

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 Fifth Annual General Meeting of Godfrey Phillips India Limited will be held on Friday, the 26th August, 2022 at 3:00 P.M. (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, 2022, the reports of the Board of Directors and Auditors thereon; and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

And

- b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 along with the Auditors report thereon and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended 31st March, 2022 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

- 2.** To declare dividend on Equity Shares for the year ended 31st March, 2022 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT a dividend at the rate of Rs.28/- (Rupees Twenty Eight only) per equity share of Rs. 2/- (Two rupees) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31st March, 2022 and the same be paid out of the profits of the Company.”

3. As an Ordinary Resolution

“RESOLVED THAT the vacancy caused by the retirement by rotation of Mr. R. A. Shah (DIN 00009851), be not filled by the Company for the time being.”

- 4.** To re-appoint M/s. S.R.BATLIBOI & CO. LLP, Chartered Accountants, (FRN 301003E), as the Statutory Auditors of the Company for another term of 5 (five years) i.e. from the date of conclusion of the ensuing Annual General Meeting till the date of conclusion of the Annual General Meeting to be held in 2027 and to fix their remuneration and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. S.R.BATLIBOI & CO. LLP, Chartered Accountants, (FRN 301003E) be and are hereby re-appointed as the Statutory Auditors of the Company for another term of five years, to hold office from the date of conclusion of this Annual General Meeting until the date of conclusion of the Ninetieth Annual General Meeting of the Company to be held in calendar year 2027, at such remuneration (including reimbursement of out of pocket expenses) as may be mutually agreed to, between the Board of Directors and the Auditors.”



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 the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, and Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), or re-enactment thereof for the time being in force), the Company, based on the recommendation of the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company and in partial modification to the special resolution passed by the shareholders of the Company in this regard through postal ballot on 5th January, 2020, hereby approves payment of remuneration to Dr. Bina Modi (DIN 00048606), President and Managing Director of the Company, with effect from 1st June, 2022 till the current tenure of her appointment which ends on 13th November, 2024 on the principal terms and conditions as set out in the Explanatory Statement annexed to this Notice and also in the draft revised letter of appointment proposed to be issued by the Company to Dr. Bina Modi, a copy whereof duly initialed by the Chairman for the purposes of identification, is placed before the meeting.

RESOLVED FURTHER THAT Dr. Bina Modi will continue to be eligible to the following facilities from the Company for use in the course of the business of the Company which were approved by the special resolution passed by the shareholders of the Company through postal ballot on 5th January, 2020:

- (i) Company maintained car with driver for use for the Company’s business and personal purposes.
- (ii) Telecommunication facility at residence including mobile phone, internet facility and other means of communication facility.
- (iii) Reimbursement of all the actual expenses including entertainment and travelling, incurred during the course of the Company’s business as per the rules of the Company.

RESOLVED FURTHER THAT the aggregate of the remuneration payable to Dr. Bina Modi shall be subject to overall ceiling as prescribed under Section 197(1) and 197(1) (i) of Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto and subject to the approval of the Central Government, if required, such remuneration as aforesaid be paid and provided to Dr. Bina Modi, as minimum remuneration, in the event of absence or inadequacy of profits of the Company in any financial year during her term of office.

RESOLVED FURTHER THAT Dr. Bina Modi shall draw remuneration from the Company in addition to the remuneration drawn from Indofil Industries Limited, provided that the total remuneration drawn by her from both the companies shall not exceed the higher maximum limit admissible from any one of the two companies of which she is the managerial personnel.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, amend, vary or modify the terms and conditions of remuneration as it may deem fit and as may be acceptable to Dr. Bina Modi, subject to the remuneration not exceeding the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the other terms and conditions governing her appointment and remuneration as approved by the special resolution passed by the shareholders of the Company through postal ballot on 5th January, 2020, shall remain unchanged.

RESOLVED FURTHER THAT any Director and Mr. Sanjay Gupta, Company Secretary, be and is hereby authorized to do all statutory filings with the Registrar of Companies, Mumbai, Maharashtra and to do all such acts, deeds and things as may be considered necessary in passing of the said resolution.”

6. As an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or



re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company, the consent of the Company be and is hereby accorded for re-appointment of Mr. Sharad Aggarwal (DIN 07438861), as a Whole-time Director of the Company for a period of five years with effect from 1st October, 2022, on the principal terms and conditions as set out in the Explanatory Statement annexed to this Notice and also in the draft letter of appointment proposed to be issued by the Company to Mr. Sharad Aggarwal, a copy whereof duly initialed by the Chairman for the purpose of identification, is placed before the meeting.

