

Form No. MGT-7**Annual Return (other than OPCs and Small Companies)**

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

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi**I REGISTRATION AND OTHER DETAILS**

i *Corporate Identity Number (CIN)

L16004MH1936PLC008587

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2026

(c) *Type of Annual filing

☒ Original☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	GODFREY PHILLIPS INDIA LIMITED	GODFREY PHILLIPS INDIA LIMITED
Registered office address	'Macropolo Building', Ground Floor, next to Kala Chowky P.O., Dr. Babasaheb Ambedkar Road,, Lalbaug,NA,Mumbai,Mumbai City,Maharashtra,India,400033	'Macropolo Building', Ground Floor, next to Kala Chowky P.O., Dr. Babasaheb Ambedkar Road,, Lalbaug,NA,Mumbai,Mumbai City,Maharashtra,India,400033
Latitude details	18.993081	18.993081
Longitude details	72.836533	72.836533

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Registered office-GPI.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****8K

(c) *e-mail ID of the company

*****odfreyphillips.co.in

(d) *Telephone number with STD code

02*****21

(e) Website										
iv *Date of Incorporation (DD/MM/YYYY)	03/12/1936									
v (a) *Class of Company (as on the financial year end date) (Private company/Public Company/One Person Company)	Public company									
(b) *Category of the Company (as on the financial year end date) (Company limited by shares/Company limited by guarantee/Unlimited company)	Company limited by shares									
(c) *Sub-category of the Company (as on the financial year end date) (Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)	Indian Non-Government company									
vi *Whether company is having share capital (as on the financial year end date)	☒ Yes ☐ No									
vii (a) Whether shares listed on recognized Stock Exchange(s)	☒ Yes ☐ No									
(b) Details of stock exchanges where shares are listed										
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 50%;">Stock Exchange Name</th> <th style="width: 40%;">Code</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>National Stock Exchange (NSE)</td> <td>A1024 - National Stock Exchange (NSE)</td> </tr> <tr> <td>2</td> <td>Bombay Stock Exchange (BSE)</td> <td>A1 - Bombay Stock Exchange (BSE)</td> </tr> </tbody> </table>		S. No.	Stock Exchange Name	Code	1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)	2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)
S. No.	Stock Exchange Name	Code								
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)								
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)								
viii Number of Registrar and Transfer Agent	1									
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;">CIN of the Registrar and Transfer Agent</th> <th style="width: 20%;">Name of the Registrar and Transfer Agent</th> <th style="width: 30%;">Registered office address of the Registrar and Transfer Agents</th> <th style="width: 30%;">SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td>U67190MH1999PTC118368</td> <td>MUFG INTIME INDIA PRIVATE LIMITED</td> <td>C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West,),,,Mumbai,Mumbai City,Maharashtra,India,400083</td> <td>INR000004058</td> </tr> </tbody> </table>		CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent	U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West,),,,Mumbai,Mumbai City,Maharashtra,India,400083	INR000004058	
CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent							
U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West,),,,Mumbai,Mumbai City,Maharashtra,India,400083	INR000004058							
ix * (a) Whether Annual General Meeting (AGM) held	☒ Yes ☐ No									
(b) If yes, date of AGM (DD/MM/YYYY)										
(c) Due date of AGM (DD/MM/YYYY)	30/09/2026									
(d) Whether any extension for AGM granted	☐ Yes ☒ No									

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *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	12	Manufacture of Tobacco products	76
2	G	Wholesale and retail trade; repair of motor vehicles and motorcycles	46	Wholesale trade, except of motor vehicles and motorcycleS	22.2
3	G	Wholesale and retail trade; repair of motor vehicles and motorcycles	47	Retail trade, except of motor vehicles and motorcycles	1.8

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

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

8

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U16000MH1964PLC013915		INTERNATIONAL TOBACCO COMPANY LIMITED	Subsidiary	100
2	U74899DL1984PLC017448		CHASE INVESTMENTS LIMITED	Subsidiary	100

3	U70100MH1988PLC046854		UNIQUE SPACE DEVELOPERS LIMITED	Subsidiary	66.67
4	U74899DL1973PLC006528		FRIENDLY REALITY PROJECTS LIMITED	Subsidiary	92.2
5	U45200DL2006PLC156832		RAJPUTANA INFRASTRUCTURE CORPORATE LIMITED	Subsidiary	92.2
6	U74999DL1996PTC080090		KKM MANAGEMENT CENTRE PRIVATE LIMITED	Associate	36.75
7	U51909DL2009PTC189517		PHILIP MORRIS INDIA TRADING PRIVATE LIMITED	Associate	24.8
8	U68100MH2024PLC437137		WHITE HORSE REALTY LIMITED	Subsidiary	100

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	247000000.00	155981760.00	155981760.00	155981760.00
Total amount of equity shares (in rupees)	494000000.00	311963520.00	311963520.00	311963520.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity				
Number of equity shares	247000000	155981760	155981760	155981760
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	494000000	311963520	311963520	311963520

