

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company	L16004MH1936PLC008587	Pre-fill						
Global Location Number (GLN) of the company								
* Permanent Account Number (PAN) of the company	AABCG4768K							
(ii) (a) Name of the company	GODFREY PHILLIPS INDIA LIM							
(b) Registered office address	'Macropolo Building', Ground Floor, next to Kala Chowky P. O., Dr. Babasaheb Ambedkar Road , Lalbaug NA Mumbai Mumbai City Maharashtra 400033							
(c) *e-mail ID of the company	skgupta@godfreyphillips.co.in							
(d) *Telephone number with STD code	01141018343							
(e) Website	www.godfreyphillips.co.in							
(iii) Date of Incorporation	03/12/1936							
(iv)	<table border="1"><thead><tr><th>Type of the Company</th><th>Category of the Company</th><th>Sub-category of the Company</th></tr></thead><tbody><tr><td>Public Company</td><td>Company limited by shares</td><td>Indian Non-Government company</td></tr></tbody></table>	Type of the Company	Category of the Company	Sub-category of the Company	Public Company	Company limited by shares	Indian Non-Government company	
Type of the Company	Category of the Company	Sub-category of the Company						
Public Company	Company limited by shares	Indian Non-Government company						
(v) Whether company is having share capital	<input checked="" type="radio"/> Yes	<input type="radio"/> No						
(vi) *Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes	<input type="radio"/> No						

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	The National Stock Exchange of India Ltd.	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh
roli (West), NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 06/09/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 3

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C1	Food, beverages and tobacco products	67.63
2	G	Trade	G1	Wholesale Trading	23.68
3	G	Trade	G2	Retail Trading	7.38

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 8

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
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1	INTERNATIONAL TOBACCO CO +	U16000MH1964PLC013915	Subsidiary	100
2	CHASE INVESTMENTS LIMITED	U74899DL1984PLC017448	Subsidiary	100
3	UNIQUE SPACE DEVELOPERS L +	U70100MH1988PLC046854	Subsidiary	66.67
4	FRIENDLY REALITY PROJECTS L +	U74899DL1973PLC006528	Subsidiary	92.2
5	RAJPUTANA INFRASTRUCTURE +	U45200DL2006PLC156832	Subsidiary	92.2
6	GODFREY PHILLIPS MIDDLE EA +		Subsidiary	100
7	KKM MANAGEMENT CENTRE P +	U74999DL1996PTC080090	Associate	36.75
8	IPM INDIA WHOLESALE TRADI +	U51909DL2009PTC189517	Associate	24.8

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	122,000,000	51,993,920	51,993,920	51,993,920
Total amount of equity shares (in Rupees)	244,000,000	103,987,840	103,987,840	103,987,840

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share Capital				
Number of equity shares	122,000,000	51,993,920	51,993,920	51,993,920
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	244,000,000	103,987,840	103,987,840	103,987,840

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	60,000	0	0	0
Total amount of preference shares (in rupees)	6,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference shares				
Number of preference shares	60,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	6,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	540,777	51,453,143	51993920	103,987,840	103,987,840	
Increase during the year	0	129,675	129675	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		129,675	129675			
Demat/Transfer/Transmission						
Decrease during the year	129,675	0	129675	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify	129,675		129675			
Demat/Transfer/Transmission						
At the end of the year	411,102	51,582,818	51993920	103,987,840	103,987,840	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
NA						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
NA						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE260B01028

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input style="width: 95%;" type="text"/>
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Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
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Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>
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Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 95%;" type="text"/>
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Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
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Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor		<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	
Ledger Folio of Transferee		<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

52,746,788,202

(ii) Net worth of the Company

38,411,794,926

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	23,950	0.05	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	35,956,899	69.16	0	
10.	Others Trusts	1,756,380	3.38	0	
	Total	37,737,229	72.59	0	0

Total number of shareholders (promoters)

27

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	6,507,632	12.52	0	
	(ii) Non-resident Indian (NRI)	253,846	0.49	0	
	(iii) Foreign national (other than NRI)	600	0	0	
2.	Government				
	(i) Central Government	1,970	0	0	
	(ii) State Government	24,000	0.05	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	37,463	0.07	0	
4.	Banks	24,900	0.05	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	5,598,808	10.77	0	
7.	Mutual funds	714,413	1.37	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	331,395	0.64	0	
10.	Others AIF+Foreign Bank+IEPF+Tri +	761,664	1.46	0	
	Total	14,256,691	27.42	0	0

Total number of shareholders (other than promoters)