RESOLVED FURTHER THAT the aggregate of the Salary, Commission, Perquisites, Benefits, Allowances and Facilities, etc. payable to Mr. Sharad Aggarwal shall be subject to overall ceiling as prescribed under Section 197(1) and 197(1)(i) of Companies Act, 2013 read with Schedule V within the overall limits.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 read with Schedule V thereto and subject to the approval of the Central Government, if required, such remuneration as aforesaid be paid and provided to Mr. Sharad Aggarwal as minimum remuneration, in case of absence or inadequacy of profits of the Company in any financial year during his term of office.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, amend, vary or modify the terms and conditions of appointment and remuneration as it may deem fit and as may be acceptable to Mr. Sharad Aggarwal, subject to the remuneration not exceeding the limits as specified above or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT during the tenure of his appointment, he will not be entitled to any sitting fees for attending the meetings of the Board or any Committee thereof.

RESOLVED FURTHER THAT the appointment may be terminated by either party by giving three months' notice in writing to the other.

RESOLVED FURTHER THAT any Director and Mr. Sanjay Gupta, Company Secretary, be and is hereby authorized to do all statutory filings with the Registrar of Companies, Mumbai, Maharashtra and to do all such acts, deeds and things as may be considered necessary in passing of the said resolution."

7. As a Special Resolution

"RESOLVED THAT Mr. Subramanian Lakshminarayanan (DIN 02808698) who was appointed effective 28th May, 2022 as an Additional Director on the Board of Directors of the Company 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) and whose term of office expires at the ensuing Annual General Meeting (AGM) and who meets the criteria of Independence as provided under Section 149(6) of the Act, Regulation 16(1)(b), 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for appointment as a Non-Executive Independent Director, be and is hereby appointed as a Non-Executive Independent Director, not liable to retire by rotation in accordance with section 149, 150 and 152 of the Act and all other applicable provisions thereof and rules made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force) read with Schedule IV of the Act to hold office for a term of 5 (five) consecutive years i.e. from 28th May, 2022 till 27th May, 2027.

RESOLVED FURTHER THAT any Director and Mr. Sanjay Gupta, Company Secretary, be and are hereby severally authorized to file the necessary returns/forms with the Registrar of Companies, Mumbai, Maharashtra and to do all such acts, deeds and things as may be necessary to give effect to the resolution."

8. As a Special Resolution

"RESOLVED THAT pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Schedule V of the Act and the Rules made thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for payment of managerial remuneration to all the directors in a financial year in excess of prescribed limit of 11% of the net profits of the Company computed in accordance with Section 198 of the Act.



GODFREY PHILLIPS
—INDIA LIMITED—

RESOLVED FURTHER THAT the overall managerial remuneration payable to all executive directors in a financial year shall not exceed the limit of 14% of net profits of the Company prescribed under Section 197 (1) (i) of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

RESOLVED FURTHER THAT the overall remuneration payable to all non-executive directors in a financial year shall not exceed the limit of 1% of net profits of the Company prescribed under Section 197 (1) (ii) of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

RESOLVED FURTHER THAT any Director and Mr. Sanjay Gupta, Company Secretary, be and is hereby authorized to do all statutory filings with the Registrar of Companies, Mumbai, Maharashtra and to do all such acts, deeds and things as may be considered necessary in passing of the said resolution."

New Delhi : 30th July, 2022

**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 8th April, 2020, 13th April, 2020, 5th May, 2020 read with circulars dated, 13th January, 2021, 8th December, 2021, 14th December, 2021 and 5th May, 2022 (collectively referred to as 'the MCA Circulars') and SEBI circulars dated 12th May, 2020, 15th January, 2021 and 13th May, 2022, permitted the holding of this 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 2:45 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. Dividend when declared, will be paid from 31st August, 2022 to those members of the Company whose names appear on the Register of Members on 12th August, 2022 after giving effect to all the valid transfers in physical form in process and re-lodged on or before the close of business hours on 12th August, 2022. 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 12th August, 2022 as per details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
9. The Register of Members and Share Transfer Register of the Company shall remain closed from 13th August, 2022 to 26th August, 2022 (both days inclusive) for the purpose of AGM.
10. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts in respect of Items 3, 4, 5, 6, 7 and 8 is annexed to the Notice of the meeting.
11. 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. 1st April, 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. Pursuant to SEBI circular dated 25th January, 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation



of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agents -LIPL. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Further, SEBI vide its circular dated 3rd November, 2021, read with clarification dated 14th December, 2021 introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. **Accordingly, effective 1st January, 2022, the RTA shall not process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents/details are updated. On or after 1st April, 2023, in case of any of the above cited documents/details are not available in the folios, RTA shall be constrained to freeze such folios.** The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. This communication is available on the website of the Company. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA from link <https://web.linkintime.co.in/KYC-downloads.html> or contact the Company's RTA M/s Link Intime India Pvt. Limited at rnt.helpdesk@linkintime.co.in or assistance in this regard.