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	60000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	6000000.00	0.00	0.00	0.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Preference				
Number of preference shares	60000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	6000000	0.00	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	325616	51668304	51993920.00	103987840	103987840	
Increase during the year	0.00	104047050.00	104047050.00	208094100.00	208094100.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	103987840	103987840.00	207975680	207975680	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify Demat	0	59210	59210.00	118420	118420	
Decrease during the year	59210.00	0.00	59210.00	118420.00	118420.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Demat	59210	0	59210.00	118420	118420	
At the end of the year	266406.00	155715354.00	155981760.00	311963520.00	311963520.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify 			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify 			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

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		
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

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

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

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)

Total			

Classes of non-convertible 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
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

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					

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

i *Turnover

91190193799

ii * Net worth of the Company

53626178692

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity	Preference

		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	72600	0.05	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	107870697	69.16	0	0.00
10	Others				
	Trust	5269140	3.38	0	0.00
	Total	113212437.00	72.59	0.00	0

Total number of shareholders (promoters)

23

B Public/Other than promoters

S. No	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	20791731	13.33	0	0.00
	(ii) Non-resident Indian (NRI)	829159	0.53	0	0.00
	(iii) Foreign national (other than NRI)	1365	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	24000	0.02	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	144464	0.09	0	0.00
4	Banks	63498	0.04	0	0.00
5	Financial institutions	226149	0.14	0	0.00
6	Foreign institutional investors	12340687	7.91	0	0.00
7	Mutual funds	4700004	3.01	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	702186	0.45	0	0.00
10	Others	2946080	1.89	0	0.00
	Others				
	Total	42769323.00	27.41	0.00	0

Total number of shareholders (other than promoters)

166822

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

166845.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	31137
2	Individual - Male	132697
3	Individual - Transgender	0
4	Other than individuals	3011
	Total	166845.00

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

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
WORLD EX U.S. TARGETED VALUE PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	United States	01/04/2024	United States	1974	0.0013
STATE STREET GLOBAL SMALL CAP EQUITY EX-U.S. INDEX NON-LENDING SERIES FUND	United States	01/04/2024	United States	104094	0.067
PUB EQUITIES EMERGING MARKETS 2	Switzerland	01/04/2024	Switzerland	9869	0.0063
TRANS EXT GLOBAL EMRG MKTS	United Kingdom	01/04/2024	United Kingdom	327	0.0002
STATE OF ALASKA RETIREMENT AND BENEFITS PLANS MANAGED BY DIMENSIONAL FUND ADVISORS LP	United States	01/04/2024	United States	3621	0.0023
STATE STREET GLOBAL ALL CAP EQUITY EX-US INDEX PORTFOLIO	United States	01/04/2024	United States	11838	0.0076
VANGUARD INVESTMENTS FUNDS ICVC-VANGUARD FTSE GLOBAL ALL CAP INDEX FUND	United Kingdom	01/04/2024	United Kingdom	6006	0.0039

DIMENSIONAL EMERGING MARKETS EX CHINA CORE EQUITY ETF OF DIMENSIONAL ETF TRUST	United States	01/04/2024	United States	1553	0.001
STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX NON- LENDING COMMON TRUST FUND	United States	01/04/2024	United States	8163	0.0052
EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	United Kingdom	01/04/2024	United Kingdom	16002	0.0103
EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND	United States	01/04/2024	United States	57261	0.0367
EMERGING MARKETS LARGE CAP CORE EQUITY III FUND OF DIMENSIONAL FUNDS PLC	Ireland	01/04/2024	Ireland	819	0.0005
LEGAL & GENERAL UCITS ETF PLC - L&G GERD KOMMER MULTIFACTOR EQUITY UCITS ETF	Ireland	01/04/2024	Ireland	756	0.0005
TEXAS MUNICIPAL RETIREMENT SYSTEM	United States	01/04/2024	United States	4680	0.003
DIMENSIONAL EMERGING MARKETS VALUE ETF OF DIMENSIONAL ETF TRUST	United States	01/04/2024	United States	12375	0.0079
COLLEGE RETIREMENT EQUITIES FUND - STOCK ACCOUNT	United States	01/04/2024	United States	28701	0.0184

ALASKA PERMANENT FUND - DIMENSIONAL FUND ADVISORS LP - EMERGING MARKETS SMALL CAP EQUITY	United Sates	01/04/2024	United States	2190	0.0014
TEACHER RETIREMENT SYSTEM OF TEXAS - SELF MANAGED 3	United States	01/04/2024	United States	3303	0.0021
THRIFT SAVINGS PLAN	United States	01/04/2024	United States	94674	0.0607
FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND	United States	01/04/2024	United States	414	0.0003
NORTHERN TRUST COMMON ALL COUNTRY WORLD EX-US INVESTABLE MARKET INDEX FUND-NON LENDING	United States	01/04/2024	United States	1104	0.0007
WORLD ALLOCATION 60/40 FUND OF DIMENSIONAL FUNDS PLC	Ireland	01/04/2024	Ireland	3981	0.0026
SSGA SPDR ETFS EUROPE I PUBLIC LIMITED COMPANY-SPDR MSCI ALL COUNTRY WORLD INVESTABLE MARKET UCITS ETF	Ireland	01/04/2024	Ireland	2115	0.0014
FUNDPARTNER SOLUTIONS (SUISSE) SA- TURICUM - AKTIEN - UND IMMOBILIENWER TSCHRIFTEN	Switzerland	01/04/2024	Switzerland	4218	0.0027
EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND	United States	01/04/2024	United States	158109	0.1014

