



GODFREY PHILLIPS
—INDIA LIMITED—

GODFREY PHILLIPS INDIA LIMITED

Registered Office:

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110, Section 108 and all other applicable provisions, if any, of the Companies Act, 2013, (“**Act**”) read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), 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, issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as “**MCA Circulars**”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below is proposed to be passed by the Members of Godfrey Phillips India Limited (the “**Company**”) through Postal Ballot, by way of remote e-voting (“**e-voting**”) process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act and any other applicable provisions of the Act, read with Rules framed thereunder; setting out the material facts and reasons thereof concerning the resolutions mentioned in this Postal Ballot Notice (“**Notice**”), is annexed hereto.

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 e-voting will commence **on Saturday, 9th December 2023 (9:00 A.M. (IST)) and ends on Sunday, 7th January 2024 (5:00 P.M. (IST))**.

Members are requested to carefully read the instructions provided in this Notice and vote accordingly on the proposed resolutions.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. V Ramachandran (CP No. 4731), Proprietor V.R. Associates, Company Secretaries, as the Scrutinizer for scrutinizing the postal ballot (e-voting process) in a fair and transparent manner.

The Scrutinizer will submit the results of the e-voting to the Chairperson of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting, who shall counter sign the same. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.godfreyphillips.co, on the website of the Link Intime at <https://instavote.linkintime.co.in/> and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') where the equity shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting, by the requisite majority of Members by means of Postal Ballot, i.e. on **Sunday, 7th January 2024**.

SPECIAL BUSINESS:

1. Approval of the 'Godfrey Phillips Employees Share Purchase Scheme, 2023' and its implementation through Trust:

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ('the Act'), and the rules made thereunder, the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as 'SEBI Regulations'), including any statutory modification(s) or re-enactment(s) of the Act, the rules or the SEBI Regulations, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors of the Company in its sole discretion (hereinafter referred to as the 'Board', which expression shall also include the nomination and remuneration committee ('NRC') that has been identified by the Board to be the Committee for this purpose, where required), and pursuant to the recommendation of the NRC and approval of the Board, the approval of the Members of the Company be and is hereby granted to the adoption of the Employees Stock Purchase Scheme of the Company i.e. "Godfrey Phillips Employees Share Purchase Scheme, 2023" (hereinafter referred to as 'ESPS 2023 or the Scheme'), to be implemented through a trust (herein after referred to as "Trust") to be set up as per the provisions of all applicable laws, including without limitation, Indian Trusts Act, 1882, as amended, the SEBI Regulations and the Act and the Rules made thereunder and the Trust to acquire, purchase, hold, deal in fully paid-up equity shares of the Company for the purpose of implementation of the ESPS 2023 in due compliance with the provisions of the SEBI Regulations, the Act (including rules framed thereunder) and other applicable laws and regulations, and grant fully paid up Equity Shares of the Company to the Eligible Employees, at such price or prices, in one or more tranches and on such terms and conditions, as may be specified in the ESPS 2023 and in accordance with the Act and the rules made thereunder, the SEBI Regulations and Applicable Laws, such that the equity shares to be granted to the Eligible Employees, present and future, under ESPS 2023 shall not exceed an overall limit of 5% of the current paid up equity share capital of the Company (i.e. not more than 25,99,696 (Twenty Five Lakh Ninety Nine Thousand Six Hundred and Ninety Six) equity shares of face value of Rs. 2/- each fully paid-up.

