

8th December 2023

The Manager
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001
BSE Scrip Code: 500163

The Manager, Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex Bandra (East),
Mumbai – 400 051
Symbol: GODFRYPHLP

Sub.: Results of Postal Ballot along with Scrutinizer’s Report.

Dear Sirs,

This is with reference to our intimation dated 7th November 2023 enclosing Notice of Postal Ballot along with the Explanatory Statement seeking the approval of the Shareholders of the Company, to transact the business, as detailed below, through Postal Ballot:

Sl. No.	Type of Resolution	Particulars
1	Ordinary Resolution	To approve material Related Party Transaction(s) between the Company and Philip Morris Products S.A., Switzerland (PMSA).

We further inform that, pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company conducted the Postal Ballot through e-voting as set out in the notice of Postal Ballot dated 3rd November 2023. The e-voting commenced on Wednesday, 8th November 2023 at 09:00 A.M. (IST) and concluded on Thursday, 7th December 2023 at 05:00 P.M. (IST).

Further, pursuant to the provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the voting results along with scrutinizer’s report is enclosed herewith. The same is also made available on the Company’s website at www.godfreyphillips.co.

We request you to kindly take the above information on your record.

Thanking you,
Yours faithfully,
For Godfrey Phillips India Limited

Sanjay Kumar Gupta
Company Secretary
M. No.- 7545
Encl: As above

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve material Related Party Transaction(s) between the Company and Philip Morris Products S.A., Switzerland (PMSA).				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37737229	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		37737229	0	0	0	0	0
Public-Institutions	E-Voting	6043421	5614414	92.9013	2189675	3424739	39.001	60.999
	Poll							
	Postal Ballot (if applicable)							
	Total		6043421	5614414	92.9013	2189675	3424739	39.001
Public- Non Institutions	E-Voting	8213270	862522	10.5016	858972	3550	99.5884	0.4116
	Poll							
	Postal Ballot (if applicable)							
	Total		8213270	862522	10.5016	858972	3550	99.5884
Total		51993920	6476936	12.4571	3048647	3428289	47.0693	52.9307
Whether resolution is Pass or Not.							No	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	-
Public Insitutions	-
Public - Non Insitutions	-

V.R. ASSOCIATES

Company Secretaries

Resi: G-5/3 Jal Padma, Bangur Nagar, Goregaon West, Mumbai 400 104
Admn office: 31 Topiwala Center, Goregaon West, Mumbai 400 062
Tel: 022-28774306; Mobile 98214 47548; e-mail: cs.ram25@gmail.com
GST No. 27ACSPV8251A1Z7 ; MSME Regn no. UDAYAM-MH-18-0050392

8th December 2023

**Scrutinizer's Report on Postal Ballot process conducted through remote e-voting
pursuant to provisions of Sections 110, 108 of Companies Act, 2013 read with Rule 20, 22
of Companies (Management and Administration) Rules, 2014 as amended of
Godfrey Phillips India Limited**

To,
The Chairperson
Godfrey Phillips India Limited

I, V. Ramachandran, proprietor of M/s V.R. Associates, Company Secretaries (Membership no. ACS 7731, CP no. 4731) have been appointed as Scrutinizer by Godfrey Phillips India Limited (the Company) as per Board Resolution dated 3rd November 2023 for the purpose of scrutinizing the Postal Ballot process, in respect of the resolution set out in the Postal Ballot Notice dated 3rd November 2023 ('Notice') which was conducted only through remote voting by electronic means ('remote e-voting'), in a fair and transparent manner pursuant to Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (as amended) ('the Rules') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and in compliance with the framework issued by Ministry of Corporate Affairs through its General Circular Nos. 14/2020 dated 08th April 2020, 17/2020 dated 13th April 2020 along with subsequent circulars issued in this regard and the latest Circular No. 9/2023 dated 25th September 2023 ('MCA Circulars').

The Company has engaged the services of Link Intime India Private Limited ('Link Intime') for facilitating e-voting to enable the Members to cast their votes electronically.

The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules including MCA Circulars and Listing Regulations relating to remote e-voting for the resolution contained in the Postal Ballot Notice dated 3rd November 2023. Our responsibility as a Scrutinizer is to ensure that the remote e-voting is carried out in a fair and transparent manner and to make a scrutinizer's report on the votes cast "IN FAVOUR" or "AGAINST" on the resolution contained in the Postal Ballot Notice dated 3rd November 2023 based on the reports generated from the e-voting system provided by Link Intime.

Members holding shares as on 3rd November 2023, "cut-off date", were entitled to vote on the resolution stated in the Notice.

The remote e-voting period was open from on Wednesday, 8th November 2023 at 9:00 A.M. (IST) and was closed on Thursday, 7th December 2023 at 5:00 P.M. (IST). After closure of the voting period on Thursday, 7th December 2023 at 5:00 P.M. (IST), the Link Intime portal was blocked for voting.

V.R. ASSOCIATES

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The e-voting results / list of members who have voted for and / or against were downloaded from the e-voting website of Link Intime.

The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, folio number or client ID of the shareholders, number of shares held by them. There were no invalid votes.

The details containing, inter alia, list of equity shareholders, who voted “For” or “Against” the resolution put to vote, were generated from the e-voting website of Link Intime and based on such reports generated, the result of the e-voting is as under:

Item of the Postal Ballot Notice dated 3rd November 2023:

ORDINARY RESOLUTION

To approve material RPT(s) between the Company and Phillip Morris Products S.A.:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	277	3048647	47.07

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	29	3428289	52.93

Total number of Valid votes casted under remote evoting	6476936
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(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0

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Based on above results, I report that, the resolution as per the Notice is not passed as the votes cast in favour of the resolution do not exceed the votes cast against the resolution by the members of the Company.

The electronic data and all other relevant records relating to the remote e-voting will be handed over to the Company Secretary and Compliance officer of the Company for safe preservation.

Thank you.

Yours faithfully,

For **V.R. Associates**
Company Secretaries

V.Ramachan
dran

Digitally signed by V.Ramachandran
DN: c=IN, o=Personal, title=9355,
pseudonym=13308230904444806KL2300010M110,
2.5.4.0=1ed91e0d3338493657594427c5f46f20167cdf7e
51b4523475daa1f1ba2c2, postalCode=400104,
st=Maharashtra,
serialNumber=792aa5e537564dea0063fb7e4f86c744fec2
0b587b1effe6605b7437d44c6, cn=V.Ramachandran
Date: 2023.12.08 17:47:56 +05'30'

V. Ramachandran

Proprietor

ACS 7731/ CP 4731

UDIN: A007731E002886343

PRC No. 1662/2022

Place: Mumbai

Date: 8th December 2023