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

Details	At the beginning of the year	At the end of the year
Promoters	27	23
Members (other than promoters)	74971	166822
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	2	0.01	0
B Non-Promoter	1	6	1	5	0.06	0.00
i Non-Independent	1	0	1	0	0.06	0
ii Independent	0	6	0	5	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and 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	6	3	7	0.07	0.00

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

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

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
AVTAR SINGH MONGA	00418477	Director	0	
PAUL NORMAN JANELLE	03489805	Director	0	
VISHAL DHARIWAL	AHWPDP0776D	CFO	60000	
PUMIT KUMAR CHELLARAMANI	AHFPC0207M	Company Secretary	4500	
MARCO MARIOTTI	11396596	Director	0	
BINA MODI	AAPPM4174L	CEO	9000	
CHARU MODI	00029625	Whole-time director	30	
BINA MODI	00048606	Managing Director	9000	
SHARAD AGGARWAL	07438861	Whole-time director	108000	
LAKSHMINARAYANAN SUBRAMANIAN	02808698	Director	0	
NIRMALA BAGRI	01081867	Director	0	
AJAY VOHRA	00012136	Director	0	
SUMANT BHARADWAJ	08970744	Director	0	

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

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
PAUL NORMAN JANELLE	03489805	Additional Director	16/05/2025	Appointment
MARCO MARIOTTI	11396596	Director	12/03/2026	Change in designation
ATUL KUMAR GUPTA	01734070	Director	19/06/2025	Cessation
PAUL NORMAN JANELLE	03489805	Director	28/06/2025	Change in designation
MARCO MARIOTTI	11396596	Additional Director	01/02/2026	Appointment

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 (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	04/09/2025	79934	94	75.36

B BOARD MEETINGS

*Number of meetings held

5

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/05/2025	9	8	88.89
2	04/08/2025	9	9	100
3	17/09/2025	9	7	77.78
4	03/11/2025	9	8	88.89
5	30/01/2026	9	8	88.89

C COMMITTEE MEETINGS

Number of meetings held

11

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	15/05/2025	4	4	100

2	Audit Committee	04/08/2025	3	3	100
3	Audit Committee	03/11/2025	3	3	100
4	Audit Committee	30/01/2026	4	4	100
5	Nomination and Remuneration Committee	15/05/2025	4	4	100
6	Nomination and Remuneration Committee	03/11/2025	4	3	75
7	Stakeholders Relationship Committee	04/08/2025	3	3	100
8	Corporate Social Responsibility Committee	15/05/2025	3	3	100
9	ESG Committee	15/05/2025	3	3	100
10	Risk Management Committee	15/05/2025	3	3	100
11	Risk Management Committee	10/12/2025	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		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	 (Y/N/NA)
1	BINA MODI	5	5	100	6	6	100	
2	CHARU MODI	5	3	60	0	0	0	
3	SHARAD AGGARWAL	5	5	100	4	4	100	
4	PAUL NORMAN JANELLE	4	4	100	0	0	0	
5	AVTAR SINGH MONGA	5	5	100	6	6	100	
6	MARCO MARIOTTI	0	0	0	0	0	0	
7	NIRMALA BAGRI	5	5	100	8	8	100	
8	SUMANT BHARADWAJ	5	4	80	2	2	100	

9	LAKSHMINARAYANAN SUBRAMANIAN	5	4	80	5	4	80	■
10	AJAY VOHRA	5	4	80	0	0	0	■

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *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	Dr. Bina Modi	Managing Director	0	600197000	0	2453000	602650000.00
2	Charu Modi	Whole-time director	24000000	930928000	0	29423000	984351000.00
3	Sharad Aggarwal	Whole-time director	120499000	0	0	20517000	141016000.00
	Total		144499000.00	1531125000.00	0.00	52393000.00	1728017000.00

B *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	VISHAL DHARIWAL	CFO	29215904	0	0	8202424	37418328.00
2	PUMIT KUMAR CHELLARAMANI	Company Secretary	7991210	0	0	1385280	9376490.00
	Total		37207114.00	0.00	0.00	9587704.00	46794818.00

C *Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Atul Kumar Gupta	Director	0	0	0	500000	500000.00
2	Nirmala Bagri	Director	0	0	0	1400000	1400000.00
3	Sumant Bharadwaj	Director	0	0	0	700000	700000.00
4	Lakshminarayanan Subramanian	Director	0	0	0	800000	800000.00

5	Ajay Vohra	Director	0	0	0	400000	400000.00
6	Avtar Singh Monga	Director	0	0	0	1200000	1200000.00
7	Paul Normal Janelle	Director	0	0	0	400000	400000.00
	Total		0.00	0.00	0.00	5400000.00	5400000.00

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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

166845

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder_Godfrey
Phillips India Limited_MGT-
7_2.xlsm

(b) Optional Attachment(s), if any

FII Details.pdf

XV 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.

