

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
Email : isc-gpi@modi.com Website : www.godfreyphillips.com



GODFREY PHILLIPS
—INDIA LIMITED—

NOTICE

NOTICE is hereby given that the **Seventy-Ninth Annual General Meeting of Godfrey Phillips India Limited will be held at Y.B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana) Mumbai – 400 021 on Monday, the 26th September, 2016 at 03:00 P.M.** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt:
 - a. the 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. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016.
2. To declare dividend on Equity Shares for the year ended 31st March, 2016.
3. To appoint a director in place of Mr. R. A. Shah (DIN 00009851) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mrs. Bina Modi (DIN 00048606) who retires by rotation and being eligible, offers herself for re-appointment.
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm’s Registration No. 015125N), as the Statutory Auditors of the Company, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration plus applicable service tax and reimbursement of out-of-pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

Special Business

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

6. As an Ordinary Resolution

“RESOLVED THAT Mr. Ruchir Kumar Modi (DIN 07174133), who was appointed as an Additional Director (Non-Executive Director) of the Company with effect from March 19, 2016 and who, in terms of Section 161(1) of the Companies Act, 2013 (the ‘Act’) (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 a notice in writing from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.



RESOLVED FURTHER THAT the approval of the members be and is hereby accorded for payment of remuneration by way of commission on a quarterly basis, to Mr. Ruchir Kumar Modi, Non-Executive Director of the Company, a sum @ Rs. 1,50,00,000 (Rupees One crore fifty lacs) per annum, subject to a maximum of one percent (1%) of the net profit of the Company during any financial year computed in the manner laid down in section 198 of the Companies Act, 2013, for a period of three years with effect from 1st July, 2016.

RESOLVED FURTHER THAT Mr. Ruchir Kumar Modi during the tenure of his appointment shall be entitled to reimbursement of all expenses incurred by him in connection with the business of the Company, including provision of a mobile telephone connection in India and travel related expenses.

RESOLVED FURTHER THAT the Directors and Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

7. As an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration Number - 00239), appointed as Cost Auditors for conducting audit of the cost accounting records of 'Tea' business of the Company for the Financial Year ending 31st March, 2017 be paid a remuneration, not exceeding Rs.2.50 lacs (Two lacs fifty thousand only) plus service tax as applicable and re-imburement of out of pocket expenses incurred by them in connection with the aforesaid audit."

8. As a Special Resolution

"RESOLVED THAT pursuant to provisions of Section 94(1) and other applicable provisions of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014 and any other applicable Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company for keeping the Register of Members of the Company and the respective Register of Debenture holders and other security holders, if any, maintained under Section 88 of the Companies Act, 2013 together with the Index of Members and/or Debenture holders/other security holders, and copies of Annual Returns of the Company filed under Section 92 of the Companies Act, 2013, at the office of the Registrar and Share Transfer Agents of the Company, viz., M/s. LINK INTIME INDIA PVT. LTD. at C- 13 Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai- 400078 and at such places within Mumbai in the State of Maharashtra where the Registrar and Share Transfer Agent may shift its office from time to time, instead of keeping such Register of Members and copies of Annual Returns including Register of Debenture holders/other security holders, if any, at the Registered Office of the Company."

New Delhi : August 16, 2016
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
Membership No.7545



Notes:

1. The Register of Members and Share Transfer Register of the Company shall remain closed from September 20, 2016 to September 26, 2016 (both days inclusive) for the purpose of payment of dividend for the year ended 31st March, 2016.
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. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of Items 6 & 7 is annexed to the Notice of the meeting.
4. Dividend when declared, will be paid from September 30, 2016 to those members of the Company whose names appear on the Register of Members on September 26, 2016 after giving effect to all the valid transfers in physical form lodged on or before the close of business hours on September 19, 2016. 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 September 19, 2016 as per details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
5. 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.
6. 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 Registrar and Transfer Agents. The said intimation will be automatically reflected in the Company's records.
7. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, all unpaid or unclaimed dividends for 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 2007-08 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 2008-09 and 2009-2010 would become due for transfer sometime in October, 2016 and October, 2017, respectively



Members are requested to write to the Registrar 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.

