - 400 033

**By order of the Board
for Godfrey Phillips India Limited**

**Sanjay Gupta
Company Secretary**



GODFREY PHILLIPS
— INDIA LIMITED —

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Godfrey Phillips India Limited

CIN: L16004MH1936PLC008587

Registered Office: 'Macropolo Building', Ground Floor, Next to Kala Chowky Post Office, Dr. Babadaheb Ambedkar Road, Lalbaug, Mumbai – 400 033
Phone: 022-61952300 Fax: 022-61952319 Email :isc-gpi@modi.com Website : www.godfreyphillips.com

Name of the Member(s)	
Registered address	
Email ID	
Folio No./ Client ID	
DP ID	No. of Shares

I/We, being the member(s) of..... shares of the above named Company, hereby appoint:

1. Name		Signature	
Address			
Email ID			
Or failing him/her			
2. Name		Signature	
Address			
Email ID			
Or failing him/her			
3. Name		Signature	
Address			
Email ID			

As my/ our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 77th Annual General Meeting of the Company, to be held on Tuesday, 23rd September, 2014 at 03:00 p.m. at Rama Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai – 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For*	Against*
	Ordinary Business		
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors thereon		
2.	Declaration of dividend on equity shares		
3.	Re-appointment of Mr. Lalit Kumar Modi who retires by rotation and being eligible, offers himself for re-appointment.		
4.	Appointment of Deloitte Haskins & Sells, Chartered Accountants as Auditors of the Company for three years i.e. from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2017 and fixing their remuneration		
	Special Business		
5.	Appointment of Mr. R.A.Shah as an Independent Director		
6.	Appointment of Mr.Anup N. Kothari as an Independent Director		
7.	Appointment of Dr. Lalit Bhasin as an Independent Director		
8.	Appointment of Ms. Bina Modi as a Non-Executive Director		
9.	To approve the Subdivision of equity shares of Rs.10 each into 5 equity shares of par value of Rs. 2/- each fully paid up and consequently amending Capital Clause of Memorandum of Association of the Company.		
10.	Special Resolution for Substitution of Article 3 of the Articles of Association of the Company with new article on account of subdivision of equity shares of Rs.10 each into 5 equity shares of par value of Rs. 2/- each fully paid up.		
11.	Special Resolution for Substitution of Article 106 of the Articles of Association of the Company with a new article to Increase the Limits of sitting fees payable to Directors.		

Signed this..... day of 2014

Signature of Member

Affix
Revenue
Stamp

Signature of Proxy

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company, not less than 48 hours before the commencement of the Meeting.
- A person can act as a proxy on behalf of Members, not exceeding fifty, and holding in the aggregate not more than 10% of the total share Capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting Rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

* It is optional to put an 'X' in the appropriate column against the resolution indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/ she deems appropriate.