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 applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

Godfrey Phillips India
Limited

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2026

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ 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 therefor;
- 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/beyond the prescribed time;
- 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.
- 6 advances/loans 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;
- 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;
- 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

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;
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;
13 appointment/ reappointment/ 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;
15 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;
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 ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Lakhan Gupta

Date (DD/MM/YYYY)

Place

New Delhi

Whether associate or fellow:

☐ Associate

☒ Fellow

Certificate of practice number

2*7*4

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

*(b) Name of the Designated Person

PUMIT KUMAR CHELLARAMANI

Declaration

I am authorised by the Board of Directors of the Company vide resolution number*

33

dated*

(DD/MM/YYYY)

16/08/2016

to sign this form and declare that all the requirements of 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.

***To be digitally signed by**

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*4*8*6*

***To be digitally signed by**

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

2*3*1

Certificate of practice number

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

For office use only:

eForm Service request number (SRN)

AC4634786

eForm filing date (DD/MM/YYYY)

28/07/2026

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

Godfrey Phillips India Limited						
Details in respect of shares held by or on behalf of the FILs/ FPIs as on 31st March 2026						
Sr.No.	Name of the FIL	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
1	WORLD EX U.S. TARGETED VALUE PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	United States	-	United States	1974	0.0013
2	STATE STREET GLOBAL SMALL CAP EQUITY EX-U.S. INDEX NON-LENDING SERIES FUND	United States	-	United States	104094	0.0667
3	TRANS EXT GLOBAL EMRG MKTS	United Kingdom	-	United Kingdom	327	0.0002
4	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS MANAGED BY DIMENSIONAL FUND ADVISORS LP	United States	-	United States	3621	0.0023
5	STATE STREET GLOBAL ALL CAP EQUITY EX-US INDEX PORTFOLIO	United States	-	United States	11838	0.0076
6	VANGUARD INVESTMENTS FUNDS ICVC-VANGUARD FTSE GLOBAL ALL CAP INDEX FUND	United Kingdom	-	United Kingdom	6006	0.0039
7	DIMENSIONAL EMERGING MARKETS EX CHINA CORE EQUITY ETF OF DIMENSIONAL ETF TRUST	United States	-	United States	1533	0.001
8	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX NON-LENDING COMMON TRUST FUND	United States	-	United States	8163	0.0052
9	EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	United Kingdom	-	United Kingdom	16002	0.0103
10	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND	United States	-	United States	57261	0.0367
11	EMERGING MARKETS LARGE CAP CORE EQUITY III FUND OF DIMENSIONAL FUNDS PLC	Ireland	-	Ireland	819	0.0005
12	LEGAL & GENERAL UCITS ETF PLC -L&G GERD KOMMER MULTIFACTOR EQUITY UCITS ETF	Ireland	-	Ireland	756	0.0005
13	TEXAS MUNICIPAL RETIREMENT SYSTEM	United States	-	United States	4680	0.003
14	DIMENSIONAL EMERGING MARKETS VALUE ETF OF DIMENSIONAL ETF TRUST	United States	-	United States	12375	0.0079
15	COLLEGE RETIREMENT EQUITIES FUND - STOCK ACCOUNT	United States	-	United States	28701	0.0184
16	ALASKA PERMANENT FUND - DIMENSIONAL FUND ADVISORS LP - EMERGING MARKETS SMALL CAP EQUITY	United States	-	United States	2190	0.0014
17	TEACHER RETIREMENT SYSTEM OF TEXAS - SELF MANAGED 3	United States	-	United States	3303	0.0021
18	THRIFT SAVINGS PLAN	United States	-	United States	94674	0.0607
19	FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND	United States	-	United States	414	0.0003
20	NORTHERN TRUST COMMON ALL COUNTRY WORLD EX-US INVESTABLE MARKET INDEX FUND-NON LENDING	United States	-	United States	1104	0.0007
21	WORLD ALLOCATION 60/40 FUND OF DIMENSIONAL FUNDS PLC	Ireland	-	Ireland	3981	0.0026
22	SSGA SPDR ETFs EUROPE I PUBLIC LIMITED COMPANY-SPDR MSCI ALL COUNTRY WORLD INVESTABLE MARKET UCITS ETF	Ireland	-	Ireland	2115	0.0014
23	FUNDPARTNER SOLUTIONS (SUISSE) SA- TURICUM - AKTIEN - UND IMMOBILIENWERTSCHRIFTEN	Switzerland	-	Switzerland	4218	0.0027
24	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND	United states	-	United states	158109	0.1014
25	PUB EQUITIES EMERGING MARKETS 2	Switzerland	-	Switzerland	12753	0.0082
26	BNYM MELLON CF SL ACWI EX-U.S IMI FUND	United states	-	United states	381	0.0002
27	QMA JP EMERGING MARKETS ALL CAP ONSHORE FUND, L.P.	United states	-	United states	32427	0.0208
28	SA EMERGING MARKETS VALUE FUND	United States	-	United States	1053	0.0007
29	TEACHER RETIREMENT SYSTEM OF TEXAS- SELF MANAGED 40	United States	-	United States	135	0.0001
30	DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	Ireland	-	Ireland	3189	0.002
31	DIMENSIONAL WORLD EX U.S. CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	United States	-	United States	22776	0.0146
32	LOS ANGELES CITY EMPLOYEES RETIREMENT SYSTEM	United States	-	United States	3861	0.0025
33	STATE STREET IRELAND UNIT TRUST STATE STREET IUT EMERGING MARKET EQUITY INDEX FUND	Ireland	-	Ireland	573	0.0004
34	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND B	United States	-	United States	3460	0.0022
35	BLACKROCK COLLECTIVE INVESTMENT FUNDS - ISHARES EMERGING MARKETS EQUITY INDEX FUND (UK)	United Kingdom	-	United Kingdom	19867	0.0127
36	THE ASIO FUND VCC - EMKAY BHARAT FUND - BHARATS GOLDEN DECADE	singapore	-	singapore	81	0.0001
37	DFA INTERNATIONAL VECTOR EQUITY FUND	Canada	-	Canada	8814	0.0057
38	EMERGING MARKETS TARGETED VALUE PORTFOLIO	Ireland	-	Ireland	6807	0.0044
39	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX SECURITIES LENDING FUND	United States	-	United States	11235	0.0072
40	COEUS GLOBAL OPPORTUNITIES FUND	Mauritius	-	Mauritius	39000	0.025
41	VANGUARD ASIA EX JAPAN SHARES INDEX FUND	Australia	-	Australia	1720	0.0011