38,466

**Total number of shareholders (Promoters+Public/
Other than promoters)**

38,493

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

131

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ACADIAN EMERGING I +	DEUTSCHE BANK AG, DB HOUSE H +			38,167	0.07
ACADIAN EMERGING I +	DEUTSCHE BANK AG, DB HOUSE H +			9,854	0.01
CC& L Q GLOBAL EQU +	DEUTSCHE BANK AG, DB HOUSE H +			207	0
CC&L Q EMERGIN +	CITIBANK N.A. CUSTODY SERVICES +			181	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
COPTHALL MAURITIUS	JP Morgan Chase Bank N.A, INDIA			29	0
LEGAL & GENERAL EM	CITIBANK N.A. CUSTODY SERVICES			3,235	0
NATIONAL RAILROAD	CITIBANK N.A. CUSTODY SERVICES			4,682	0
ROTHKO EMERGING M	CITIBANK N.A. CUSTODY SERVICES			6,218	0.01
SEGALL BRYANT & HA	HSBC SECURITIES SERVICES 11TH F			104	0
SEI TRUST COMPANY,	HSBC SECURITIES SERVICES 11TH F			24,856	0.04
STATE STREET GLOBAL	HSBC SECURITIES SERVICES 11TH F			28,353	0.05
TEACHERS' RETI	2815 WEST WASHINGTON STREET			51,946	0.09
THE JUPITER GLOBAL	CITIBANK N.A. CUSTODY SERVICES			890,294	1.71
THE NORTH CAROLINA	HSBC SECURITIES SERVICES 11TH F			8,118	0.01
WISDOMTREE INDIA I	CITIBANK N.A. CUSTODY SERVICES			22,045	0.04
WORLD ALLOCATION	CITIBANK N.A. CUSTODY SERVICES			1,327	0
1199 SEIU HEALTH CA	CITIBANK N.A. CUSTODY SERVICES			14,228	0.02
ABU DHABI INVESTME	JP Morgan Chase Bank N.A, INDIA			53,667	0.1
BNP PARIBAS FINANCI	BNP PARIBAS HOUSE 1 NORTH AV			877	0
CITY OF NEW YORK GF	HSBC SECURITIES SERVICES 11TH F			70,959	0.13
COLLEGE RETIREMENT	DEUTSCHE BANK AG DB HOUSE, H			10,475	0.02
DFA INTERNATIONAL	STANDARD CHARTERED BANK SEC			2,938	0
EMERGING MARKETS I	CITIBANK N.A. CUSTODY SERVICES			4,149	0
EMERGING MARKETS S	JP Morgan Chase Bank N.A, INDIA			26,024	0.05
EMERGING MARKETS S	JP Morgan Chase Bank N.A, INDIA			49,474	0.09

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	27	27
Members (other than promoters)	44,362	38,466
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	0	2	0	0.01	0
B. Non-Promoter	1	5	1	6	0	0.01
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	5	0	6	0	0.01
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	5	3	6	0.01	0.01

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Bina Modi	00048606	Managing Director	3,000	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Lalit Bhasin	00001607	Director	2,000	
Samir Kumaar Modi	00029554	Whole-time director	2,000	
Sharad Aggarwal	07438861	Whole-time director	0	
Atul Kumar Gupta	01734070	Director	0	
Nirmala Bagri	01081867	Director	0	
Sumant Bharadwaj	08970744	Director	0	
Subramanian Lakshmir	02808698	Director	0	
Ajay Vohra	00012136	Director	0	
Sunil Aggrawal	AACPA5574F	CFO	500	
Sanjay Kumar Gupta	AAAPG1042Q	Company Secretar	700	
Bina Modi	AAPPM4174L	CEO	3,000	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Ajay Vohra	00012136	Additional director	01/07/2023	Appointment
Ajay Vohra	00012136	Director	01/09/2023	Change in Designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	01/09/2023	39,054	63	46.75

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/05/2023	8	8	100
2	26/07/2023	9	9	100
3	03/11/2023	9	7	77.78
4	29/01/2024	9	9	100
5	26/02/2024	9	9	100

C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	27/05/2023	4	4	100
2	Audit Committee	26/07/2023	4	4	100
3	Audit Committee	03/11/2023	4	4	100
4	Audit Committee	29/01/2024	4	4	100
5	Corporate Social Responsibility	27/05/2023	3	3	100
6	Nomination and Remuneration	27/05/2023	3	3	100
7	Nomination and Remuneration	03/11/2023	3	3	100
8	Nomination and Remuneration	29/01/2024	3	3	100
9	Stakeholder Relationship	26/07/2023	3	3	100
10	Environment, Safety and Health	27/05/2023	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Bina Modi	5	5	100	6	6	100	