RESOLVED FURTHER THAT subject to Applicable Laws, the Board (including the NRC) or the officers who may be authorized by the Board in this regard, be and are hereby authorized to make any modifications, changes, variations, alterations or revisions to the ESPS 2023, as it may deem fit, from time to time and/ or amend modify, alter, vary, suspend, withdraw or revive the ESPS 2023 from time to time in conformity with the provisions of the Act, the Regulations and other Applicable Laws, circulars and guidelines, provided that such variation, amendment, modification or alteration is not detrimental to the material interest of the eligible employees of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/ undertaking or other re-organization, and others, if any additional equity shares are required to be issued by the Company to the Shareholders (“Additional Shares”), the ceiling as mentioned above of ESPS 2023 and equity shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares granted and locked in under the ESPS 2023 shall automatically stand adjusted without affecting any other rights or obligations of the grantee eligible employees.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including the NRC) or the officers who may authorized by the Board in this regard, be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

2. Approval for authorization of acquisition of equity shares from secondary market through Trust route for implementation of ‘Godfrey Phillips Employees Share Purchase Scheme, 2023’:

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (‘the Act’), and the rules made thereunder, the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as ‘SEBI Regulations’), including any statutory modification(s) or re-enactment(s) of the Act, the Rules or the SEBI Regulations, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary, and pursuant to the recommendation of the nomination and remuneration committee of the Company (‘NRC’) and approval of the Board of Directors (hereinafter referred to as the ‘Board’, which expression shall also include the NRC for this purpose, where required), the approval of the Members of the Company be and is hereby accorded to the Board to the acquisition of the equity shares of the Company from the secondary market at prevailing prices, through a trust (hereinafter referred to as ‘Trust’) to be set up for implementation of “Godfrey Phillips Employees Share Purchase Scheme, 2023” (hereinafter referred to as ‘ESPS 2023 or the Scheme’), in one or more tranches and on such terms and conditions, as may be determined by the Board, provided that such total number of equity shares under secondary acquisition

made by the Trust shall not exceed 5% of the paid-up equity share capital of the Company as on 31st March 2023.

RESOLVED FURTHER THAT the number of equity shares of the Company that can be acquired by the Trust from the secondary market in any financial year shall not exceed 2% of the paid-up equity share capital of the Company as at the end of the previous financial year.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division, split, change in capital structure and others, if any, additional equity shares of the Company are issued to the employees pursuant to the ESPS 2023 for the purpose of making a fair and reasonable adjustment, the number of paid-up equity shares in the above ceiling of 5% of the paid-up equity share capital of the Company as on 31st March 2023 be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, the above ceiling of 5% shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Rs. 2/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board (including the NRC) or the officers who may be authorized by the Board in this regard, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

3. Approval for provision of money to Trust by the Company for purchase of its own shares for implementation of ‘Godfrey Phillips Employees Share Purchase Scheme, 2023’:

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (‘the Act’), and the rules made thereunder, the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as ‘SEBI Regulations’), including any statutory modification(s) or re-enactment(s) of the Act, the Rules or the SEBI Regulations, for the time being in force and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company in its sole discretion (hereinafter referred to as the ‘Board’, which expression shall also include the nomination and remuneration committee of the Company (‘NRC’), where required), and pursuant to the recommendation of the NRC and approval of the Board, the approval of the Members of the Company be and is hereby accorded for making an interest free provision of money from time to time and in one or more tranches, subject, however, to the overall limits prescribed under Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, to the trust as may be set up for acquisition of

equity shares of the Company from the secondary market for implementation of “Godfrey Phillips Employees Share Purchase Scheme, 2023”.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board (including the NRC) or the officers who may be authorized by the Board in this regard, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

Place: New Delhi

Date: 7th December 2023

**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 Kumar Gupta
Company Secretary
Membership No. 7545

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the special business as set out above is annexed hereto and forms part of this Notice.
2. In terms of Section 110 of the Act read with Rule 20 and Rule 22 of Rules, the business set out in the notice above is sought to be passed through postal ballot, by way of remote e-voting (“e-voting”) process.
3. The Postal Ballot Notice is being sent only by email to those members who have registered their email addresses with their Depository Participant(s) (“DPs”) or with Link Intime India Private Limited (‘RTA’) and whose names appear in the Register of Members/ List of Beneficial Owners as received from RTA or Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on **4th December 2023** (“**Cut-off date**”) in accordance with the provisions of the Act, read with Rules made thereunder and MCA Circulars.
4. In terms of Sections 108, 110 and other applicable provisions of the Act as amended, read with Rules 20 and 22 of the Rules and in compliance with Regulation 44 of the SEBI Listing Regulations as amended from time to time, the Company is pleased to offer e-voting facility to all the members of the Company. The Company has appointed Link Intime for facilitating e-voting to enable the members to cast their votes electronically.
5. The Notice of Postal Ballot is also placed on the website of the Company i.e. www.godfreyphillips.co and the website of Link Intime i.e. <https://instavote.linkintime.co.in/>.