As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with LIPL or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialised form, the nomination form may be filed with the respective DPs. The relevant forms are available on the company website at <https://www.godfreyphillips.com/company/investor-relation/financials/investor-information/>.

12. 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.
13. Shareholders may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of the Shareholders. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of making the final dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.

The Company is in the process of sending a separate communication regarding Dividend Distribution Tax to all such Members at their registered e-mail address in this regard which will be also uploaded on the Company's website at <https://www.godfreyphillips.com/company/investor-relation/financials/investor-information/>.

14. (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 2013-14 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, 2021 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 31st March, 2022 are uploaded on the website of the Company and can be accessed <https://www.godfreyphillips.com/wp-content/uploads/2022/06/Unclaimed-Dividends-FY-2014-15-to-2020-21-as-on-31.03.2022.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, 2015 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, 2015 shall be transferred to the IEPF somewhere in December, 2022. The Company has already sent 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 2014-15 have been notified to claim the same before the cut off date as 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.

15. (a) Adhering to the various requirements set out in the IEPF Rules, as amended, the Company has, during financial year 2021-22, transferred to the IEPF Authority all shares for the Base Year 2013-14 in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more in November, 2021. 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/IEPF/refund.html> or contact the RTA for lodging claim for refund of shares and / or dividend from the IEPF Authority.
16. 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.
17. 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

18. The Statement of Profit and Loss for the financial year ended 31st March, 2022, 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 Fifth 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, 15th January, 2021 and 13th May, 2022. Notice of the AGM along with the Annual Report 2021-22 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 2021-22 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 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 Tuesday 23rd August, 2022 (9:00 a.m. IST) and ends on Thursday, 25th August, 2022 (5:00 p.m. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. Friday, 19th August, 2022 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. Friday, 19th August, 2022.

The Member(s) requiring any assistance with regard to use of technology for remote e-voting or at any time before or during the 85th AGM (including e-voting in the 85th 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

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Shareholders are advised to update their mobile number and email Id in their Demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with National Securities Depositories Limited (NSDL)	<ul style="list-style-type: none">• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your existing User ID and Password.• After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name “Godfrey Phillips India Limited” or e-Voting service provider name “LinkIntime” and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.• If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name “Godfrey Phillips India Limited” or e-Voting service provider name “LinkInTime” and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.



<p>Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited (CDSL)</p>	<ul style="list-style-type: none"> Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on "LINKINTIME" and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name "Godfrey Phillips India Limited" or e-Voting service provider name "LINKINTIME" and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

<p>Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime</p>	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format). Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above. <ul style="list-style-type: none"> ➤ 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). Click on 'Login' under 'SHARE HOLDER' tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
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Cast your vote electronically:

	<ol style="list-style-type: none">1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.2. E-voting page will appear.3. 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).4. 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.
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Guidelines for Institutional shareholders:

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.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>.

- 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 is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOL, 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.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

Individual Shareholders holding securities in Demat mode with NSDL/ CDSL has forgotten the password:

- Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders 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".

Helpdesk for Individual Shareholders holding securities in Demat mode:

In case shareholders holding securities in Demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:



Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at 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>.

