



GODFREY PHILLIPS
—INDIA LIMITED—

GODFREY PHILLIPS INDIA LIMITED

Registered Office: 'Macropolo Building', Ground Floor, Dr. Babasaheb Ambedkar Road,
Lalbaug, Mumbai – 400 033

CIN: L16004MH1936PLC008587

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

POSTAL BALLOT NOTICE

(Notice Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

NOTICE IS HEREBY GIVEN pursuant to Section 110 of the Companies Act, 2013 (“Act”), including any statutory modification(s) or re-enactment thereof for the time being in force, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended from time to time and other applicable provisions or re-enactments thereof that the resolution as set out in this notice is proposed for consideration by Members of Godfrey Phillips India Limited (“the Company”) for passing by means of postal ballot / remote e-voting.

An Explanatory Statement pursuant to section 102 and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended along with the postal ballot form (“Postal Ballot Form”).

Pursuant to Rule 22(5) of the Rules the Board of Directors of the Company has appointed Mr. V. Ramachandran, Practicing Company Secretary (Membership No.- ACS 7731, CP No. 4731), Proprietor V.R. Associates, Company Secretaries, 31, Topiwala Center, Goregaon (West), Mumbai – 400 062, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner. November 29, 2019 shall be the cut-off date on which the right of voting of the Members shall be reckoned and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

Members desiring to exercise their vote by means of postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same in original duly completed giving their assent (for) or dissent (against) in the attached self-addressed Postage Pre-paid Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s) deposited in person or sent by post or courier at the expense of the Member will also be accepted. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 p.m. on Sunday, 5th January, 2020 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section “Voting through Electronic Means”. References of Postal Ballot(s) in this notice include votes received electronically. Members may note that the e-voting facility will remain open from Saturday, 7th December, 2019 (9:00 a.m.) to Sunday, 5th January, 2020 (5:00 p.m.) by following the procedure as explained in Notes to Explanatory Statement below. E-voting shall not be allowed beyond Sunday, 5th January, 2020 (5:00 p.m.). In case any Member has any grievance in relation to the e-voting procedure, such Member may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Company's Registrars and Transfer Agent at Mr. Ashok Sherugar, Assistant Vice-President - Technology Group, C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai – 400083.

A Member cannot vote both by post and e-voting and if he votes both by post and e-voting, his vote by post shall be treated as invalid.

After completion of scrutiny of the Postal Ballots (including e-voting), the Scrutinizer will submit his report to the Chairman or any person authorized by the Chairman within the stipulated time. The results of Postal Ballot shall be declared on or before 5:00 p.m. on Tuesday, 7th January, 2020 at the Corporate/ Registered office of the Company. The said results along with the Scrutinizer's Report would be displayed on the notice board at the registered and corporate office of the Company and shall be placed on the Company's website at www.godfreyphillips.com and communicated to National Stock Exchange of India Ltd, BSE Limited and NSDL (e-voting agency).

SPECIAL BUSINESS

To appoint Dr. Bina Modi as President & Managing Director of the Company

To consider and, if thought fit, to give assent / dissent to the following resolution, 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 the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, or re-enactment thereof for the time being in force) the Company hereby approves the appointment of Dr. Bina Modi (DIN 00048606), as President & Managing Director of the Company for a period of 5 years with effect from 14th November, 2019, upon the principal terms and conditions, as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the President & Managing Director shall be construed as a Key Managerial Personnel of the Company in pursuance of Section 203 of Companies Act, 2013.

RESOLVED FURTHER THAT the President & Managing Director shall be entrusted with substantial powers of the management of the Company.

RESOLVED FURTHER THAT President & Managing Director shall be construed to be Chief Executive Officer for the purposes of Regulation 17, 33 & Part D of Schedule V of SEBI (LODR) Regulations, 2015.

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 the President & Managing Director, 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 Directors and Company Secretary be and are hereby authorized to file the necessary returns with the Registrar of Companies, Mumbai and to do all such acts, deeds and things as may be considered necessary in passing of the said resolution.”

Place: New Delhi

Date : 14th November, 2019

REGISTERED OFFICE:

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

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

**Sanjay Gupta
Company Secretary
Membership No. 7545**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act stating all material facts and the reasons for the proposal is annexed herewith.
2. As required under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings, the relevant details of Director seeking appointment are given in the Explanatory Statement to this Postal Ballot Notice.
3. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on Friday, 29th November, 2019. Each Member's voting rights shall be reckoned in proportion to his/her share of the paid-up equity share capital of the Company as on cut-off date, which will only be considered to avail the facility of Remote E-voting / Postal Ballot. A person who is not a Member as on cut-off date shall treat this notice for information purpose only.
4. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a Postage Pre-paid self-addressed Business Reply Envelope.
5. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form(s) will be treated as invalid.
6. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the form invalid.
7. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
8. The period for voting through Postal Ballot and Remote E-voting starts from Saturday, December 7, 2019 at 9:00 a.m. and ends on Sunday, January 5, 2020 at 5:00 p.m.
9. Members desirous of obtaining a printed Postal Ballot Form or a duplicate can send an email to isc-gpi@modi.com or write to its Registrars and Transfer Agent at Mr. Ashok Sherugar, Assistant Vice-President – Technology Group, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083. The Registrars and Transfer Agent shall forward the same along with self-addressed Business Reply Envelope to the Members.
10. In compliance with Sections 108 and 110 of the Companies Act and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting facility provided by NSDL. The instructions for electronic voting are annexed to this notice.
11. Members wishing to exercise their vote by physical ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 5:00 p.m.) on Sunday, January 5, 2020. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members, will also be accepted. If any postal ballot is received after 5:00 p.m. on Sunday, January 5, 2020, it will be considered that no reply from the Member has been received.

12. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Shareholder(s). In case of joint holding, the Postal Ballot Form should be completed and signed by the first named member or his duly authorized attorney registered with the Company and in his absence, by the next named member.
13. In case of shares held by Companies, Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.
14. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
15. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/ e-voting.

16. Voting through electronic means

In compliance with Regulation 44 of the SEBI (LODR) Regulations, 2015 and Section 108, 110 and other applicable provisions of the Companies Act, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizergpi@gmail.com with a copy marked to evoting@nsdl.co.in.
- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 3 In case of any queries or grievances, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Company's Registrars and Transfer Agent at Mr. Ashok Sherugar, Assistant Vice- President -Technology Group, C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400083.

17. The Scrutinizer shall after the conclusion of voting unblock the votes cast through Remote E-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than Forty-Eight hours of the conclusion of voting on Sunday, January 5th, 2020, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
18. The Scrutinizer will submit his report to the Chairman or any person authorized by the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any person authorized by the Chairman on or before 5:00 p.m. on Tuesday, 7th January, 2020 at the Corporate/ Registered office of the Company.
19. The said results along with the Scrutinizer's Report would be displayed on the notice board at the registered and corporate office of the Company, shall be placed on the Company's website at www.godfreyphillips.com and communicated to National Stock Exchange of India Ltd, BSE Limited and NSDL (e-voting agency).
20. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
21. Resolution assented to by the requisite majority of the Members by means of Postal Ballot including voting by electronic means shall be deemed to have been duly passed as if the same has been passed at a General Meeting of the Members.

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

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice dated November 14, 2019 and shall be taken as forming part of the notice.

As required under Section 102 and other applicable provisions of the Companies Act, 2013 to the extent applicable, this explanatory statement contains relevant and material information, as detailed herein, to enable the Members to consider and approve the resolution mentioned above.

The Members are informed that due to the sudden demise of Mr. K.K. Modi, the Board of Directors of the Company there is a requirement to appoint a Managing Director as per the Companies Act, 2013.

Dr. Bina Modi has been associated with the Company as a non-executive & non-independent director in the Company since 7th April, 2014. Her brief profile is mentioned in the explanatory statement below.

On recommendation of Nomination and Remuneration Committee and subject to approval of the shareholders, the Board of Directors of the Company, in its meeting held on 14th November, 2019, has appointed Dr. Bina Modi as President & Managing Director for a period of 5 years with effect from 14th November, 2019.

She is being appointed as Managing Director of the Company after due compliance with the provisions of Section 203 and other provisions of the Companies Act, 2013.

She will not draw any salary and commission from the Company and is not entitled to any sitting fees. However, she will be entitled to get perquisites from the Company as given below.

As Dr. Modi has attained the age of more than 70 years, your approval for her appointment is being sought by a Special Resolution pursuant to the requirement of Section 196 read with Schedule V to the Companies Act, 2013. Her profile given below was taken on record by the Nomination and Remuneration Committee to justify her appointment to this position.

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

None of the Directors, Key Managerial Personnel and/or their relatives except Dr. Modi, Mr. Samir Modi and Mr. Ruchir Kumar Modi are deemed to be concerned or interested in the proposed resolution. The other relatives of Dr. Modi may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company.

The Board recommends the resolution as set out in this item of the notice for your approval.

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	7 th April, 2014
Date of birth	10 th September, 1944
Qualifications	Ph. D. Honoris Causa degree by Dr. K.N. Modi University, Newai, Rajasthan
Profile of the Director	Dr. Bina Modi is a businesswoman with interests in the multiple areas. She has 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 is currently leading the initiative to develop the next generation of leaders to enable succession planning for the Group. She was recently 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.

Nature of expertise in specific functional areas	Entrepreneur
Disclosure of relationships between directors inter-se, Manager and other Key Managerial Personnel of the Company	Dr. Bina Modi is mother of Mr. Samir Modi, Executive Director of the Company. She is the grandmother of Mr. Ruchir Kumar Modi, a director on the Board.
Directorships and Committee memberships in other companies*	Quick Investment (India) Ltd
Number of Board Meeting attended during the year	3
Number of Shares held in the Company	2000**

* Directorships and Committee memberships in the Company and its Committees are not included in the aforesaid disclosure. Also, alternate directorship, directorships in Private Limited Companies, Foreign Companies and Section 8 Companies and their Committee memberships are excluded. Membership and Chairmanship of Audit Committees and Stakeholders' Relationship Committees of only Public Companies have been included in the aforesaid table.

** Holds shares jointly with Mr. K.K. Modi.

The draft of the fresh letter of appointment to be issued by the Company to Dr. Modi, contains the following principal terms and conditions:

Duties and Powers	Subject to the supervision and control of the Board of Directors, Dr. Bina Modi will be carrying out such duties and exercise such powers as may be entrusted to her by the Board of Directors of the Company from time to time.
Remuneration/Sitting Fee/Perquisites	Dr. Bina Modi will not draw any salary, commission and sitting fees. However, subject to the limits set out in Section 197 and Section 203 of the Companies Act, 2013 read with Schedule V thereto, she will be eligible to the following facilities from the Company for use in the course of the business of the Company: (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 any 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 rules of the Company.

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

Your Directors recommend the resolution for your approval.

Place: New Delhi
Date : 14th November, 2019

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