8. Members may please note that the Registrar and Transfer Agents (RTA) of the Company, M/s. LINK INTIME INDIA PVT. LTD. operate from their office at C- 13 Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai- 400078 and members are requested to contact them for any investor related services in respect of the Company at this address or at their Delhi office located at 44, Community Centre, 2nd floor, Naraina Ind Area Phase I, Near PVR Naraina, New Delhi 110028. Their telephone and fax nos. and e-mail address are as under :

Main Office at Bhandup (W), Mumbai

Tel. No. : 022- 25946970

Fax No. : 022- 25946969

e-mail: rnt.helpdesk@linkintime.co.in

Delhi office at Naraina Ind Area, Phase I, New Delhi

Tel. No. : 011- 41410592/93/94

Fax No : 011- 41410591

e-mail: delhi@linkintime.co.in

9. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed under the Companies Act, 2013 can be obtained from the Registrar and Transfer Agents.
10. The Statement of Profit and Loss for the financial year ended 31st March, 2016, 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 and Corporate Office of the Company between 11:00 a.m. and 1:00 p.m. on working days up to 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.

11. 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 12th September, 2016, 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.



12. 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 Regulation 36(3) of the SEBI (LODR) Regulations, 2015 have been given in the Corporate Governance Report and shall be deemed to form part of this Notice. The Directors concerned have furnished requisite consents/declarations for their appointment/re-appointment.
13. SEBI has directed that it shall be mandatory to furnish a copy of the PAN card to the Company 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.
14. 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
15. **Voting through electronic means:** Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide to its Members, the facility to exercise their vote through electronic means i.e. 'remote e-voting' on resolutions proposed to be passed at this Annual General Meeting.

The facility for voting through ballot papers will also be provided at the Annual General Meeting. The Members attending the Meeting who have not cast their vote earlier by remote e-voting shall be entitled to vote at the Meeting. A Member can participate in the Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Meeting.

Complete instructions for remote e-voting including details of login ID, process and manner for generating or receiving the password and for casting vote in a secure manner is given in the remote e-voting Form annexed to this Notice.

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.

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

Item No. 6

On the basis of the recommendations of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Ruchir Kumar Modi as an Additional Director (Non-executive Director) on 19th March, 2016 who holds office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing along with the requisite deposit, from a member proposing his candidature for appointment as a Director of the Company.

Mr. Ruchir Kumar Modi is expected to play an important role in the expansion and development of the Company's international business and in the pursuit of new business opportunities. Considering his entrepreneurial skills and the role he is expected to play for growth of the international business of the Company, the Board of Directors recommended payment to Mr. Ruchir Kumar Modi a remuneration on quarterly basis, by way of commission of Rs. 1,50,00,000/- (Rupees One crore fifty lacs only) per annum for a period of 3 years with effect from 1st July, 2016 in accordance with the provisions of Section 197 of the Companies Act, 2013. In addition to this, the Board also recommended to pay/reimburse him all expenses incurred in connection with business of the Company including provision of a mobile telephone connection in India and travel related expenses.

During the tenure of his appointment with remuneration as above, he will not be entitled to any sitting fees for attending the meetings of the Board of Directors of the Company or any committee thereof.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Ruchir Kumar Modi himself, Mr. K. K. Modi, Mrs. Bina Modi and Mr. Samir Kumar Modi, are deemed to be concerned or interested in the proposed Resolution.

The Board recommends the Resolution set out at Item No. 6 of the notice for approval by the Members.