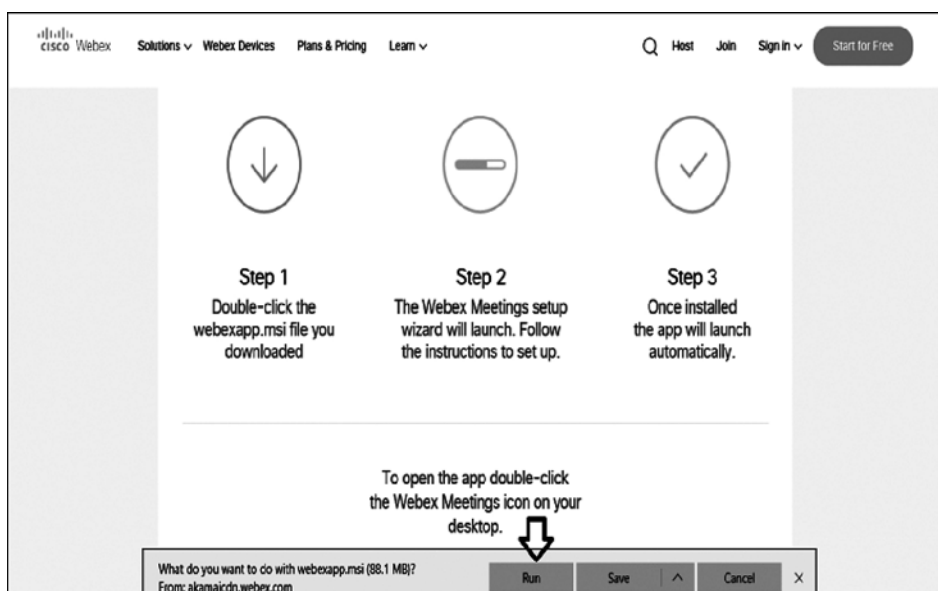
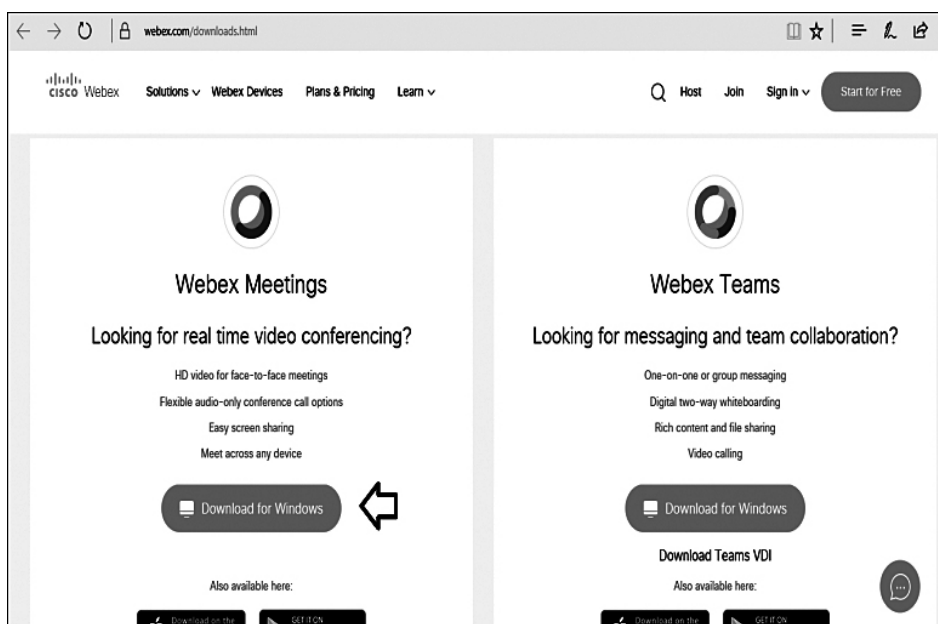
<p>➤ Select the “Company” and ‘Event Date’ and register with your following details:-</p> <p>A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No.</p> <ul style="list-style-type: none"> • Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit 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 <p>A. 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.</p> <p>B. Mobile No.: Enter your mobile no.</p> <p>C. Email ID: Enter your e-mail ID, as recorded with your DP/Company.</p> <p>➤ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).</p>
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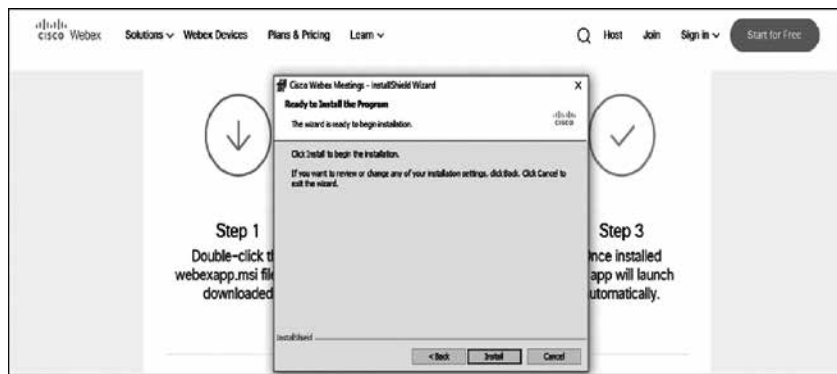
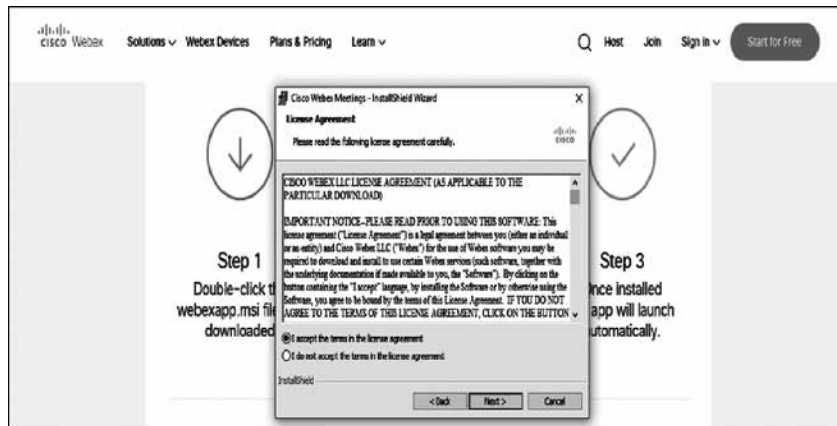
Please refer below instructions for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Guidelines to attend the AGM proceedings: InstaMEET