2	Lalit Bhasin	5	5	100	12	12	100	
3	Samir Kumaar	5	5	100	0	0	0	
4	Sharad Aggarwal	5	5	100	3	3	100	
5	Atul Kumar Gupta	5	5	100	8	8	100	
6	Nirmala Bagri	5	5	100	8	8	100	
7	Sumant Bharadwaj	5	5	100	3	3	100	
8	Subramanian	5	4	80	1	1	100	
9	Ajay Vohra	4	3	75	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Bina Modi	Managing Director	0	345,287,000	0	39,600	345,326,600
2	Samir Kumaar Modi	Whole-time Director	24,000,000	416,278,000	0	73,948,817	514,226,817
3	Sharad Aggarwal	Whole-time Director	112,292,314	0	0	10,260,464	122,552,778
	Total		136,292,314	761,565,000	0	84,248,881	982,106,195

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sunil Aggrawal	CFO	20,271,916	0	0	4,459,402	24,731,318
2	Sanjay Kumar Gupta	Company Secretary	13,440,462	0	0	2,243,405	15,683,867
	Total		33,712,378	0	0	6,702,807	40,415,185

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Lalit Bhasin	Independent Director	0	0	0	1,800,000	1,800,000
2	Atul Kumar Gupta	Independent Director	0	0	0	1,400,000	1,400,000
3	Nirmala Bagri	Independent Director	0	0	0	1,400,000	1,400,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
4	Sumant Bharadwaj	Independent Dir +	0	0	0	900,000	900,000
5	Subramanian Laksh +	Independent Dir +	0	0	0	600,000	600,000
6	Ajay Vohra	Independent Dir +	0	0	0	300,000	300,000
	Total		0	0	0	6,400,000	6,400,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Rupesh Agarwal

Whether associate or fellow

Associate Fellow

Certificate of practice number

5673

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

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Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of M/s Godfrey Phillips India Limited (herein after referred to as "**the Company**") as required to be maintained under the Companies Act, 2013 (herein after referred to as "**the Act**") and the rules made there under for the financial year ended on March 31, 2024 ("Period"). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act;
 2. maintenance of registers/ records & making entries therein within the time prescribed therefore;
 3. filing of forms and returns ~~as stated in the annual return~~, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within and beyond the prescribed time;

During the Period under review, the Company was not required to file any forms and returns to the Regional Director, Central Government, Tribunal, Court or other authorities except to Investor Education and Protection Fund Authority.

4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/ registers maintained for the purpose and the same have been signed;
5. Closure of Register of Members/ Security holders, as the case may be.

During the period under review, the Company does not have any other security holder and accordingly no register is maintained for such security holders.

6. advances/ loans to its directors and/ or persons or firms or companies referred in section 185 of the Act;

During the Period under review, the Company has not made advances to its directors and/ or persons or firms or companies referred in Section 185 of the Act.

7. contracts/ arrangements with related parties as specified in section 188 of the Act;

During the Period under review, the Company has entered into transactions with related parties pursuant to Section 2(76) read with Section 188 of the Companies Act, 2013, in the ordinary course of business and at arm's length basis, therefore, provisions of Section 188 of the Act are not attracted

8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;

During the Period under review, the Company has not made any

- *issue or allotment of securities;*
- *transfer or transmission of securities;*
- *buy back of securities;*
- *redemption of preference shares or debentures;*
- *alteration or reduction of share capital;*
- *conversion of shares/ securities.*

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.

During the Period under review, the Company has not kept in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.

10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

During the Period under review, the Company was not required to transfer any other amount, as applicable, except unpaid/ unclaimed dividend to Investor Education and Protection Fund in accordance with Section 124 and 125 of the Act and the same has been deposited.

11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;

12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

During the Period under the review, there was no filing up of casual vacancies of the Directors.

Further, there was no appointment / filing up of casual vacancies of Key Managerial Personnel.

13. appointment/ re-appointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

During the Period under review, the Company has not made any appointment, re-appointment or filling up casual vacancies of auditors as per the provisions of section 139 of the Act.

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

During the Period under review, the Company was not required to take any approvals from the Central Government, Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act.

15. acceptance/ renewal/ repayment of deposits;

During the Period under review, the Company has not made any acceptance/ renewal/ repayment of deposits.

16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

During the Period under review, the Company has not made any borrowings from its directors, members, public financial institutions, and others and was not required to create/modify/satisfy any charge in that respect.

17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;

During the Period under review, the Company has not made any loans and investments to other bodies corporate or persons falling under the provisions of section 186 of the Act.