42	VANGUARD FUNDS PUBLIC LIMITED COMPANY - VANGUARD FTSE ALL-WORLD UCITS ETF	Ireland	-	Ireland	28838	0.0185
43	FRANKLIN TEMPLETON ICAV-FRANKLIN FTSE EMERGING MARKETS UCITS ETF	Ireland	-	Ireland	52	0
44	HSBC POOLED INVESTMENT FUND - HSBC POOLED ASIA PACIFIC EX JAPAN EQUITY INDEX TRACKING FUND	Hong Kong	-	Hong Kong	4630	0.003
45	VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST	United States	-	United States	49269	0.0316
46	NORTHERN TRUST COLLECTIVE EMERGING MARKETS SMALL CAP INDEX FUND- NON LENDING	United States	-	United States	24186	0.0155
47	THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE OF HSBC INDIA SMALL CAP EQUITY FUND (QII)	Japan	-	Japan	2005	0.0013
48	WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	United States	-	United States	16695	0.0107
49	UTAH STATE RETIREMENT SYSTEMS	United States	-	United States	9651	0.0062
50	MERCER UCITS COMMON CONTRACTUAL FUND - NFU MUTUAL GLOBAL REGIONAL CORE FUND	Ireland	-	Ireland	1146	0.0007
51	KRISTAL.AI VCC-INDIA CONFLUENCE FUND	singapore	-	singapore	50	0
52	LEGAL AND GENERAL ASSURANCE (PENSIONS MANAGEMENT) LIMITED	United Kingdom	-	United Kingdom	57462	0.0368
53	UBS ASSET MANAGEMENT LIFE LTD	United Kingdom	-	United Kingdom	702	0.0005
54	CANADA PENSION PLAN INVESTMENT BOARD	Canada	-	Canada	133462	0.0856
55	ISHARES MSCI EMERGING MARKETS SMALL-CAP ETF	Ireland	-	Ireland	9918	0.0064
56	ALASKA PERMANENT FUND	United States	-	United States	795	0.0005
57	THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR GOVERNMENT PENSION INVESTMENT FUND MTBJ400045828	Japan	-	Japan	9009	0.0058
58	VANGUARD TOTAL WORLD STOCK INDEX FUND	United States	-	United States	32035	0.0205
59	LEGAL & GENERAL GLOBAL EMERGING MARKETS INDEX FUND	United Kingdom	-	United Kingdom	16439	0.0105
60	LEGAL & GENERAL EMERGING MARKETS EX CHINA SMALL CAP COLLECTIVE INVESTMENT TRUST FUND	United Kingdom	-	United Kingdom	9716	0.0062
61	UBS AG - ODI	Switzerland	-	Switzerland	2288	0.0015
62	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	United States	-	United States	604980	0.3879
63	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	United States	-	United States	128229	0.0822
64	SCOTIA EMERGING MARKETS EQUITY INDEX TRACKER ETF	Canada	-	Canada	530	0.0003
65	WISDOMTREE INDIA EARNINGS FUND	United States	-	United States	20927	0.0134
66	CLEARWATER INTERNATIONAL FUND	Cayman Island	-	Cayman Island	43735	0.028
67	BVK PERSONALVORSORGE DES KANTONS ZURICH	Switzerland	-	Switzerland	7879	0.0051
68	EMERGING MARKETS TARGETED VALUE FUND OF THE DIMENSIONAL FUNDS II PUBLIC LIMITED COMPANY	Ireland	-	Ireland	11228	0.0072
69	INTERNATIONAL MONETARY FUND- MANAGER A	Washington D.C.	-	Washington D.C.	936	0.0006
70	ISHARES CORE MSCI EMERGING MARKETS IMI INDEX ETF	United states	-	United states	7972	0.0051
71	XTRACKERS NIFTY 500 INDIA ETF	Luxembourg	-	Luxembourg	86	0.0001
72	THE NORTH CAROLINA SUPPLEMENTAL RETIREMENT PLANS GROUP TRUST	United states	-	United states	62792	0.0403
73	CITY OF NEW YORK GROUP TRUST	United states	-	United states	17392	0.0112
74	WCM INTERNATIONAL SMALL CAP GROWTH FUND	United states	-	United states	73968	0.0474
75	VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST II	United states	-	United states	303435	0.1945
76	THE EMERGING MARKETS SERIES OF THE DFA INVESTMENT TRUST COMPANY	United states	-	United states	30767	0.0197
77	GOLDMAN SACHS ETF TRUST - GOLDMAN SACHS MARKETBETA EMERGING MARKETS EQUITY ETF	United states	-	United states	426	0.0003
78	ST. JAMES'S PLACE GLOBAL SMALLER COMPANIES UNIT TRUST MANAGED BY NORTHERN TRUST GLOBAL INVESTMENTS LIMITED	United Kingdom	-	United Kingdom	19351	0.0124
79	SPARTAN GROUP TRUST FOR EMPLOYEE BENEFIT PLANS SPARTAN TOTAL INTERNATIONAL INDEX POOL	United states	-	United states	5472	0.0035
80	ULLICO DIVERSIFIED INTERNATIONAL EQUITY FUND, L.P.	United states	-	United states	911	0.0006
81	FLORIDA RETIREMENT SYSTEM - ALLSPRING GLOBAL INVESTMENTS, LLC (EMSC)	United States	-	United States	95957	0.0615
82	DFA INTERNATIONAL CORE EQUITY FUND	United States	-	United States	6832	0.0044
83	WCM INTERNATIONAL SMALL CAP GROWTH FUND L.P.	United States	-	United States	95708	0.0614
84	ALL COUNTRY EX US EQUITY MARKET SUBTRUST OF DFA GROUP TRUST	United States	-	United States	3466	0.0022
85	JNL MULTI-MANAGER INTERNATIONAL SMALL CAP FUND	United States	-	United States	73032	0.0468
86	SAMSUNG KODEX NIFTY MIDCAP100 ETF(EQUITY-DERIVATIVES)	South Korea	-	South Korea	852	0.0005