Profile of Mr. Ruchir Kumar Modi is as under :

Name of the Director	RUCHIR KUMAR MODI
Director Identification Number	07174133
Date of joining the Board	19/03/2016
Qualification	Bachelor's Degree in Global Business Management from the Regent University, London
Profile of the Director	He founded Modi Ventures in the year 2014 to bring the most innovative technology projects to the Indian Market. As a pilot, Modi Ventures has established two joint-ventures, the first being with U-First S.r.l. Italy, which has created a mass scale digital application that prioritizes users in queues at a range of public and private locations and institutions, including airports, stations and other establishments where customer queuing is necessary and the second being a joint venture with an established NBFC to provide an on-line loan service for business and private consumers and contractors. Modi Ventures is close to finalizing an investment in the food and beverages sector in the United Kingdom.
Directorships and Committee memberships in other companies*	-
Number of Shares held in Company	2000
Age	22 years

* Excludes directorships in private limited companies, foreign companies, alternate directorships and also memberships of Managing Committees of various chambers/bodies. Represents memberships/chairmanships of Audit Committee and Shareholders/Investors Grievances Committee (excluding private companies).



Item No. 7

On the recommendation of the Audit Committee, the Board of Directors of the Company approved the re-appointment of M/s. Chandra Wadhwa & Co., Cost Accountants, as Cost Auditors to conduct the audit of the Cost Accounting Records of 'Tea' business of the Company for the financial year 2016-17.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be approved by the Members of the Company. Accordingly, the Members are requested to approve the remuneration payable to the Cost Auditor for the financial year 2016-17 as set out in the Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the said Resolution.

The Board of Directors recommends the Resolution set out at Item No. 7 of the Notice for approval by the Members.

Item No. 8

Section 94(1) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other Rules framed thereunder allow the Company to keep the Register of Members together with Index of Members and copies of Annual Returns filed by the Company, at a place other than the Registered Office of the Company, if approved by the Members by way of Special Resolution.

Presently more than one - tenth of the total number of Members of the Company are residing in the city of Mumbai in the State of Maharashtra. Accordingly the Board seeks approval of the Members to keep the Register of Members, copies of Annual Returns and all relevant documents/ registers pertaining thereto, maintained by the Company either physically or electronically, at the office of the Registrar & Transfer Agents of the Company — M/s. LINK INTIME INDIA PVT. LTD. located at C- 13 Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai- 400078 who were recently appointed by the Company as its new Registrar & Transfer Agents in place of M/s Sharepro Services India Pvt. Ltd.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in this Resolution.

The Board recommends the Resolution set out at Item No. 8 of the notice for approval by the Members.

New Delhi : August 16, 2016

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
Membership No.7545



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

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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 the above named Company holdingshares of the Company, hereby appoint:

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 79th Annual General Meeting of the Company, to be held on Monday, 26th September, 2016 at 03:00 p.m. at Y. B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana), Mumbai – 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions	For*	Against*
	Ordinary Business		
1.	a. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31 st 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 31 st March, 2016.		
2.	Declaration of dividend on equity shares.		
3.	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 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 Memnners, Index and copies of Annual Returns, etc at a place other than the regd. office of the Company.		

Signed this — day of ———— 2016

Signature of Member ————

Affix
Revenue
Stamp

Signature of Proxy ————

Notes:

- 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 a "✓" 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.



GODFREY PHILLIPS
—INDIA LIMITED—

Godfrey Phillips India Limited

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Dr. Babasaheb Ambedkar Road, Lalbaug, Mumbai – 400 033

Phone: 022-61952300 Fax: 022-61952319

Email : isc-gpi@modi.com Website : www.godfreyphillips.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional slip at the Venue of the meeting

No. of shares held :

Registered Folio No./ DP ID/ Client ID:

I certify that I am a Member / Proxy for the Member of the Company.