For a smooth experience of viewing the AGM proceedings 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/>.

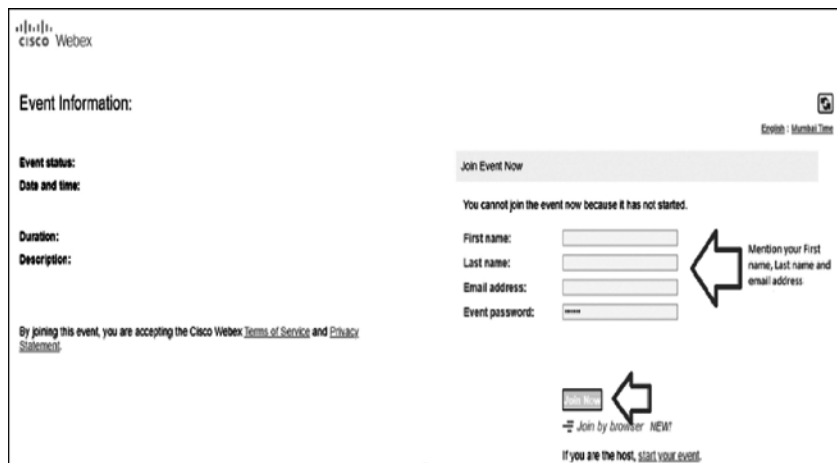




or

- b. 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 Shareholders 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 Friday, 19th August, 2022. 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 Shareholders, 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 Friday, 19th August 2022. 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 panelist by switching on video mode and 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. 3

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

Pursuant to the provisions of section 152 of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, Mr. R. A. Shah, Director, retires by rotation at the ensuing Annual General Meeting.

Mr. R. A. Shah has been serving on the Board of the Company since 7th June, 1969 and is also the Chairman of the Board. The Board places on record its sincere appreciation and recognition for the valuable contribution and services rendered by Mr. R. A. Shah during his tenure as Chairman on the Board of the Company.

The Nomination and Remuneration Committee of the Company ("**NRC**"), at its meeting held on 28th May, 2022, noted unwillingness of Mr. R.A. Shah to offer himself for re-appointment as a Director. Thereafter, the Board in its meeting held on 28th May, 2022 considered the recommendation of the NRC and after discussions, accepted the same. The Board further resolved that, subject to approval of the shareholders at the ensuing Annual General Meeting, the vacancy caused by the retirement by rotation of Mr. R. A. Shah be not filled by the Company for the time being.

None of the Directors, Key Managerial Personnel and/or their relatives except Mr. R. A. Shah, himself is deemed to be concerned or interested in the proposed resolution.

Your Directors recommend the resolution for your approval.

Item No. 4.

This Explanatory Statement is provided though strictly not required as per Section 102 of the Companies Act.

As per the provisions of Section 139 of the Companies Act, 2013 ("the Act") read with the Rules made thereunder, the first term of the existing Statutory Auditors, M/s. S.R. BATLIBOI & CO. LLP, Chartered Accountants is up to the date of conclusion of this Annual General Meeting (AGM).

The Board of Directors, based on the recommendation of the Audit Committee, has proposed the re-appointment of M/s. S.R. BATLIBOI & CO. LLP, Chartered Accountants, (FRN 301003E), as the Statutory Auditors of the Company for another term of five years, i.e. to hold office from date of the conclusion of this AGM till the date of conclusion of the Ninetieth AGM of the Company to be held in the calendar year 2027.

M/s. S.R. BATLIBOI & CO. LLP have consented to their re-appointment as Statutory Auditors and have confirmed that if appointed, their re-appointment will be in accordance with Section 139 read with Section 141 of the Act.

None of the Directors and Key Managerial Personnel and / or their relatives are concerned or interested in the said resolution.

