

GODFREY PHILLIPS INDIA LIMITED

Registered Office:
'Macropolo Building', Ground Floor,
Dr. Babasaheb Ambedkar Road, Lalbaug, Mumbai – 400 033
CIN: L16004MH1936PLC008587
Email : isc-gpi@modi-ent.com Website : www.godfreyphillips.com



NOTICE

NOTICE is hereby given that the **Eighty Third Annual General Meeting of Godfrey Phillips India Limited will be held on Tuesday, the 29th September, 2020 at 12:30 PM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM)** 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, 2020, 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, 2020 along with the Auditors report thereon.
2. To confirm the interim dividend paid for FY 2019-20.
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 Mr. Sharad Aggarwal (DIN 07438861) who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

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

5. As a Special Resolution

"RESOLVED THAT pursuant to Section 149, 150 and 152 of the Companies Act, 2013 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Atul Kumar Gupta (DIN 01734070), an Independent Director whose term of directorship ends on conclusion of 83rd Annual General Meeting and in whose respect the Company has received a written notice from a member proposing his candidature for reappointment as an Independent Director, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, to hold office for another term of 5 (five) consecutive years from 20th June, 2020 till 19th June, 2025."

6. As a Special Resolution

"RESOLVED THAT pursuant to Regulation 17(6)(ca) inserted vide Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the members of the Company hereby approve the continuation of payment of remuneration as under to Mr. Ruchir Kumar Modi (DIN 07174133), Non-Executive Director of the Company, for the financial year 2020-21 which remuneration is in excess of fifty percent of the total remuneration payable to all Non-Executive Directors of the Company for the said year.

- I. Commission of Rs. 1,50,00,000/- (Rupees One crore fifty lakhs only) per annum payable on quarterly basis subject to a maximum of 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.



GODFREY PHILLIPS
—INDIA LIMITED—

- II. Payment/reimbursement of expenses, including provision of a mobile telephone connection in India and travel related expenses incurred by him in connection with business of the Company.
- III. He is not entitled to any sitting fees for attending the meetings of the Board of Directors of the Company or any committee thereof."

New Delhi : 22nd August, 2020

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

REGISTERED OFFICE:

'Macropolo Building', Ground Floor,
Dr. Babasaheb Ambedkar Road,
Lalbaug, Mumbai - 400 033

Sanjay Gupta
Company Secretary
Membership No. 7545



Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as 'the MCA Circulars') permitted the holding of the Eighty Third Annual General Meeting (AGM) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the Act), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the Listing Regulations) and the MCA circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Members are requested to send, a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorising their representative to attend the AGM through VC/OAVM on their behalf and vote through remote e-voting. The Resolution shall be sent to the Scrutinizer by email through its registered email address to scrutinizergpi@gmail.com.
4. Link Intime India Pvt. Limited (LIPL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM and e-voting during the AGM.
5. Members may join the AGM through VC/ OAVM by following the procedure which shall be kept open for the Members from 12:15 p.m. i.e. 15 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/ OAVM 15 minutes after the scheduled time to start the AGM. The detailed instructions for participating in the AGM through VC/OAVM are given as a separate attachment to this Notice.
6. Members may note that the VC/OAVM provided by Link Intime, allows participation of 1000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Register of Members and Share Transfer Register of the Company shall remain closed from 28th September, 2020 to 29th September, 2020 (both days inclusive) for the purpose of AGM.
9. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts in respect of Item 5 and Item 6 is annexed to the Notice of the meeting.
10. The Securities and Exchange Board of India (the SEBI) has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company and its Registrar and Transfer Agents (RTA) have stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialization.
11. 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 RTA. The said intimation will be automatically reflected in the Company's records.

12. The requirement to place the matter relating to appointment of Auditors for ratification by members at every AGM is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the AGM held on 15th September, 2017 for a period of five years.

13. (a) Pursuant to the provisions of Section 205A(5) of the erstwhile 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 erstwhile Companies Act, 1956 and Section 124(5) of Companies Act, 2013 as amended, all unpaid or unclaimed dividends for the financial years 1994-95 to 2011-12 have already been transferred by the Company to the credit of the Investor Education & Protection Fund (IEPF) established by the Central Government.

Details of unpaid and unclaimed dividends up to 31st March, 2019 are uploaded on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in.