18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

During the Period under review, the Company has not made any alteration to the provision of the Memorandum and Articles of Association of the Company

For **Chandrasekaran Associates**
Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No.: 5715/2024

Rupesh Agarwal
Managing Partner
Membership No. A16302
Certificate of Practice No. 5673
UDIN:

Date:
Place: Delhi

Clarification with respect to Form MGT-7 of Financial Year 2023-24

1. In Point III. GODFREY PHILLIPS MIDDLE EAST, DMCC (a Subsidiary Company) is under liquidation.
2. Three Shareholders falling under the Promoter category are holding Shares in two Demat Accounts each, those three Shareholders holdings has been clubbed for the purpose of Shareholding Pattern as mentioned in point VI(a). Hence, we are considering the total number of Shareholders under Promoter category as 27.
3. In Point No. VI(a), the total number of Shareholders under Promoter Category has been shown as 27. However, in the Shareholding Pattern filed with Stock Exchanges (BSE & NSE) for the financial year ended 31st March 2024, the total number of Promoter and Promoter Group is appearing as 23, as there are 4 Promoter Group Shareholders with Nil Shareholding.

For Godfrey Phillips India Ltd.

Sanjay Kumar Gupta

Company Secretary

M. No.: 7545

Address: 14, Omaxe Square,
Jasola District Centre,
New Delhi 110025.

Date: _____

COMMITTEE MEETINGS HELD DURING THE FINANCIAL YEAR 2023-24.

Number of Meetings held: 12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on date of meeting	Attendance	
				Number of members attended	% of attendance
11.	Risk Management Committee	26/07/2023	4	4	100
12.	Risk Management Committee	03/11/2023	4	4	100

Note: Sl. No. 1 to 10 are already mentioned in the Form MGT-7 in Point No. IX. C “Committee Meetings”. Hence, we are submitting the details of additional meeting by way of an attachment.

For Godfrey Phillips India Limited

Sanjay Kumar Gupta
(Company Secretary)

M. No.- 7545

Address: Plot No. 14, Jasola District Centre,
Jasola, New Delhi- 110025.

Godfrey Phillips India Limited

Details in respect of shares held by or on behalf of the FIIs/ FPIs.

Sr. No	Name Of FII/FPI	FII/ FPI	Regn. No. with SEBI / RBI	No. of Shares	% of share holding
1	ACADIAN EMERGING MARKETS EQUITY II FUND LLC	FPI	INUSFP171515/NA	38167	0.0734
2	ACADIAN EMERGING MARKETS PORTFOLIO	FPI	INUSFP134516/NA	9854	0.019
3	CC& L Q GLOBAL EQUITY FUND	FPI	INCAFP073217/NA	207	0.0004
4	CC&L Q EMERGING MARKETS EQUITY FUND LP	FPI	IN-US-FP-0438-23/ NA	181	0.0003
5	COPTHALL MAURITIUS INVESTMENT LIMITED - NON ODI ACCOUNT	FPI	INMUF086419/Circular No.533	29	0.0001
6	LEGAL & GENERAL EMERGING MARKETS EX CHINA SMALL CAP COLLECTIVE INVESTMENT TRUST FUND	FPI	IN-US-FP-0118-24/ NA	3235	0.0062
7	NATIONAL RAILROAD RETIREMENT INVESTMENT TRUST	FPI	IN-US-FP-0060-16/N.A.	4682	0.009
8	ROTHKO EMERGING MARKETS SMALL CAP EQUITY FUND, L.P.	FPI	IN-US-FP-0596-20/ NA	6218	0.012
9	SEGALL BRYANT & HAMILL EMERGING MARKETS SMALL CAP FUND, LP	FPI	INUSFP026719/A.P. (DIR SERIES) CIRCULAR NO 112	104	0.0002
10	SEI TRUST COMPANY, AS TRUSTEE ON BEHALF OF ACADIAN GLOBAL SMALL CAP EQUITY CIT FUND	FPI	INUSFP045718/A.P.(DIR SERIES) CIRCULAR NO.112	24856	0.0478
11	STATE STREET GLOBAL SMALL CAP EQUITY EX-U.S. INDEX NON-LENDING SERIES FUND	FPI	INUSFP023316/A.P. (DIR SERIES) CIRCULAR NO 112	28353	0.0545
12	TEACHERS' RETIREMENT SYSTEM OF THE STATE OF ILLINOIS - ACADIAN ASSET MANAGEMENT LLC - EM SMALL CAP	FPI	INUSFP035921/NA	51946	0.0999
13	THE JUPITER GLOBAL FUND-JUPITER INDIA SELECT	FPI	IN-LU-FP-0208-18/ NA	890294	1.7123
14	THE NORTH CAROLINA SUPPLEMENTAL RETIREMENT PLANS GROUP TRUST	FPI	INUSFP272015/A.P. (DIR SERIES) CIRCULAR NO 112	8118	0.0156
15	WISDOMTREE INDIA INVESTMENT PORTFOLIO, INC.	FPI	IN-MU-FP-0800-15/NA	22045	0.0424
16	WORLD ALLOCATION 60/40 FUND OF DIMENSIONAL FUNDS PLC	FPI	IN-IR-FP-0335-22/ NA	1327	0.0026
17	1199 SEIU HEALTH CARE EMPLOYEES PENSION FUND	FPI	IN-US-FP-1706-16/NA	14228	0.0274
18	ABU DHABI INVESTMENT AUTHORITY - MONSOON	FPI	INUEFP010817/CIRCULAR NO.533	53667	0.1032
19	BNP PARIBAS FINANCIAL MARKETS - ODI	FPI	INFRFP006620/ NA	877	0.0017
20	CITY OF NEW YORK GROUP TRUST	FPI	INUSFP213516/A.P. (DIR SERIES) CIRCULAR NO 112	70959	0.1365
21	COLLEGE RETIREMENT EQUITIES FUND - STOCK ACCOUNT	FPI	INUSFP083617/NA	10475	0.0201
22	DFA INTERNATIONAL VECTOR EQUITY FUND	FPI	INCAFP268815/ NA	2938	0.0057
23	EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	FPI	IN-US-FP-0804-21/ NA	4149	0.008