Your Directors recommend the resolution for your approval.

Item No. 5.

The Nomination and Remuneration Committee and the Board of the Company, at their meetings held on 14th November, 2019, had appointed Dr. Bina Modi as President and Managing Director of the Company which was subsequently approved by the shareholders through postal ballot on 5th January, 2020. At that point of time, she was not drawing any remuneration from the Company.

However, considering her insights and valuable contributions in growth of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors of the Company in its meeting held on 28th May, 2022, recommended payment of remuneration to her effective from 1st June, 2022 till the current tenure of her appointment which ends on 13th November, 2024, on the terms and conditions as contained in this explanatory statement.

She is also acting as a Chairman and Managing Director of Indofil Industries Limited and has been drawing remuneration from the said company.

Copy of the draft revised letter of appointment to be issued to Dr. Bina Modi is open for inspection by any member of the Company at the Registered Office and Corporate Office of the Company during the business hours on any working day. The same may be treated as written memorandum setting out the terms and conditions of her remuneration under Section 190 of the Companies Act, 2013.

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

Further, pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if



- (i) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity: Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director.

Since Dr. Bina Modi is a member of the promoter group and the remuneration to be paid to her shall exceed the aforementioned limits, approval of the members is sought by way of special resolution.

Brief profile of Dr. Bina Modi is as follows:

Name of the Director	Dr. Bina Modi [@]
Director Identification Number	00048606
Date of joining the Board	14 th November, 2019
Qualification	Ph. D. Honoris Causa degree by Dr. K.N. Modi University, Newai, Rajasthan
Profile of the Director	Dr. Bina Modi is President & Managing Director of the Company and is credited with Stellar performance of the company during her current tenure. A businesswoman with interests in the multiple areas. Founded and built several successful businesses. With her deep understanding of the K.K. Modi Group's intrinsic strengths and potentials, she plays a key role in aligning the core leadership team towards achieving the Company's goals. She has been conferred with Ph. D. Honoris Causa degree by Dr. K.N. Modi University, Newai, Rajasthan in recognition of her exemplary contribution in the field of Design, Arts, Technology Management, Commerce, Agriculture, Fashion and the Hospitality Industry.
Directorships and Committee memberships in other companies*	1. Premium Merchants Limited 2. Indofil Industries Limited 3. Quick Investment (India) Limited 4. Good Investment (India) Ltd 5. Modicare Limited
Number of Shares held in Company	3000
Age	77 years

[@]Mother of Mr. Samir Modi

* 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).

The details of her last drawn remuneration, if any, and the number of Board Meetings attended by her during the previous year, forms part of the Corporate Governance Report for the year ended 31st March, 2022.

Principal terms and conditions of her remuneration are as follows:

Remuneration by way of Commission	Dr. Bina Modi will be entitled to overall remuneration by way of Commission @ 5% of the net profits of the Company for each financial as computed in the manner laid down under Sections 198 and other applicable provisions of the Companies Act, 2013 as reduced by the remuneration as may be received by her from one other company, namely, Indofil Industries Limited in which she is currently holding a similar managerial position. The Commission computed as above will be paid @ Rupees 50 lakhs per month and the balance, if any, will be paid or excess, if any, will be recovered after audited accounts of the said financial year are available.
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Provided that she will continue to be eligible to the following facilities from the Company for use in the course of the business of the Company which were approved by the special resolution passed by the shareholders of the Company through postal ballot on 5th January, 2020:



- (i) Company maintained car with driver for use for the Company's business and personal purposes.
- (ii) Telecommunication facility at residence including mobile phone, internet facility and other means of communication facility.
- (iii) Reimbursement of all the actual expenses including entertainment and travelling, incurred during the course of the Company's business as per the rules of the Company.

Provided that the aggregate of the remuneration payable to Dr. Bina Modi shall be subject to overall ceiling as prescribed under Section 197(1) and 197(1) (i) of Companies Act, 2013 read with Schedule V.

Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Dr. Bina Modi, the Company has no profits or its profits are inadequate, her remuneration will be governed by the ceiling provided in Schedule V to the Companies Act, 2013, for minimum remuneration unless permission from the Central Government, if required, is obtained for paying more.

Your Directors recommend the resolution for your approval.

Item No. 6.

Based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors, in its meeting held on 28th May, 2022, recommended for re-appointment of Mr. Sharad Aggarwal as a Whole-time Director for period of five years with effect from 1st October, 2022.

The draft letter of appointment to be issued to Mr. Sharad Aggarwal, Whole-time Director, is open for inspection by any Member at the Registered Office and Corporate Office of the Company during the business hours on any working day. The same may be treated as written memorandum setting out the terms and conditions of his appointment under Section 190 of the Companies Act, 2013.