6. Resolutions passed by the Members through postal ballot is deemed to have been passed as if the same has been passed at a General Meeting of the Members.
7. The members whose e-mail addresses are not registered with the Company/Depositories/RTA, are requested to get the same registered/ updated. The members holding shares in dematerialised form can get their e-mail addresses registered by contacting their respective Depository Participant and the members holding shares in physical form may register their e-mail addresses and mobile number with RTA by updating their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable). Members can download forms to make their service request to RTA from link <https://web.linkintime.co.in/KYC-downloads.html> or contact the Company's RTA at nt.helpdesk@linkintime.co.in for assistance in this regard.
8. The documents referred to in this Postal Ballot Notice will be available for inspection electronically by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to isc-gpi@modi-ent.com.
9. The e-voting period commences on **Saturday, 9th December 2023 (9:00 A.M. IST) and ends on Sunday, 7th January 2024 (5:00 P.M. IST)**. During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e., **4th December 2023** may cast their votes electronically. The e-voting module will be disabled by Link Intime for voting thereafter. 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. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
10. The instructions and other information relating to e-voting is as under:

INSTRUCTIONS FOR REMOTE E-VOTING

As per the SEBI circular dated December 9, 2020, individual shareholders holding shares in dematerialized mode can register directly with the depository or will have the option of accessing various E-voting Service Providers (ESP) portals directly from their demat accounts through DPs.

LOGIN

Login method for Individual shareholders holding shares in demat mode is given below:

1. Individual Shareholders holding shares in demat mode with NSDL:
 1. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsd.com> and on the home page click on the "Beneficial Owner" icon under "Login", which is available under 'IDeAS' section. This will prompt you 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 or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the e-Voting period.

2. If you are 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>.
 3. Alternatively, visit the e-Voting website of NSDL i.e. <https://www.evoting.nSDL.com/> and on the home page click 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 or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the e-Voting period.
2. Individual Shareholders holding shares in demat mode with CDSL
1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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, the user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding shares in demat mode) login through their DPs.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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 the Company name or e-Voting service provider name i.e. Link Intime and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period.

Login method for Individual shareholders holding shares in physical form/ Non-Individual Shareholders holding shares in demat mode is given below:

Individual Shareholders of the Company, holding shares in physical form / Non-Individual Shareholders holding shares in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:**
Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. 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).
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

 - ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

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.

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 Link Intime 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.

HELPDESK

Helpdesk for Individual Shareholders holding shares 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.

Helpdesk for Individual Shareholders holding shares in demat mode:

Individual Shareholders holding shares in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding shares 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 : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding shares 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 toll free no. 1800 22 55 33

FORGOT LOGIN/PASSWORD

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

If an Individual Shareholders holding shares 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 code (CAPTCHA). 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/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

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 shares 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.

NOTE

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

Item Nos. 1 to 3

The Board of Directors of Godfrey Phillips India Limited (‘Company’), based on the recommendation of the Nomination and Remuneration Committee (‘NRC’), at its Meeting held on 3rd November 2023, approved the ‘Godfrey Phillips Employees Share Purchase Scheme, 2023’ (hereinafter referred to as the “ESPS 2023 or Scheme”), subject to the approval of shareholders of the Company, for benefit of the employees of the Company, as permissible under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as ‘SEBI Regulations’).