24	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND	FPI	INUSFP176217/CIRCULAR NO 533	26024	0.0501
25	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND	FPI	INUSFP172617/CIRCULAR NO 533	49474	0.0952
26	FLORIDA RETIREMENT SYSTEM.- ACADIAN ASSET MANAGEMENT, INC	FPI	INUSFP146616/ NA	21333	0.041
27	GALLUS AKTIEN EMERGING MARKETS AKTIV	FPI	INCHFP085522/A.P. DIR SER CIR NO 112	795	0.0015
28	JOHN HANCOCK FUNDS II EMERGING MARKETS FUND	FPI	IN-US-FP-1649-15/NA	824	0.0016
29	LSV EMERGING MARKETS SMALL CAP EQUITY FUND, LP	FPI	IN-US-FP-2888-16/N.A.	40317	0.0775
30	MISSOURI EDUCATION PENSION TRUST MANAGED BY ACADIAN ASSET MANAGEMENT LLC	FPI	INUSFP077016/CIRCULAR NO.533	2061	0.004
31	MV SCIF MAURITIUS	FPI	INMUF003417/NA	9708	0.0187
32	NEW YORK STATE COMMON RETIREMENT FUND	FPI	INUSFP162316/CIRCULAR NO.533	43567	0.0838
33	PEOPLE'S BANK OF CHINA	FPI	INCNFP043014/NA	283	0.0005
34	QMA JP EMERGING MARKETS ALL CAP ONSHORE FUND, L.P.	FPI	IN-US-FP-1165-22/ NA	15058	0.029
35	SEGALL BRYANT & HAMILL EMERGING MARKETS FUND, LP	FPI	INUSFP031419/A.P. (DIR SERIES) CIRCULAR NO 112	8591	0.0165
36	STATE STREET ACTIVE EMERGING MARKETS NON-LENDING COMMON TRUST FUND	FPI	INUSFP027116/A.P. (DIR SERIES) CIRCULAR NO 112	4309	0.0083
37	STATE STREET ACTIVE EMERGING MARKETS SECURITIES LENDING FUND	FPI	INUSFP023216/A.P. (DIR SERIES) CIRCULAR NO 112	9498	0.0183
38	THE PRUDENTIAL INVESTMENT PORTFOLIOS, INC. - PGIM BALANCED FUND	FPI	INUSFP040320/ NA	1750	0.0034
39	UBS PRINCIPAL CAPITAL ASIA LTD	FPI	INSGFP062014/.	106	0.0002
40	UNIVERSAL-INVESTMENT-GESELLSCHAFT MBH ON BEHALF OF BAYVK A3-FONDS	FPI	INGEFP014018/ NA	49067	0.0944
41	ABU DHABI INVESTMENT AUTHORITY - XENON	FPI	INUEFP051617/CIRCULAR NO. 533	34348	0.0661
42	ACADIAN ALL COUNTRY WORLD EX US FUND	FPI	INUSFP054418/NA	3213	0.0062
43	ACADIAN EMERGING MARKETS SMALL CAP EQUITY FUND LLC	FPI	INUSFP171615/NA	131834	0.2536
44	BOFA SECURITIES EUROPE SA - ODI	FPI	IN-FR-FP-0973-19/ NA	4372	0.0084
45	COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT	FPI	INMUF001717/CIRCULAR NO. 533	16232	0.0312
46	FIDELITY SALEM STREET TRUST FIDELITY TOTAL INTERNATIONAL INDEX FUND	FPI	IN-US-FP-1501-16/NA	6318	0.0122

