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30th September, 2015.

COMBINED REPORT OF THE SCRUTINIZER ON THE REMOTE E-VOTING AND VOTING BY POLL CONDUCTED AT THE 78TH AGM OF GODFREY PHILLIPS INDIA LIMITED HELD ON 29TH SEPTEMBER, 2015

To,
The Chairman
Godfrey Phillips India Limited

78th Annual General Meeting (AGM) of the Equity Shareholders of Godfrey Phillips India Limited held on Tuesday, the 29th September, 2015 at 3.00 p.m. at the Y.B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana) Mumbai – 400 021.

Sub: *Passing of resolution(s) through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended*

Dear Sirs,

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 31st July, 2015 and Company's letter dated 4th August, 2015 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and clause 35B of the Listing Agreement with Stock Exchanges for the purpose of remote e-voting as well as the voting by poll taken on all the resolutions at the Annual General Meeting of the Shareholders of the Company held on Tuesday, 29th September, 2015 at 3.00 p.m. at the Y.B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana) Mumbai – 400 021 hereby submit my report as under:

The Company had extended facility of remote e-voting to the Members of the Company through NSDL from Saturday 26th September, 2015 (9.00 a.m.) to Monday, 28th September, 2015 (5.00 p.m.).

Further, on 29th September, 2015 at the 78th AGM, ballot papers were distributed to the Members present in person or by proxy to enable the Members to vote who could not do the remote e-voting.

- 1) The Company had appointed National Securities Depository Limited (NSDL) for the purpose of providing the facility of remote e-voting to the Members of the Company.
- 2) NSDL had set up an electronic voting facility on their website. viz. www.evoting.nsdl.com. The company had uploaded all the items of business to be transacted at the AGM on the website of NSDL as also its own website i.e. www.godfreyphillips.com.
- 3) The cut off date for despatch of notice of the AGM was 21st August, 2015 and as on that date there were 15,044 Members in the Company. NSDL had sent notices of the AGM alongwith the Annual Report and e-voting details by e-mail to 6094 Members whose e-mail details were available with the depositories and for those Members holding shares in physical form and had sent their e-mail details to the RTA. In respect of 8950 Members for whom the e-mail details were not available the notices were sent by 4th September, 2015. The Company completed the despatch of notices to Members on 4th September, 2015.
- 4) The notice clearly indicated the process and manner of voting by electronic means including step wise procedure for voting in a secure manner.
- 5) The cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions was 22nd September, 2015.



- 6) The remote e-voting period commenced on Saturday 26th September, 2015 at 9.00 a.m. and ended on Monday, 28th September, 2015 at 5.00 p.m.
- 7) The company released an advertisement, which was published more than 21 days before the date of the AGM, in Economic Times and Maharashtra Times on 5th September, 2015. The notice contained the details specified in Rule 20(4)(v) (a) to (h).
- 8) At the end of the voting portal on Monday, 28th September, 2015, the voting portal was blocked forthwith. The same was unblocked on 29th September, 2015 after voting process by poll was completed in the presence of two witnesses viz. Ms. Pooja Sawarkar and Ms. Akshata Vengurlekar.
- 9) At the venue of the 78th AGM of the Company held on 29th September, 2015, the facility to vote through polling paper was provided to those Members present in the meeting but could not participate through remote e-voting.
- 10) After the time fixed for closing the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification mark placed by me.
- 11) The locked ballot box was subsequently opened in my presence along with two witnesses viz. Ms. Pooja Sawarkar and Ms. Akshata Vengurlekar and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and authorisations/ proxies lodged with the Company.
- 12) The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
- 13) The results of remote e-voting and the voting by poll are as under:

Item No. 1:

ORDINARY RESOLUTION

a. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon; and

b. Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015.

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	73	41556027	N.A	21	204550	N.A	41760577	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	73	41556027	99.5102	21	204550	0.4898	41760577	100.0000
Voting with Assent	72	41555809	99.5097	21	204550	0.4898	41760359	99.9995



Voting with Dissent	1	218	0.0005	0	0	0.0000	218	0.0005
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Item No. 2:
ORDINARY RESOLUTION
Declaration of dividend on equity shares

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	73	41556027	N.A	21	204550	N.A	41760577	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	73	41556027	99.5102	21	204550	0.4898	41760577	100.0000
Voting with Assent	73	41556027	99.5102	21	204550	0.4898	41760577	100.0000
Voting with Dissent	0	0	0.0000	0	0	0.0000	0	0.0000

Item No. 3:
ORDINARY RESOLUTION
Appointment of Mr. Samir Kumar Modi, who retires by rotation, and being eligible, offers himself for re-appointment;

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Assent	70	41555782	99.5096	21	204550	0.4898	41760332	99.9994
Voting with Dissent	2	243	0.0006	0	0	0.0000	243	0.0006



Item No. 4:**ORDINARY RESOLUTION**

Re-appointment of Mr. R. Ramamurthy, who retires by rotation, and being eligible, offers himself for re-appointment:

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Assent	59	41461622	99.2841	21	204550	0.4898	41666172	99.7739
Voting with Dissent	13	94403	0.2261	0	0	0.0000	94403	0.2261

Item No. 5:**ORDINARY RESOLUTION**

Ratification of appointment of Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company for the financial year 2015-16:

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Assent	70	41555995	99.5101	21	204550	0.4898	41760545	99.9999
Voting with Dissent	2	30	0.0001	0	0	0.0000	30	0.0001

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Item No. 6:**ORDINARY RESOLUTION****Appointment of Mr. Atul Kumar Gupta as an Independent Director:**

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Assent	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Dissent	0	0	0.0000	0	0	0.0000	0	0.0000

Item No. 7:**ORDINARY RESOLUTION****Ratification of remuneration payable to M/s Chandra Wadhwa & Co., Cost Auditors for the financial year 2015-16.:**

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Assent	69	41555990	99.5101	21	204550	0.4898	41760540	99.9999
Voting with Dissent	3	35	0.0001	0	0	0.0000	35	0.0001



Item No. 8:**ORDINARY RESOLUTION****Re-appointment of Mr. Samir Kumar Modi as Executive Director:**

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Assent	70	41555797	99.5096	21	204550	0.4898	41760347	99.9995
Voting with Dissent	2	228	0.0005	0	0	0.0000	228	0.0005

Item No. 9:**SPECIAL RESOLUTION****Re-appointment of Mr. K.K. Modi as Managing Director:**

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Assent	70	41555797	99.5096	21	204550	0.4898	41760347	99.9995
Voting with Dissent	2	228	0.0005	0	0	0.0000	228	0.0005



Item No. 10:**SPECIAL RESOLUTION****Re-appointment of Mr. R. Ramamurthy as Whole-time Director:**

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Assent	70	41555896	99.5099	21	204550	0.4898	41760446	99.9997
Voting with Dissent	2	129	0.0003	0	0	0.0000	129	0.0003

Item No. 11:**SPECIAL RESOLUTION****Adoption of new set of Articles of Association:**

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Assent	71	41556019	99.5102	21	204550	0.4898	41760569	100.0000*
Voting with Dissent	1	6	0.0000	0	0	0.0000	6	0.0000*

* Note: 99.999986 % rounded off to 100.0000% and 0.000014% rounded off to 0.0000%.

A compact disc (CD) containing the list of equity shareholders who voted "For", "Against" and those whose votes were declared as invalid for each resolution is enclosed.



The poll papers and all other relevant records were sealed and handed over to the Company Secretary, for safe keeping.

Thank you.

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




V. Ramachandran
Proprietor
ACS 7731/ CP 4731