Further the details of unpaid and unclaimed dividends lying with the Company as on 30th June, 2020 are uploaded on the website of the Company and can be accessed <https://www.godfreyphillips.com/wp-content/uploads/2020/08/Unclaimed-dividends-FY-2012-13-to-2018-19-as-on-30.06.2020.pdf>

(b) Pursuant to the provisions of Section 124 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') including any statutory modification(s) or re-enactment thereof for the time being in force, dividend for the financial year ended 31st March, 2013 and onwards, which remains unpaid or unclaimed for a period of seven (7) years from the date of its transfer to the unpaid dividend account of the Company would be transferred to IEPF within a period of 30 days after expiry of the 7 year period.

Members who have so far not encashed the Dividend Warrants for the above years are advised to submit their claim to the Company's RTA at their address given herein below, quoting their folio number/DP ID and Client ID.

(c) Members are informed that the unclaimed dividend for the financial year 31st March, 2013 shall be transferred to the IEPF somewhere in November, 2020. The Company has already sent across reminders to all such Members at their registered address in this regard.

Further, Members who have not encashed/claimed their dividends in the last seven (7) consecutive years from 2012-13 have been notified to claim the same before the cut off date mentioned in the reminder letter. In case valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules.

14. (a) Adhering to the various requirements set out in the IEPF Rules, as amended, the Company has, during financial year 2019-20, transferred to the IEPF Authority all shares for the Base Year 2011-12 in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more in November, 2019. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link- www.iepf.gov.in.

(b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned Members are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact the RTA for lodging claim for refund of shares and / or dividend from the IEPF Authority.



15. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA.
16. Members may please note that the Company's RTA, M/s. LINK INTIME INDIA PVT. LTD., operate from their office at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 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 Noble Heights, 1st Floor, Plot NH2 C-1 Block LSC Near Savitri Market, Janakpuri, New Delhi - 110058. Their telephone and fax nos. and e-mail address are as under :

Link Intime India Pvt. Limited C-101, 247 Park L.B.S. Marg, Vikhroli (West) Mumbai – 400083	Delhi office at : Noble Heights, 1 st Floor, Plot NH2 C-1 Block LSC Near Savitri Market, Janakpuri, New Delhi
Telephone No: 022-49186270 Fax: 022-49186060 E-mail id: mt.helpdesk@linkintime.co.in	Tel. No. : 011- 41410592 Fax No : 011- 41410591 e-mail: delhi@linkintime.co.in

17. Members holding shares in single name and in 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 RTA.
18. The Statement of Profit and Loss for the financial year ended 31st March, 2020, the Balance Sheet as at that date, the Auditors' Report, the Directors' Report and all other documents mentioned in this notice, 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.
19. In case of joint holders attending the Meeting, only the Member whose name appears first will be entitled to vote.
20. 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 Listing Regulations 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.
21. The address of the registered office of Company is as detailed hereunder:

Godfrey Phillips India Limited
'Macropolo Building', Ground Floor,
Dr. Babasaheb Ambedkar Road,
Lalbaug, Mumbai - 400 033
Telephone No. : 022 - 61952300
Fax No. : 022 - 61952319

22. **Voting through electronic means:** Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as substituted by the Companies



(Management and Administration) Amendment Rules, 2015 and Clause 44 of the Listing Regulations, the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all items of business set forth in this Notice. The detailed instructions for e-voting are given as a separate attachment to this Notice. Members who have cast their vote by remote e-voting prior to the Eighty Third Annual General Meeting may also participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again. Only those Members, who will be present in the AGM through VC/OAVM and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM by following the same procedure as in the remote e-voting.

23. The Company has appointed Mr. V Ramachandran (CP No.4731), Proprietor V. R. Associates Company Secretaries, who, in the opinion of the Board are duly qualified persons, as a Scrutinizer who will scrutinize the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of 48 hours from the date of conclusion of the Meeting, submit his report of the votes cast in favour or against, if any, to the Chairman of the Company and the result of the same will be disclosed forthwith. The Company has appointed Link Intime for the purpose of facilitating the electronic voting.
24. In compliance with the MCA Circulars and the SEBI circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and the Annual Report for 2019-20 will also be available on the Company's website <https://www.godfreyphillips.com/>, and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of the company link Intime India Private Limited, at <https://instavote.linkintime.co.in>.
25. Members holding shares in physical form should inform the Link Intime, RTA of any change in their registered address, mandate/ bank details/e-mail address by submitting their details on https://linkintime.co.in/emailreg/email_register.html. Similarly, Members holding shares in electronic form should inform their Depository Participants (DP) of any change in their registered address, mandate/bank details/e-mail address.
26. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to the Notice.
27. The e-voting period commences on Friday, 25th September, 2020 (9:00 A.M. IST) and ends on Monday, 28th September, 2020 (5:00 P.M. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. Tuesday, 22nd September, 2020 may cast their votes electronically. The e-voting module will be disabled by Link Intime for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. Tuesday, 22nd September, 2020.