47	FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND	FPI	INUSFP242515/CIRCULAR NO.533	877	0.0017
48	FUNDPARTNER SOLUTIONS (SUISSE) S.A.-RP - FONDS INSTITUTIONNEL - ACTIONS MARCHES EMERGENTS	FPI	INCHFP209715/A.P. (DIR SERIES) CIRCULAR NO 112	20600	0.0396
49	JOHN HANCOCK VARIABLE INSURANCE TRUST EMERGING MARKETS VALUE TRUST	FPI	IN-US-FP-0382-15/NA	2008	0.0039
50	K INDIA OPPORTUNITIES FUND LIMITED - CLASS E	FPI	INMUFP097517/ NA	8582	0.0165
51	NORTHERN TRUST COLLECTIVE EMERGING MARKETS EX CHINA INVESTABLE MARKET INDEX FUND - NON-LENDING	FPI	IN-US-FP-0886-21/ NA	649	0.0012
52	PGIM QUANT SOLUTIONS EMERGING MARKETS SMALL CAP EQUITY FUND OF THE PRUDENTIAL TRUST COMPANY COLLECTIVE TRUST	FPI	INUSFP108522/A.P.(DIR SERIES) CIRCULAR NO.112	495	0.001
53	PUB EQUITIES EMERGING MARKETS 2	FPI	INCHFP001417/CIRCULAR NO. 533	4251	0.0082
54	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF MISSISSIPPI	FPI	INUSFP051117/NA	430	0.0008
55	STATE STREET GLOBAL ALL CAP EQUITY EX-US INDEX PORTFOLIO	FPI	INUSFP143615/NA	2050	0.0039
56	TEXAS MUNICIPAL RETIREMENT SYSTEM	FPI	INUSFP235617/NA	4635	0.0089
57	WELLINGTON TRUST COMPANY, NATIONAL ASSOCIATION MULTIPLE COMMON TRUST FUNDS TRUST EMERGING MARKETS SMALL CAP SYSTEMATIC EQUITY PORTFOLIO	FPI	IN-US-FP-0296-22/ NA	21100	0.0406
58	ALASKA PERMANENT FUND	FPI	INUSFP117816/ NA	4090	0.0079
59	BUMA-UNIVERSAL-FONDS I	FPI	INGEFP004717/CIRCULAR NO. 533	50524	0.0972
60	COX ENTERPRISES, INC. MASTER TRUST	FPI	INUSFP030118/A.P. (DIR SERIES) CIRCULAR NO 112	747	0.0014
61	DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	FPI	INIRFP127115/NA	1063	0.002
62	DIMENSIONAL WORLD EX U.S. CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	FPI	IN-US-FP-0614-21/ NA	7592	0.0146
63	EMERGING MARKETS TARGETED VALUE PORTFOLIO	FPI	IN-US-FP-0735-18/NA	2269	0.0044
64	GOLDMAN SACHS INVESTMENTS (MAURITIUS) I LTD	FPI	INMUFP257316/EC.CO.FII/8008/11.01.02(153)96-97	3368	0.0065
65	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	FPI	INUSFP130016/A.P. DIR SER CIR NO 112	30753	0.0591
66	SEGALL BRYANT & HAMILL EMERGING MARKETS FUND	FPI	IN-US-FP-0528-19/ NA	5678	0.0109
67	SSGA SPDR ETFs EUROPE I PUBLIC LIMITED COMPANY - SPDR MSCI EMERGING MARKETS SMALL CAP UCITS ETF	FPI	INIRFP026114/NA	2919	0.0056
68	THE COLLECTIVE LSV EMERGING MARKETS EQUITY FUND OF THE NORTHERN TRUST COMPANY SUB-ADVISED COLLECTIVE FUNDS TRUST MANAGED BY LSV ASSET MANAGEMENT	FPI	IN-US-FP-2487-17/NA	22300	0.0429