87	VIRGINIA RETIREMENT SYSTEM	United States	-	United States	2811	0.0018
88	UI BVK KAPITALVERWALTUNGSGESELLSCHAFT MBH ON BEHALF OF BAYVK A2- FONDS	Germany	-	Germany	20333	0.013
89	SCHOOL EMPLOYEES RETIREMENT SYSTEM OF OHIO WCM INVESTMENT MANAGEMENT, LLC	United States	-	United States	11119	0.0071
90	DIMENSIONAL EMERGING MARKETS VALUE FUND	United states	-	United states	138807	0.089
91	MERCER QIF FUND PLC-MERCER INVESTMENT FUND 1	Ireland	-	Ireland	12626	0.0081
92	BNY MELLON EMERGING MARKETS EQUITY ETF	United States	-	United States	84	0.0001
93	ABU DHABI INVESTMENT AUTHORITY - MONSOON	United Arab Emirates	-	United Arab Emirates	174277	0.1117
94	FRANKLIN TEMPLETON ETF TRUST - FRANKLIN FTSE ASIA EX JAPAN ETF	United States	-	United States	175	0.0001
95	WCM International Small Cap Growth Fund (Managed Fund)	Australia	-	Australia	4633	0.003
96	DIMENSIONAL EMERGING MARKETS CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	United states	-	United states	45405	0.0291
97	FRANKLIN TEMPLETON ICAV FRANKLIN FTSE INDIA UCITS ETF	Ireland	-	Ireland	46298	0.0297
98	BONITAS POOLED INVESTMENT FUND SERIES - SMART ASIAN EQUITY FUND	Hong Kong	-	Hong Kong	3316	0.0021
99	VANGUARD EMERGING MARKETS EX-CHINA ETF	United States	-	United States	1101	0.0007
100	MAYBANK SECURITIES PTE LTD - ODI	Singapore	-	Singapore	1050	0.0007
101	STATE STREET EMERGING MARKETS SMALL CAP ACTIVE NON-LENDING QIB COMMON TRUST FUND	United States	-	United States	12171	0.0078
102	ISHARES CORE MSCI EMERGING MARKETS ETF	United States	-	United States	458296	0.2938
103	SPDR PORTFOLIO EMERGING MARKETS ETF	United States	-	United States	78759	0.0505
104	FRANKLIN TEMPLETON ICAV-FRANKLIN FTSE EMERGING EX CHINA UCITS ETF	Ireland	-	Ireland	32	0
105	GOLDMAN SACHS INVESTMENTS (MAURITIUS) I LTD	Mauritius	-	Mauritius	4532	0.0029
106	AMUNDI ETF ICAV - AMUNDI MSCI INDIA IMI UCITS ETF	Ireland	-	Ireland	119	0.0001
107	FIDELITY SALEM STREET TRUST FIDELITY TOTAL INTERNATIONAL INDEX FUND	United States	-	United States	22571	0.0145
108	LEGAL & GENERAL UCITS ETF PLC - L&P EMERGING MARKETS ESG EXCLUSIONS PARIS ALIGNED UCITS ETF	Ireland	-	Ireland	331	0.0002
109	WISDOMTREE ISSUER ICAV - WISDOMTREE INDIA EARNINGS UCITS ETF	Ireland	-	Ireland	51	0
110	LAZARD ASSET MANAGEMENT LLC	United States	-	United States	158	0.0001
111	FRANKLIN TEMPLETON ICAV FRANKLIN AC ASIA EX JAPAN UCITS ETF	Ireland	-	Ireland	3528	0.0023
112	WISDOMTREE INDIA INVESTMENT PORTFOLIO, INC.	Mauritius	-	Mauritius	58983	0.0378
113	EMERGING MARKETS CORE EQUITY 2 PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	United States	-	United States	385438	0.2471
114	THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR RUSSELL EMERGING DIVIDEND GROWTH MOTHER FUND	Japan	-	Japan	1893	0.0012
115	VANGUARD EMERGING MARKETS STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS	United States	-	United States	573190	0.3675
116	FRANKLIN EMERGING MARKETS EQUITY INDEX ETF	Canada	-	Canada	120	0.0001
117	SSGA SPDR ETFs EUROPE I PUBLIC LIMITED COMPANY - SPDR MSCI EMERGING MARKETS SMALL CAP UCITS ETF	Ireland	-	Ireland	11878	0.0076
118	THE JUPITER GLOBAL FUND - JUPITER INDIA SELECT	Luxembourg	-	Luxembourg	2037153	1.306
119	3 SIGMA GLOBAL FUND	Cayman Island	-	Cayman Island	200	0.0001
120	TSP CUSTOM EMERGING MARKETS SECURITIES LENDING FUND	United States	-	United States	25139	0.0161
121	AMUNDI ETF ICAV - AMUNDI PRIME ALL COUNTRY WORLD UCITS ETF	Ireland	-	Ireland	1937	0.0012
122	ISHARES MSCI INDIA SMALL-CAP ETF	United States	-	United States	69714	0.0447
123	AMUNDI INDEX SOLUTIONS - AMUNDI PRIME EMERGING MARKETS	Luxembourg	-	Luxembourg	5251	0.0034
124	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	United states	-	United states	9717	0.0062
125	DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF DIMENSIONAL ETF TRUST	United states	-	United states	30370	0.0195
126	JUPITER INDIA FUND	United Kingdom	-	United Kingdom	4919237	3.1537
127	ISHARES CORE MSCI EM IMI UCITS ETF	Ireland	-	Ireland	151017	0.0968
128	SPDR S&P EMERGING MARKETS EX-CHINA ETF	China	-	China	92	0.0001
129	VANGUARD FUNDS PUBLIC LIMITED COMPANY - VANGUARD FTSE EMERGING MARKETS UCITS ETF	Ireland	-	Ireland	22147	0.0142
130	BOFA SECURITIES EUROPE SA - ODI	France	-	France	538	0.0003
131	SCHWAB EMERGING MARKETS EQUITY ETF	United States	-	United States	46513	0.0298
132	KINGSMAN WEALTH FUND PCC-AURISSE SPECIAL OPPORTUNITIES FUND	Mauritius	-	Mauritius	100	0.0001
133	ISHARES MSCI EM SMALL CAP UCITS ETF	Ireland	-	Ireland	8412	0.0054
134	BNYM MELLON DB SL ACWI EX-U.S. SMALL CAP FUND	United States	-	United States	538	0.0003
135	EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	United States	-	United States	3388	0.0022
136	SOCIETE GENERALE - ODI	France	-	France	10213	0.0065