The Member(s) requiring any assistance with regard to use of technology for remote e-voting or at any time before or during the 83rd AGM (including e-voting in the 83rd AGM) may contact Mr. Rajiv Ranjan (Assistant Vice-President) at the designated email ID: rajiv.ranjan@linkintime.co.in or contact at 022-49186000.

28. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at enotices@linkintime.co.in. However, if he / she is already registered with LIPL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.



INSTRUCTIONS FOR REMOTE E-VOTING

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>.

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- ▶ Click on **“Sign Up”** under **‘SHARE HOLDER’** tab and register with your following details: -
 - A. User ID:** Enter your User ID
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
 - Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
 - Shareholders/ members holding shares in **physical form** but have not recorded **‘C’** and **‘D’**, shall provide their Folio number in **‘D’** above
- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click **“confirm”** (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on ‘Login’ under **‘SHARE HOLDER’** tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **‘Submit’**.
4. After successful login, you will be able to see the notification for e-voting. Select **‘View’** icon for **‘Godfrey Phillips India Limited’/Event number 200232**
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option **‘Favour / Against’** (If you wish to view the entire Resolution details, click on the **‘View Resolution’** file link).
7. After selecting the desired option i.e. **Favour / Against**, click on **‘Submit’**. A confirmation box will be displayed. If you wish to confirm your vote, click on **‘Yes’**, else to change your vote, click on **‘No’** and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **‘Custodian / Mutual Fund / Corporate Body’**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **‘Custodian / Mutual Fund / Corporate Body’** login for the Scrutinizer to verify the same.



If you have forgotten the password:

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>.

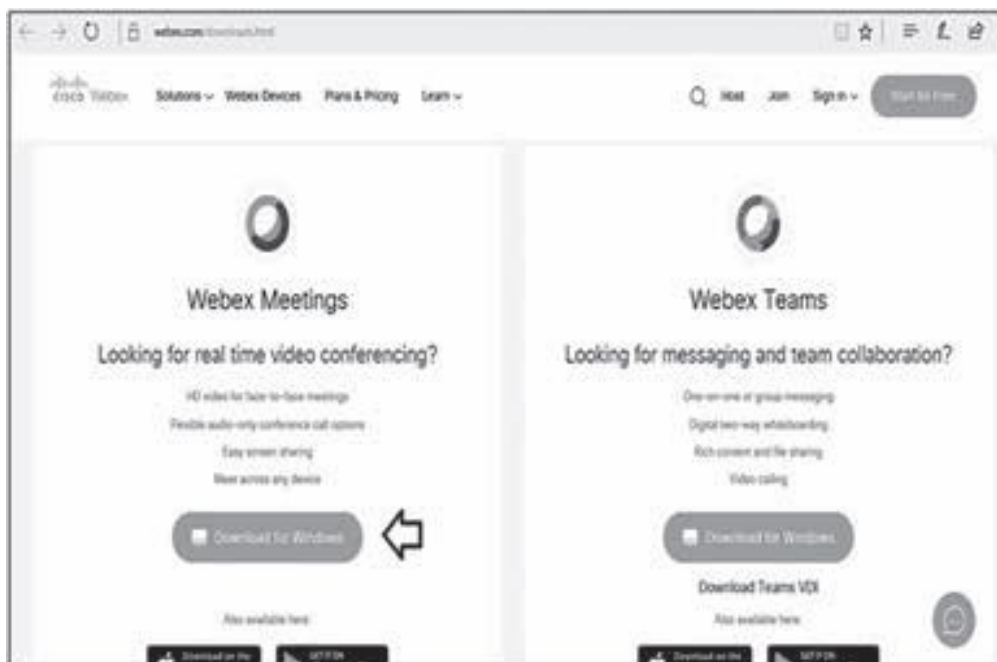
- ▶ Select the "**Company**" and '**Event Date**' and register with your following details: -
 - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No.
 - Shareholders/members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/members holding shares in **physical form** shall provide Folio Number registered with the Company
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.**
 - D. Email ID**
- ▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

