

G5/3, Jai Padma, Bangur Nagar, Goregaon (West), Mumbai - 400 104.
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 Service Tax Regn. No. ACSPV8251AST001
 PAN : ACSPV8251A

To,
 The Company Secretary
 Godfrey Phillips India Limited
 'Macropolo Building'
 Next to Kalachowky Post Office
 Lalbaug
 Mumbai 400 033

Dear Sirs,

Sub: Combined Report of e-voting and voting by poll at the AGM

The results of the combined report i.e. voting by electronic means between 16th to 18th September, 2014 and by poll at the annual general meeting held ("AGM") on Tuesday, 23rd September, 2014 in respect of all the items of business at the said AGM are as given below:

(a) Resolution 1 – ADOPTION OF AUDITED FINANCIAL STATEMENTS, DIRECTORS REPORT & AUDITORS REPORT FOR YEAR ENDED 31ST MARCH 2014:

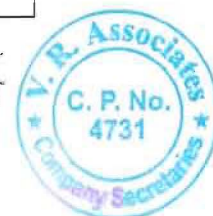
FOR THE RESOLUTION			AGAINST THE RESOLUTION			INVALID VOTES	
No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of invalid votes	Total no. of votes cast by them
116	5435238	100%	NIL	NIL	N.A.	NIL	NIL

(b) Resolution 2 – DECLARATION OF DIVIDEND:

FOR THE RESOLUTION			AGAINST THE RESOLUTION			INVALID VOTES	
No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of invalid votes	Total no. of votes cast by them
118	5685239	100%	NIL	NIL	N.A.	NIL	NIL

(c) Resolution 3 – RE-APPOINTMENT OF MR. LALIT KUMAR MODI, DIRECTOR:

FOR THE RESOLUTION			AGAINST THE RESOLUTION			INVALID VOTES	
No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of invalid votes	Total no. of votes cast by them
102	5673991	99.80%	14	11240	0.20%	NIL	NIL



(d) Resolution 4 – APPOINTMENT OF M/S DELOITTE HASKINS & SELLS, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS:

FOR THE RESOLUTION			AGAINST THE RESOLUTION			INVALID VOTES	
No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of invalid votes	Total no. of votes cast by them
115	5435237	95.60%	3	250002	4.40%	NIL	N.A.

(e) Resolution 5 – APPOINTMENT OF MR. R.A. SHAH AS INDEPENDENT DIRECTOR:

FOR THE RESOLUTION			AGAINST THE RESOLUTION			INVALID VOTES	
No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of invalid votes	Total no. of votes cast by them
111	5435086	95.60%	5	250013	4.40%	NIL	NIL

(f) Resolution 6 – APPOINTMENT OF MR. ANUP N. KOTHARI AS INDEPENDENT DIRECTOR:

FOR THE RESOLUTION			AGAINST THE RESOLUTION			INVALID VOTES	
No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of invalid votes	Total no. of votes cast by them
114	5435101	95.60%	2	250001	4.40%	NIL	NIL

(g) Resolution 7 – APPOINTMENT OF DR. LALIT BHASIN AS INDEPENDENT DIRECTOR:

FOR THE RESOLUTION			AGAINST THE RESOLUTION			INVALID VOTES	
No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of invalid votes	Total no. of votes cast by them
115	5435103	95.60%	2	250001	4.40%	NIL	NIL



(h) Resolution 8 – APPOINTMENT OF MS. BINA MODI AS NON-EXECUTIVE DIRECTOR:

FOR THE RESOLUTION			AGAINST THE RESOLUTION			INVALID VOTES	
No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of invalid votes	Total no. of votes cast by them
115	5685037	99.999%	1	65	0.001%	NIL	NIL

(i) Resolution 9 – TO APPROVE SUB-DIVISION OF EQUITY SHARES AND CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

FOR THE RESOLUTION			AGAINST THE RESOLUTION			INVALID VOTES	
No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of invalid votes	Total no. of votes cast by them
118	5685239	100%	NIL	NIL	N.A.	NIL	NIL

(j) Resolution 10 – SUBSTITUTION OF ARTICLE 3 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

FOR THE RESOLUTION			AGAINST THE RESOLUTION			INVALID VOTES	
No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of invalid votes	Total no. of votes cast by them
117	5685237	100%	NIL	NIL	N.A.	NIL	NIL

(k) Resolution 11 – SUBSTITUTION OF ARTICLE 106 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

FOR THE RESOLUTION			AGAINST THE RESOLUTION			INVALID VOTES	
No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of invalid votes	Total no. of votes cast by them
112	5685017	99.998%	5	87	0.002%	NIL	NIL



On the basis of the results of the combined report of e-voting and the voting by poll at the annual general meeting held as above, the ordinary and special resolutions can be considered to have been duly passed as per section 114 of the Companies Act, 2013.

Thank you,

Yours faithfully,
For *V.R. Associates*
Company Secretaries

Ramachandran



V. Ramachandran
Proprietor
ACS 7731/ CP 4731

Place: Mumbai

Dated: 24th September, 2014