Except Mr. Sharad Aggarwal himself, none of the other Directors, Key Managerial Personnel and / or their relative, is concerned or interested in this resolution.

The details of his last drawn remuneration has been mentioned in the Corporate Governance Report for the year ended 31st March, 2022.

Brief Resume of Mr. Sharad Aggarwal :

Name of the Director	Mr. Sharad Aggarwal
Director Identification Number	07438861
Date of joining the Board	1 st October, 2017
Qualification	B.E. – Electronics PGDBM, IMT Ghaziabad (Gold Medalist) Advanced Management Program – Harvard University
Profile of the Director	Mr. Sharad Aggarwal started his carrier in 1993 with BILT, then from 1994-1999 worked as an Engineer in International Tobacco Company and worked for Honeywell and coke between 1999-2002. He joined back the Company in 2002. And now he has been appointed as Chief Executive Officer of the Company w.e.f. 27.12.2021 leading the senior management team of the company. At the Company, he is at the helm of managing and supervising all business and support functions for all Domestic & International businesses, namely Cigarettes, Chewing Masala, Mouth Fresheners and Confectionary. He is also on the Board of the Company as a Whole-time Director.
Directorships and Committee memberships in other companies*	International Tobacco Company Limited



Number of Shares held in the Company	Nil
Age	50 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 Stakeholders' Relationship Committee (excluding private companies).

Principal terms and conditions of his appointment are as follows:

Duties and Powers	Mr. Sharad Aggarwal in his capacity as the Whole-time Director & the Functional Chief Executive Officer will carry out such duties and exercise such powers as may be entrusted to him by the Managing Director and/or Board of Directors of the Company from time to time.
Remuneration	Mr. Sharad Aggarwal will be entitled to the following emoluments, benefits and perquisites subject to the ceiling limits laid down in Sections 197 of the Companies Act, 2013 and Schedule V thereto (and the same are applicable w.e.f. 1 st January, 2022).
Basic Salary	Rs. 30,00,000 per month
Personal Allowance	Rs. 4,07,600 per month
Additional Allowance	Rs. 4,50,000 per month (15% of Basic Salary)
Performance Bonus	As may be granted basis the performance.
Perquisites (monetary value to be computed as per Income-tax Act and/or as per equivalent monetary value)	<ol style="list-style-type: none"> 1. Company maintained chauffeur driven car for use on Company's business and personal purposes, as per rules of the Company. 2. Medical Expenses: Re-imbursment of all expenses including medical insurance premium incurred for self and members of his family, as per rules of the Company. 3. Rent free accommodation owned/leased by the Company or house rent allowance in lieu thereof up to Rs. 2,00,000 p.m. and house maintenance expenses as per rules of the Company. 4. Club Fees: Membership of two clubs. 5. Fees for credit card. 6. Group Personal Accident Insurance and Group Term Insurance Premiums as per rules of the Company. 7. Contribution to Provident Fund up to such limits as may be prescribed under the Income-tax Act and the Rules made thereunder for this purpose. 8. Leave Travel Concession: Rs. 1,95,000 p.a. for self and family in accordance with rules of the Company. 9. Leave encashment of un-availed leave as per rules of the Company. 10. Gratuity at the time of retirement/cessation of service as per rules of the Company. 11. Telecommunication facility at residence including mobile phone, internet facility and any other means of communication facility. 12. Re-imbursment of travelling, entertainment and other expenses incurred for the business of the Company as per rules of the Company. 13. Re-imbursment of expenses incurred in connection with transfer as per rules of the Company. 14. Entitlement to the housing loan at concessional rate of interest as per rules of the Company (current maximum limit Rs.20 lakhs). 15. Any other perk of the nature as may become applicable to his grade as per rules of the Company.
Annual Increment	Will be entitled to annual increment in every financial year as per his performance.



Provided, that the aggregate of the salary, commission and perquisites, Benefits, Allowances & Facilities shall not exceed overall ceiling as specified under section 197(1) & 197(1)(i) of the Companies Act 2013 read with Schedule V within the overall limits.

Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr. Sharad Aggarwal, the Company has no profits or its profits are inadequate, his remuneration will be governed by the ceiling provided in Schedule V to the Companies Act, 2013, for minimum remuneration unless permission from the Central Government, if required, is obtained for paying more.

During the tenure of his re-appointment, he will not be entitled to any sitting fees for attending the meetings of the Board or any Committee thereof.

The re-appointment as aforesaid may be terminated by either party by giving three months' notice in writing to the other.