The purpose of ESPS 2023 is to motivate and retain the talented, loyal and hard-working employees of the Company with incentives and reward their performance with ownership in proportion to the contribution made by them and to align the interests of the employees with that of the Company. It is expected that this exercise will create sense of ownership and participation amongst the employees and will ensure achievement of organizational performance goals along with creation of value for the employees.

The ESPS 2023 shall be implemented through the Godfrey Phillips ESPS Trust (‘Trust’) to be set up for acquisition of equity shares from the secondary market. The Company proposes to make an interest free provision of money, from time to time, in one or more tranches, to the Trust for acquisition of equity shares of the Company from secondary market, in accordance with SEBI Regulations, Companies Act, 2013 and other applicable laws.

Disclosures/main features of ESPS 2023 pursuant to the SEBI Regulations and the Companies Act, 2013 are as under:

a) Brief description of the Scheme:

The eligible employees of the Company shall be offered equity shares of the Company as determined by the NRC, on the terms and conditions as provided under the ESPS 2023 and in accordance with the provisions of the applicable laws and regulations for the time being in force.

The purpose of the ESPS 2023 is to motivate and retain the talented, loyal, and hard-working employees of the Company with incentives and reward their performance with ownership in proportion to the contribution made by them and to align the interests of the employees with that of the Company. Such exercise will create a sense of ownership and participation amongst the employees and will ensure achievement of organizational performance goals along with creation of value for the employees.

The ESPS 2023 involves acquisition of equity shares from secondary market through the trust route for its implementation.

b) The total number of shares to be offered / granted:

The total number of shares to be held/ granted under the ESPS 2023 shall not at any one time exceed 5% (Five percent) of the current total paid up capital of the Company (i.e. not more than 25,99,696 (Twenty Five Lakh Ninety Nine Thousand Six Hundred and Ninety Six) equity shares having a face value of Rs 2 (Two) each).

In case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division, split, change in capital structure and others, the NRC in consultation with the Trust, shall determine and adjust the number of shares offered or the purchase price or any other terms of the offer, to be such number of shares or purchase price or such terms of the offer as is appropriate, to ensure that the Eligible Employees are in the same position and not worse off, as they were prior to such corporate action, subject to the same being in accordance with the applicable laws.

c) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

‘Eligible Employees’ means an Employee who has been identified by the NRC for Offer of Shares in pursuance of the Scheme and who has a right but not an obligation to accept the Offer and apply for Shares and shall deem to include Nominees of such Eligible Employee in case of death of Eligible Employee to the extent provisions of the Scheme is applicable.

“Employee” under the ESPS 2023 means:

- (i) An employee of the Company as designated by the Company, who is exclusively working in India or outside India as on the offer date;
- (ii) Director of the Company whether whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director as on the offer date;

but excludes following:

- (i) An employee who is a promoter or member of promoter group;
- (ii) A director who either by himself or through his/ her relatives or through anybody corporate, directly or indirectly holds more than 10% (ten per cent) of the outstanding shares of the Company.

d) Requirements of Offer and Offer Period:

The NRC shall determine the dates for commencement and closure of the offer period which shall not extend beyond the date of commencement of payment window. The offer period shall be specified in the offer letter communicated to each eligible employee. Further, each offer under the ESPS 2023 shall be made in writing by the authorized representative of the NRC on behalf of the Company to the eligible employees by way of an offer letter containing specific details as to offer period, purchase price, payment window, and other pertinent details.

The NRC shall determine the offer period within which the eligible employee shall accept the offer by delivering to the Company a duly signed acceptance form. The eligible employee shall further pay the exercise price within the payment window as may be specified in the offer letter.