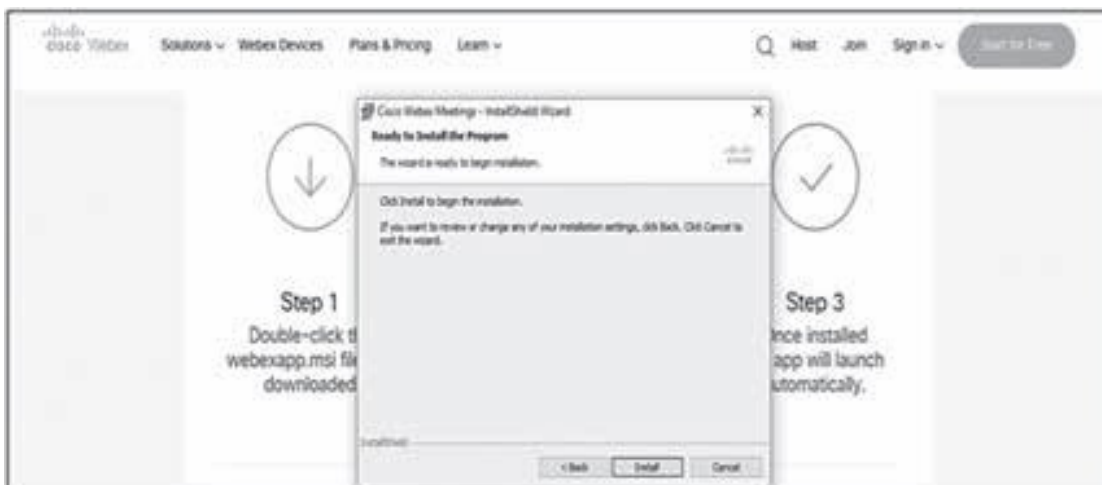
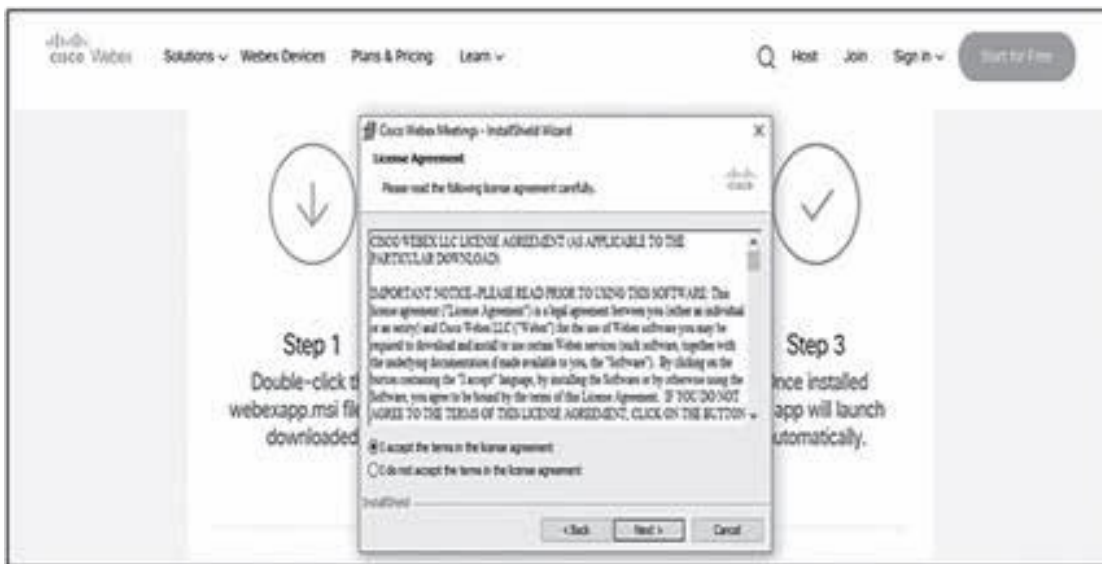
Please refer below instructions for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a. Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>





or

- a. If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <u>Run a temporary application</u> . Click on <u>Run a temporary application</u> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID No./Folio No. and Mobile No. which should reach the Company's email address scrutinizergpi@gmail.com on or before Tuesday, 22nd September, 2020. Questions received by the Company on the aforementioned e-mail ID shall only be taken up during the Meeting and replied by the Company suitably.
2. Members, who would like to ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID No./Folio No. and Mobile No. which should reach the Company's email address scrutinizergpi@gmail.com on or before Tuesday, 22nd September, 2020. Those Members who have registered themselves as a speaker will only be allowed to ask questions during the AGM. Speakers are requested to submit their questions at the time of registration to enable the Company to respond appropriately.

The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM.

3. Shareholders will get confirmation on first come first served basis depending upon the provision made by the Company.



4. Shareholders will receive 'speaking serial number' once they mark attendance for the meeting. Shareholders are requested to speak only when Moderator of the meeting will announce the name and serial number for speaking.
5. Please remember 'speaking serial number' and start your conversation with panellist by switching on audio of your device.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.