137	MORGAN STANLEY ASIA (SINGAPORE) PTE. - ODI	singapore	-	singapore	1695	0.0011
138	RED BAY LTD	Cayman Island	-	Cayman Island	974	0.0006
139	CI WISDOMTREE EMERGING MARKETS DIVIDEND INDEX ETF	Canada	-	Canada	312	0.0002
140	JOHN HANCOCK TRUST COMPANY COLLECTIVE INVESTMENT TRUST - JOHN HANCOCK EMERGING MARKETS EQUITY TRUST	United States	-	United States	5310	0.0034
141	CITADEL SECURITIES SINGAPORE PTE. LIMITED	singapore	-	singapore	1188	0.0008
142	VANGUARD FTSE ALL-WORLD EX-US INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS	United States	-	United States	95080	0.061
143	BNP PARIBAS FINANCIAL MARKETS - ODI	France	-	France	3273	0.0021
144	SPDR PORTFOLIO MSCI GLOBAL STOCK MARKET ETF	United States	-	United States	12798	0.0082
145	FRANKLIN TEMPLETON ETF TRUST - FRANKLIN FTSE INDIA ETF	United States	-	United States	67100	0.043
146	PUB EQUITIES EMERGING MARKETS 1	Switzerland	-	Switzerland	9869	0.0063
147	THE BOARD OF THE PENSION PROTECTION FUND	United Kingdom	-	United Kingdom	5160	0.0033
148	WISDOMTREE TRUE EMERGING MARKETS FUND	United States	-	United States	136	0.0001
149	NUVAMA INDIA OPPORTUNITIES FUND - CLASS C	Mauritius	-	Mauritius	430	0.0003