69	WORLD EX U.S. TARGETED VALUE PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	FPI	IN-US-FP-0216-16/NA	2468	0.0047
70	BVK PERSONALVORSORGE DES KANTONS ZURICH	FPI	INCHFP113016/CIRCULAR NO. 533	1908	0.0037
71	DIMENSIONAL EMERGING MARKETS CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	FPI	IN-US-FP-0176-22/ NA	5852	0.0113
72	DIMENSIONAL EMERGING MARKETS VALUE FUND	FPI	IN-US-FP-0337-16/N.A.	79410	0.1527
73	EMERGING MARKETS TARGETED VALUE FUND OF THE DIMENSIONAL FUNDS II PUBLIC LIMITED COMPANY	FPI	INIRFP027716/NA	4395	0.0085
74	ISHARES CORE MSCI EMERGING MARKETS IMI INDEX ETF	FPI	IN-CA-FP-1125-22/ NA	3008	0.0058
75	ISHARES MSCI EM SMALL CAP UCITS ETF	FPI	IN-IR-FP-2571-16/NA	4053	0.0078
76	NORTHERN TRUST COLLECTIVE EMERGING MARKETS SMALL CAP INDEX FUND-NON LENDING	FPI	IN-US-FP-0952-15/NA	11411	0.0219
77	ROTHKO EMERGING MARKETS ALL CAP EQUITY FUND, L.P.	FPI	IN-US-FP-0597-20/ NA	1338	0.0026
78	SOCIETE GENERALE - ODI	FPI	INFRFP100119/ NA	1900	0.0037
79	SOMERVILLE TRADING ENTERPRISES, LLC	FPI	INUSFP004424/CIRCULAR NO. 533	8369	0.0161
80	TEACHERS RETIREMENT SYSTEM OF THE CITY OF NEW YORK	FPI	INUSFP163115/CIRCULAR NO. 533	10993	0.0211
81	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	FPI	IN-US-FP-0339-16/NA	45867	0.0882
82	UPS GROUP TRUST	FPI	INUSFP013716/NA	7537	0.0145
83	CC&L Q INTERNATIONAL SMALL CAP EQUITY FUND	FPI	INCAFP098021/ NA	102	0.0002
84	COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM/GE328-ACADIAN ASSETMANAGEMENT INC.	FPI	INUSFP047617/NA	15527	0.0299
85	DFA AUSTRALIA LIMITED AS RESPONSIBLE ENTITY FOR DIMENSIONAL EMERGING MARKETS VALUE TRUST	FPI	IN-AU-FP-0321-16/NA	1711	0.0033
86	EMERGING MARKETS VALUE FUND OF DIMENSIONAL FUNDS PLC	FPI	INIRFP027616/NA	6409	0.0123
87	FIDELITY RUTLAND SQUARE TRUST II STRATEGIC ADVISERS EMERGING MARKETS FUND AS MANAGED BY ACADIAN ASSET MANAGEMENT LLC	FPI	IN-US-FP-2412-15/NA	5107	0.0098
88	FLORIDA RETIREMENT SYSTEM - WELLINGTON MANAGEMENT COMPANY LLP	FPI	INUSFP081919/ NA	25800	0.0496
89	INTERNATIONAL MONETARY FUND	FPI	IN-US-FP-2878-16/ NA	312	0.0006
90	ISHARES CORE MSCI EM IMI UCITS ETF	FPI	IN-IR-FP-0734-15/NA	37057	0.0713
91	JUPITER INDIA FUND	FPI	IN-UK-FP-2425-16/N.A.	2858211	5.4972
92	LAZARD ASSET MANAGEMENT LLC, PROPRIETARY ACCOUNT	FPI	IN-US-FP-0377-17/NA	113	0.0002
93	LSV INDIA EQUITY FUND, LP	FPI	IN-US-FP-0966-21/ NA	5100	0.0098