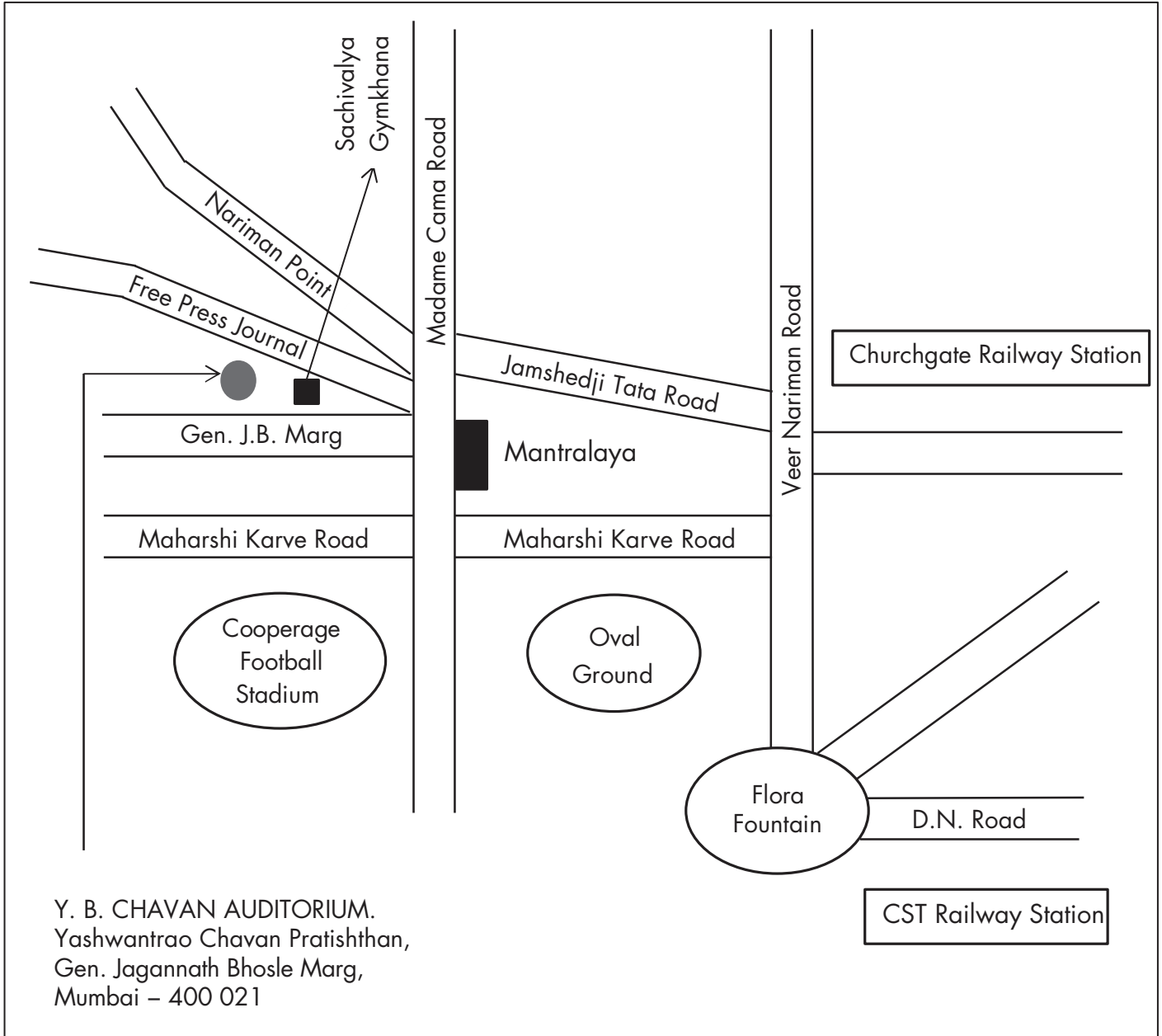
I hereby record my presence at the 79th Annual General Meeting of the Company to be held on Monday, 26th September, 2016 at 03:00 p.m. at Y. B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana), Mumbai – 400 021

.....
Name of the Member/Proxy
(in BLOCK letters)