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, 2026 (“**Period under review**”). 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/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/loan 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;

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

- *transfer of securities;*
- *buy back of securities;*
- *redemption of preference shares or debentures;*
- *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 review, there was no filling up of casual vacancies of the Directors.

Further, during the Period under review, there was no appointment / retirement / filling up 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 of 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;

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 Articles of Association of the Company

For Chandrasekaran Associates

Company Secretaries

FRN: P1988DE002500

Peer Review Certificate No: 6689/2025

Lakhan Gupta

Partner

Membership No. F12682

Certificate of Practice No. 26704

UDIN:

Date:

Place: Delhi

Clarification with respect to Form MGT-7 of Financial Year 2025-26

1. In Point No. VI(A), the total number of Shareholders as per information furnished by the Promoter and Promoter Group, there are 27 members forming part of Promoter and Promoter Group of the Company, of which 4 promoter group entities do not hold any share. Hence, we are considering the total number of Shareholders under Promoter category as 23
2. Three Shareholders falling under the Promoter category holds Shares in two Demat Accounts each. These three Shareholders holdings have 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 23.
3. This is to inform you that the total number of shareholders as per Register of Members of Godfrey Phillips India Limited as on March 31, 2026, are 1,71,784. However, the total number of shareholders for the purpose of field no. VI of MGT-7 are 1,66,845.

The difference arises because certain shareholders hold shares in more than one folio and/or demat account. For the purpose of reporting under Field No. VI (Number of Shareholders) of Form MGT-7, such shareholders have been considered as a single shareholder based on their PAN. However, the List of Shareholders, Debenture Holders and Other Security Holders attached with the form is prepared on a folio-wise/demat account-wise basis and not on a PAN-wise basis. Accordingly, the number of records appearing in the attachment is higher than the number of shareholders reported in Field No. VI of Form MGT-7.

4. The information presented under Point No. VI(B), pertaining to ***“Breakup of the total number of shareholders (Promoters + Other than promoters)”***, is based on the data provided by the Company’s Registrar and Transfer Agent (“RTA”).

As per RTA records, based on the Benpos data, there were total 1,66,845 shareholders as on 31st March 2026 comprising 31,137 shareholders under Female category, 75,748 shareholders under Male category and 3,011 shareholders under ‘other than individual’ category. As per the records, there are no gender specified for the remaining 56,949 shareholders.

The construct of Form MGT-7 mandatorily requires gender classification of all the shareholders. Therefore, in order to validate the e-form, 56,949 shareholders, for which no gender has been specified/made available, are clubbed in the Male category, resulting in a total of 1,32,697 shareholders being reported under the ***“Individual–Male”*** category in the e-form.

5. As Clause VI(C) of e-form permits a maximum of 25 entries under ***“Details of Foreign Institutional Investors (FIIs) holding shares of the Company”***, a comprehensive list of FIIs and FPIs has been provided as an optional attachment to the form.

The RTA records (based on Benpos) of such FPIs and FIIs does not contain the:

- 1) “Date of incorporation” and since there is no data available, the Company has mentioned the date of incorporation of all such investors as 01/04/2024 (as a dummy date), solely for the purpose of avoiding system validation errors.
 - 2) "Concerned address in respective countries of incorporation” and in absence of foreign address available, the Company for the purpose of avoiding system validation errors, in the address field, has mentioned the country of incorporation.
6. During the financial year 2025-2026, resolutions were passed by way of Postal Ballot, the result of which was declared on 07th April 2025, 30th June 2025 and 13th March 2026. Since, the attendance of members is not applicable in case of Postal Ballot, the Company is unable to provide the details under Point No. **IX(A)- Members/Class/Requisitioned/NCLT/Court convened Meetings.**

For Godfrey Phillips India Ltd.

Pumit Kumar Chellaramani
Company Secretary
M. No.: A21331
Address: 14, Omaxe Square,
Jasola District Centre,
New Delhi 110025.