94	NORTHERN TRUST COMMON ALL COUNTRY WORLD EX-US INVESTABLE MARKET INDEX FUND-NON LENDING	FPI	IN-US-FP-2461-15/NA	368	0.0007
95	POLUS GLOBAL FUND	FPI	INMUFP016615/220713/7	15000	0.0288
96	QUADRATURE CAPITAL VECTOR SP LIMITED	FPI	INCYFP003521/CIRCULAR NO.533	19964	0.0384
97	SPDR PORTFOLIO MSCI GLOBAL STOCK MARKET ETF	FPI	INUSFP069815/A.P. (DIR SERIES) CIRCULAR NO 112	3160	0.0061
98	SPDR S&P EMERGING MARKETS SMALL CAP ETF	FPI	INUSFP131616/A.P. (DIR SERIES) CIRCULAR NO 112	14209	0.0273
99	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX NON-LENDING COMMON TRUST FUND	FPI	INUSFP022816/A.P. (DIR SERIES) CIRCULAR NO 112	3617	0.007
100	THE BOEING COMPANY EMPLOYEE SAVINGS PLANS MASTER TRUST	FPI	IN-US-FP-0653-18/NA	23289	0.0448
101	UTAH STATE RETIREMENT SYSTEMS	FPI	IN-US-FP-2719-16/N.A.	803	0.0015
102	WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	FPI	IN-US-FP-0317-16/NA	5565	0.0107
103	ACADIAN EMERGING MARKETS EQUITY FUND	FPI	INUSFP171715/NA	38327	0.0737
104	DFA INTERNATIONAL CORE EQUITY FUND	FPI	INCAFP268915/ NA	1938	0.0037
105	DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF DIMENSIONAL ETF TRUST	FPI	IN-US-FP-0827-20/ NA	8557	0.0165
106	DIMENSIONAL EMERGING MARKETS VALUE ETF OF DIMENSIONAL ETF TRUST	FPI	IN-US-FP-0173-22/ NA	4125	0.0079
107	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)	FPI	IN-US-FP-0314-16/N.A.	138437	0.2663
108	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND B	FPI	INUSFP172517/CIRCULAR NO 533	2284	0.0044
109	FUNDPARTNER SOLUTIONS (SUISSE) SA- TURICUM - AKTIEN - UND IMMOBILIENWERTSCHRIFTEN	FPI	INCHFP135115/A.P. (DIR SERIES) CIRCULAR NO 112	928	0.0018
110	ISHARES MSCI INDIA SMALL-CAP ETF	FPI	IN-US-FP-0362-19/ NA	30407	0.0585
111	MERCER QIF FUND PLC-MERCER INVESTMENT FUND 1	FPI	IN-IR-FP-0330-15/ NA	1977	0.0038
112	MONETARY AUTHORITY OF SINGAPORE ACCOUNT 1	FPI	IN-SG-FP-0971-17/NA	14585	0.0281
113	QMA JP EMERGING MARKETS ALL CAP OFFSHORE FUND, LTD.	FPI	IN-CY-FP-1458-22/ NA	2593	0.005
114	STATE STREET EMERGING MARKETS SMALL CAP ACTIVE NON-LENDING QIB COMMON TRUST FUND	FPI	INUSFP034816/A.P. (DIR SERIES) CIRCULAR NO 112	38100	0.0733
115	THE UNIVERSITY OF TEXAS SYSTEM-ACADIAN ASSET MANAGEMENT	FPI	INUSFP152016/NA	30615	0.0589
116	VIRGINIA RETIREMENT SYSTEM	FPI	INUSFP158315/ NA	4264	0.0082
117	VIRGINIA RETIREMENT SYSTEM MANAGED BY ACADIAN ASSET MANAGEMENT	FPI	INUSFP120417/ NA	29235	0.0562

118	CC&L Q INTERNATIONAL EQUITY FUND	FPI	INCAFP073617/NA	158	0.0003
119	EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	FPI	INUKFP032216/ NA	5334	0.0103
120	EMPLOYEES RETIREMENT SYSTEM OF TEXAS - SELF MANAGED PORTFOLIO	FPI	INUSFP027416/NA	3209	0.0062
121	GAM INVESTMENT MANAGEMENT (SWITZERLAND) AG FOR REUSS - EMERGING MARKETS ASIA	FPI	IN-CH-FP-0965-17/NA	25300	0.0487
122	GOLDMAN SACHS (SINGAPORE) PTE. - ODI	FPI	INSGFP097519/ NA	285	0.0005
123	ISHARES MSCI EMERGING MARKETS SMALL-CAP ETF	FPI	IN-US-FP-0387-19/ NA	4960	0.0095
124	LOS ANGELES CITY EMPLOYEES RETIREMENT SYSTEM	FPI	IN-US-FP-1757-17/EC.CO.FII/691/11.01.02(723)/2003-04	3395	0.0065
125	PRUDENTIAL WORLD FUND, INC. - PGIM QUANT SOLUTIONS INTERNATIONAL EQUITY FUND	FPI	INUSFP128116/ NA	2480	0.0048
126	PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEXICO	FPI	INUSFP216615/A.P.(DIR SERIES) CIRCULAR NO.112	961	0.0018
127	SA EMERGING MARKETS VALUE FUND	FPI	INUSFP116216/NA	794	0.0015
128	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX SECURITIES LENDING FUND	FPI	INUSFP022916/A.P. (DIR SERIES) CIRCULAR NO 112	4767	0.0092
129	STICHTING SHELL PENSIOENFONDS	FPI	INNLP023317/CIRCULAR NO.533	5500	0.0106
130	UBS FUND MANAGEMENT (SWITZERLAND) AG ON BEHALF OF SIHL INSTITUTIONAL FUND - AKTIEN EMERGING MARKETS	FPI	INCHFP052214/.	655	0.0013
131	WISDOMTREE EMERGING MARKETS SMALLCAP DIVIDEND FUND	FPI	IN-US-FP-0391-15/NA	41734	0.0803