Your Directors recommend the resolution for your approval.

Item No. 7

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, in its meeting held on 28th May, 2022, appointed Mr. Subramanian Lakshminarayanan as an Additional Director to serve as a Non-Executive Independent Director of the Company w.e.f. 28th May, 2022, who holds office up to the ensuing Annual General Meeting (AGM). In the opinion of the Board, Mr. Subramanian Lakshminarayanan fulfills the criteria specified under the Companies Act, 2013 (the Act), Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015, for being appointed as a Non-Executive Independent Director of the Company.

Further, pursuant to Regulation 17(1A) of the SEBI (LODR) Regulations, 2015, appointment or continuation of a Non- Executive Director after attaining age of 75 (seventy five) years also requires approval of the Members of the Company by way of Special Resolution. Mr. Subramanian Lakshminarayanan has already attained age of 75 (seventy five) years.

Requisite Notice under Section 160 of the Act proposing appointment of Mr. Subramanian Lakshminarayanan has been received by the Company, and consent has been filed by Mr. Subramanian Lakshminarayanan pursuant to Section 152 of the Companies Act, 2013. The Company has also received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and the 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 his duties.

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

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 and will also be kept open at the venue of the AGM till the conclusion of the AGM.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Subramanian Lakshminarayanan himself, is concerned or interested in this Resolution.

Your Directors recommend the resolution for your approval.



Brief profile of Mr. Subramanian Lakshminarayanan is as follows:

Name of the Director	Mr. Subramanian Lakshminarayanan
Director Identification Number	02808698
Date of joining the Board	28 th May, 2022
Qualification	Master's degree in science and post-graduate diploma from University of Manchester (UK) in Advanced Social and Economic Studies
Profile of the Director	Mr. Subramanian Lakshminarayanan, a retired IAS officer, holds a master's degree in Chemistry and postgraduate diploma from the University of Manchester (UK) in Advanced Social and Economic Studies. He has served for more than 36 years in the Indian Government in senior positions with the Ministry of Home Affairs, Ministry of Communications and Information Technology, and Ministry of Information and Broadcasting and in the Department of Tourism, Culture and Public Relations; Department of Mines, Mineral Resources, Revenue and Relief; and Rehabilitation of the Government of Madhya Pradesh. His last assignment with the government was that of Secretary in the Union Ministry of Home Affairs. During his tenure with the Government of India, he travelled extensively all over the world. He has served as the Vice Chairman in UNESCO's Communication Development Program in Paris for five years. He was also awarded the Honorary Doctorate Degree by Foro De Federaciones, Mexico, in March 2008.
Directorships and Committee memberships in other companies*	ELCOM Systems Pvt Ltd Shriram Transport Finance Company Ltd. ELCOM Innovations Pvt. Ltd. Shriram Life Insurance Company Ltd. Shriram Automall India Ltd. CarTrade Tech Ltd. Indofil Industries Ltd.
Number of Shares held in the Company	Nil
Age	75 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 Stakeholders' Relationship Committee (excluding private companies).

Item No. 8

The Members are informed that currently the executive directors namely Mr. Sharad Aggarwal, Whole-time Director and Mr. Samir Modi, Executive Director are drawing remuneration in the overall limit of 10% of Net Profits of the Company. As far as Dr. Bina Modi is concerned, she was not drawing any remuneration from the Company. However, the Board, on the recommendation of the Nomination & Remuneration Committee and the Audit Committee, has recommended payment of remuneration to Dr. Bina Modi as per the terms and conditions set out in item number 5 of the Notice. Due to this development, the overall remuneration payable to all the executive directors would likely exceed overall ceiling of 10% of Net Profits of the Company in a financial year.

In accordance with the applicable provisions of the Companies Act, 2013, approval of members in this AGM is sought for increasing the overall limit for payment of remuneration to all the executive directors to 14% of Net Profits of the Company in a financial year .

Further, the Board of Directors of the Company is authorized to alter, vary the terms and conditions of appointment and remuneration subject to the overall remuneration of managerial personnel not exceeding 14% of net profits of the Company in a financial year and overall remuneration (if any) of all other non-executive directors not exceeding 1% of net profits of the Company.



GODFREY PHILLIPS
—INDIA LIMITED—

The Nomination and Remuneration Committee, the Audit Committee and Board of Directors of the Company at their meetings held on 28th May, 2022, have recommended payment of managerial remuneration in excess of prescribed limit under Section 197 (1) (i) & (ii) and other applicable provisions of the Act.

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

Your Directors recommend the resolution for your approval.

New Delhi : 30th July, 2022

**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