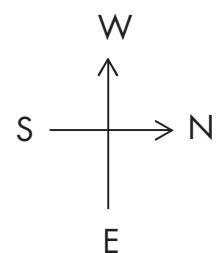
.....
Signature of the Member/Proxy



Route map to the venue of the AGM



Not to scale



**GODFREY PHILLIPS INDIA LIMITED**

CIN: L16004MH1936PLC008587

Regd.off.: 'Macropolo Building', Ground Floor, Next to Kala Chowky Post Office, Dr. Babasaheb

Ambedkar Road, Lalbaug, Mumbai - 400 033. Phone: 022-6195 2300/ Fax : 022-6195 2319

Email: isc-gpi@modi.com / Website: www.godfreyphillips.com**REMOTE E-VOTING FORM**

(Pursuant to Section 108 of the Companies Act, 2013 Read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Serial No.

Name of the sole / first :
named Member
Address :

Registered folio No./
DP & Client ID NO* :
(*applicable to investors
holding shares in
dematerialized from)

No. of Shares held :

Dear Member,

Sub: Voting through electronic means (Remote E-Voting)

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 Read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Godfrey Phillips India Limited ("the Company") is pleased to provide to its Members, the facility to exercise their vote through electronic means i.e. 'remote e-voting' on resolutions proposed to be passed at the 79th Annual General Meeting scheduled to be held on Monday, September 26, 2016 at 3.00 p.m.

The Company has engaged the services of National Securities Depository Limited (NSDL) as agency to provide remote e-voting facilities. The remote e-voting facility is available at the link <https://www.evoting.nsdl.com/>

The remote e-voting particulars are set out below:

REMOTE ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password / PIN
104755		

If you have already registered for e-voting, no password has been provided above. Kindly refer Instruction No. 'II' overleaf.

The e-voting facility will be available during the following voting period:

Commencement of Remote E-voting :	From 9 a.m. (IST) on September 23, 2016
End of Remote E-voting :	Upto 5 p.m. (IST) on September 25, 2016

The Remote E-voting will not be allowed beyond the aforesaid date and time. The E -voting module shall be disabled by NSDL upon expiry of the aforesaid period.

The cut-off date (i.e the record date) for the purpose of remote e-voting is September 19, 2016.

This Communication forms an integral part of the Notice dated August 16, 2016 convening the 79th Annual General Meeting scheduled to be held on Monday, September 26, 2016 at 3.00 p.m.

Please read the instructions printed overleaf before exercising the vote.

The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at www.godfreyphillips.com/financials

By Order of the Board

Sanjay Gupta
Company Secretary
Membership No. : 7545

August 16, 2016
New Delhi

INSTRUCTIONS FOR REMOTE E-VOTING

Members are requested to follow the instructions given below to cast their vote through remote e-voting :

Specific Instructions and process to be followed for remote e-voting:

- A. In case a Member receives an email from NSDL [for members whose email ids are registered with the Company/DepositoryParticipants(s)] :
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting : Active Voting Cycles.
 - (vii) Select "EVEN" of "Godfrey Phillips India Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "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.
 - (xii) Institutional shareholders (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 duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizergpi@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose email ids are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the remote e-voting form for the Annual General Meeting :

EVEN (Remote E-voting Event Number)	USER ID	PASSWORD/PIN
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 - (ii) Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.

General Instructions:

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members, available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password / PIN for casting your vote.
 - III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 19, 2016.
 - V. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 19, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or evoting@linkintime.co.in
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VI. A member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
 - VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.
 - VIII. Mr. V Ramachandran (CP No.4731), Proprietor V. R. Associates Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting (i.e. remote e-voting and physical voting at the Meeting) process in a fair and transparent manner.
 - IX. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
 - X. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall make, within 48 hours of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.godfreyphillips.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National stock Exchange of India Limited & BSE Limited, Mumbai.
 - XII. **Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. September 26, 2016.**