An offer made shall lapse and shall be deemed to have been cancelled in case:

- (i) The eligible employee does not submit duly filled-in acceptance form within the offer period, unless the NRC determines otherwise.
- (ii) The eligible employee, after submission of duly filled-in acceptance form, does not make payment of the purchase price within the payment window, unless the NRC determines otherwise.

e) Maximum period within which the Shares shall be offered/granted:

The NRC shall determine the dates for commencement and closure of the offer period which shall not extend beyond the date of commencement of payment window which shall be communicated in the offer letter.

f) Exercise/ Purchase Price or pricing formula:

The purchase price/exercise price, means the price per share to be paid by the eligible employee for obtaining the shares pursuant to the offer made under the ESPS 2023 which will be decided by the NRC and mentioned in the offer letter issued to such Eligible Employee. The exercise price shall not be less than the face value of equity shares and shall not exceed market price of the equity shares as on the Offer Date.

It shall be inclusive of applicable taxes and levies, if any, other than the income tax chargeable on the applicable perquisite value on account of exercise of offer in the hands of the eligible employee.

g) Exercise/ Offer Period and process of exercise/ acceptance of offer:

The NRC shall determine the dates of commencement and closure of the Offer Period within which the Eligible Employee shall accept the Offer by delivering to the Company a duly signed Acceptance Form. The Eligible Employee shall further pay the exercise price within the payment window as may be specified in the Offer Letter, and shall include the following:

- (a) Submission of acceptance form filled-in all respects within the offer period, shall be deemed as if application for purchase of shares has been made pending payment of the purchase price. The application for purchase of the shares shall be deemed complete upon payment of the purchase price for all or part of the shares, in one or more tranches, from time to time but within the payment window, as determined by the NRC.
- (b) Subject to the decision of the NRC, an eligible employee may at his/ her discretion proceed to make payment of the purchase price for all or a part of the shares under offer in one go or may make the payments in tranches from time to time, to cover for all or part of the shares but within the predefined payment window.

h) The appraisal process for determining the eligibility of employees for the Scheme:

The performance evaluation criteria, performance conditions and performance period relevant for determining eligibility of an employee, shall be specified by the NRC at its sole discretion.

i) Maximum number of Shares to be offered / issued per employee and in aggregate:

The maximum number of shares that may be offered and transferred to an individual employee in any financial year shall not be equal to or exceed 5,19,939 (Five Lakh Nineteen Thousand Nine Hundred and Thirty Nine) Shares i.e., 1% (One percent) of paid-up equity capital, under the ESPS 2023.

The total number of shares to be held/ granted under the ESPS 2023 in aggregate, shall not at any one time exceed 5% (Five percent) of the current total paid up capital of the Company (i.e. not more than 25,99,696 (Twenty Five Lakh Ninety Nine Thousand Six Hundred and Ninety Six) equity shares having a face value of Rs 2 each).

j) Maximum quantum of benefits to be provided per employee under the Scheme:

The maximum number of shares that may be offered and transferred to an individual employee in any financial year shall not be equal to or exceed 5,19,939 (Five Lakh Nineteen Thousand Nine Hundred and Thirty Nine) Shares i.e., 1% (One percent) of paid-up equity capital, under the ESPS 2023.

k) Whether the Scheme is to be implemented and administered directly by the Company or through a Trust:

The ESPS 2023 shall be implemented and administered through the Trust to the extent aspects of such administration are delegated by the NRC or are required to be governed by the Trust as per requirements of the Applicable Laws.

l) Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both:

The ESPS 2023 will be implemented only by acquisition of equity shares from secondary market by the Trust.

m) The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:

The Board or the NRC shall decide on the amount, tenure, utilization, repayment and any other terms of loan to be provided to the Trust for the purpose of implementation of the ESPS 2023. The maximum amount of loan shall be within the overall limits prescribed under Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, from time to time. The money so provided will be utilized solely for the purpose of acquiring shares of the Company for implementation of ESPS 2023.

n) Maximum percentage of secondary acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purposes of the Scheme:

The Trust is entitled to acquire such number of shares of the Company through secondary acquisition from open market provided that the number of shares that may be acquired in any financial year shall not exceed 2% (Two percentage) of the paid-up equity capital of the Company as at the end of the preceding financial year. In addition, the total number of equity shares under secondary acquisition made by the Trust shall not exceed 5% (Five percentage) of the paid-up equity share capital of the Company as on 31st March 2023 i.e. 25,99,696 (Twenty Five Lakh Ninety Nine Thousand Six Hundred and Ninety Six) shares.