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

Item No. 5

The Members of the Company are informed that Mr. Atul Kumar Gupta was appointed by the Board as an Additional Director effective from 20th June, 2015 whose appointment was approved by the Members in the Annual General Meeting held on 29th September, 2015 as an Independent Director of the Company, not liable to retire by rotation for a period of 5 years till the conclusion of 83rd Annual General Meeting. The present term of his appointment shall expire upon the conclusion of 83rd Annual General Meeting to be held on 29th September, 2020.

Further, as per the provisions of Section 149, an Independent Director shall hold office maximum for two consecutive terms of five years each and pursuant to Section 152 of Companies Act, 2013, an Independent Director shall not be liable to retire by rotation. Therefore Mr. Gupta is eligible to be reappointed as an Independent Director of the Company, not liable to retire by rotation, for a further period of 5 years from 20th June, 2020 till 19th June, 2025.

The Board of Directors of the Company at its meeting held on 30th June, 2020, based on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Atul Kumar Gupta as Independent Director of the Company to hold office for another term of 5 (five) years from 20th June, 2020 till 19th June, 2025, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015, as set out in the Resolution relating to his re-appointment. In the opinion of the Board, Mr. Atul Kumar Gupta fulfills the criteria specified under the Act and the SEBI (LODR) Regulations, 2015, for being appointed as Independent Director of the Company.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Atul Kumar Gupta has been received by the Company, and consent has been filed by Mr. Atul Kumar Gupta pursuant to Section 152 of the Act. The Company has also received declaration from him to the effect that he meet the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. In terms of Regulation 25(8) of SEBI (LODR) Regulations, 2015, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director.

Further, during his tenure of appointment, he shall be eligible for sitting fee for attending the meetings of Board and its Committees.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Atul Kumar Gupta himself is concerned or interested in this Resolution.

Your Directors recommend the resolution for your approval.

Brief profile of Mr. Atul Kumar Gupta is as follows:

Name of the Director	Mr. Atul Kumar Gupta
Director Identification Number	01734070
Date of joining the Board	20/06/2015
Qualification	M.Sc (Physics) from Allahabad University, Masters in Social Sciences (Development Administration) from University of Birmingham, U.K.
Profile of the Director	<ul style="list-style-type: none">- Retired IAS Officer (worked as Chief Secretary to the Govt. of U.P. from May 2008 to March, 2011)- Also chaired the 4th State Finance Commission of U.P. from December, 2011 to December, 2014.- Also worked as Infrastructure and Industrial Development Commissioner and Principal Secretary to the State Govt., prior to elevation as Chief Secretary.



Directorships and Committee memberships in other companies*	Yash Pakka Limited (Vice- Chairman and member of Audit Committee)
Number of Shares held in Company	Nil

* 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 Stakeholders' Relationship Committee (excluding private companies).

Item No.6

The Members are informed that pursuant to the AGM held on 26th September, 2016 the Members of the Company had approved payment of remuneration on quarterly basis to Mr. Ruchir Kumar Modi by way of commission of Rs. 1,50,00,000/- (Rupees One crore fifty lakhs 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, which period was further extended for another term of 3 years with effect from 1st July, 2019 at the AGM held on 23rd September, 2019. In addition to this, he is also entitled to payment/reimbursement of expenses incurred in connection with business of the Company including provision of a mobile telephone connection in India and travel related expenses.

He is not entitled to any sitting fees for attending the meetings of the Board of Directors of the Company or any committee thereof and he is the only Non-Executive Director of the company who is getting remuneration from the Company.

Further, pursuant to Regulation 17(6)(ca) inserted vide the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the members by way of special resolution is required every year, if the remuneration payable to a single Non-Executive Director in that year exceeds 50% of the aggregate remuneration payable to all the Non-Executive Directors taken together.

In view of the above, the Nomination & Remuneration Committee and the Board of Directors of the Company in their respective meetings held on 22nd August, 2020 approved continuation of payment of remuneration to Mr. Ruchir Kumar Modi as mentioned above, which remuneration exceeds 50% (Fifty percent) of the total remuneration payable to all Non-Executive Directors of the Company for the Financial Year 2020-21.

Accordingly, approval is being sought by way of special resolution for remuneration payable to Mr. Ruchir Kumar Modi for the Financial Year 2020-21.

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

Your Directors recommend the resolution for your approval.

New Delhi: 22nd August, 2020

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

REGISTERED OFFICE:

'Macropolo Building', Ground Floor,
Dr. Babasaheb Ambedkar Road,
Lalbaug, Mumbai - 400 033

Sanjay Gupta
Company Secretary
Membership No. 7545