o) A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15:

The Company confirms that it shall adhere to the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2023 including “Guidance Note on Accounting for employee share-based payments” with respect to implementation of the ESPS 2023 including compliance with the disclosure requirements prescribed under applicable laws.

p) The method which the Company shall use to value its Offer of Shares:

The Company shall use the fair value method for valuation of the Shares granted under the ESPS 2023, in accordance with the accounting standard on share-based payments and Guidance note prescribed by the ICAI, including any changes that may be prescribed from time to time.

q) Period of Lock-in:

The shares transferred by the Trust to the eligible employees under the ESPS 2023 shall be subject to a minimum lock-in period of 1 (one) year from the date of transfer thereof. Any higher lock-in period not exceeding a period of 3 (three) years shall be subject to the discretion of the NRC.

r) Terms & conditions for buyback, if any, of specified securities covered under these Regulations:

Not Applicable.

Disclosures required pursuant to Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, for the provision of money to the Trust for purchase of shares from secondary market for implementation of ESPS 2023, are as follows:

a) Class of employees for whose benefit the ESPS 2023 is being implemented and money is being provided for purchase of or subscription to shares:

Same as in point (c) above.

b) Particulars of the trustee or employees in whose favour such shares are to be registered:

The shares of the Company acquired by the Trust from the secondary market will be registered in the name of the Trust or all or any of the Trustees of the Trust, in accordance with the applicable laws.

c) Particulars of Trust, Trustees and their relationship with the promoters, directors or key managerial personnel, if any:

An Irrevocable Trust in the nature of an Employee Welfare Trust will be set-up with the name “Godfrey Phillips ESPS Trust” or such other name as may be found suitable.

The Trustee(s) of the Trust would be appointed in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI Regulations. A person shall not be appointed as a Trustee, if he is a director, key managerial personnel or promoter of the company or its group company including its holding / subsidiary / associate company or any relative of such director, key managerial personnel or promoter or if he beneficially holds ten percent or more of the paid-up share capital or the voting rights of the Company.

d) Any interest of key managerial personnel, directors or promoters in such Scheme or Trust and effect thereof:

As per the SEBI Regulations and terms of ESPS 2023, the promoters and independent directors of the Company are not eligible to receive shares under the ESPS 2023. The Key Managerial Personnel (*as defined under the Act*) and Whole-time Director of the Company who fall in the definition of Eligible Employees, may be deemed to be concerned or interested in the ESPS 2023 to the extent of shares that may be granted to them pursuant to the ESPS 2023.

None of the Key Managerial Personnel, Directors or Promoters shall be interested in the Trust.

e) Detailed particulars of benefits which will accrue to the Employees from the implementation of the ESPS 2023:

The Eligible Employees shall be offered shares under the ESPS 2023 at the pre-determined exercise price. The Eligible Employees would get the benefit from sale of such shares depending on the sale price.

f) Details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the ESPS 2023 would be exercised:

As per SEBI Regulations, the Trustees shall not vote in respect of equity shares held in the Trust. The voting rights can be exercised by an employee only when the equity shares are transferred to him/her after due process of exercise of shares.

In terms of the provisions of the Companies Act, 2013 and relevant SEBI Regulations, consent of the Shareholders is being sought by way of a Special Resolutions set out at Item No. 1 to 3 of this Notice.

None of the Directors, key managerial personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in these resolutions, except to the extent of their respective shareholding, if any, in the Company and number of shares which may be granted to them, if any, pursuant to implementation of the ESPS 2023.

The Board recommends the Special Resolutions set out in item Nos. 1 to 3 of the Notice for approval of the Shareholders.

Place: New Delhi

Date: 7th December 2023

**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 Kumar Gupta
Company Secretary
Membership No. 7545