GODFREY PHILLIPS INDIA LIMITED
Registered Office: Macropolo Building, Ground Floor,
Dr. Babasaheb Ambedkar Road, Lalbaug, Mumbai – 400 033
CIN: L16004MH1936PLC008587
Email: isc@godfreyphillips.co.in Website: www.godfreyphillips.co.in
Tel.: +91 11 26832155, 61119350

NOTICE

NOTICE is hereby given that the **Eighty Ninth Annual General Meeting ("89th AGM") of the members of Godfrey Phillips India Limited ("the Company") will be held on Monday, 24th August 2026 at 2.30 P.M. (IST), through Video Conferencing/Other Audio-Visual Means ("VC/OAVM")** facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2026, the reports of the Board of Directors and Auditors thereon; and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted".

And

b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2026 along with the Auditors Report thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2026 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To declare Final Dividend and confirm the payment of Interim Dividend on Equity Shares for the financial year ended 31st March 2026 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Final Dividend at the rate of Rs. 33/- (Rupees Thirty-Three only) per equity share of Rs. 2/- (Rupees Two) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the Financial Year ended 31st March 2026 and the same be paid out of the profits of the Company.

RESOLVED FURTHER THAT the Interim Dividend at the rate of Rs. 17/- (Rupees Seventeen only) per equity share of Rs. 2/- (Rupees Two) each fully paid-up of the Company, as approved by the Board of Directors and already paid, be and is hereby confirmed."

3. To appoint a Director in place of Ms. Charu Modi (DIN: 00029625), who retires by rotation and being eligible, has offered herself for re-appointment and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Ms. Charu Modi (DIN: 00029625), who retires by rotation at 89th AGM and being eligible, be and is hereby re-appointed as the Director of the Company."

4. To appoint a Director in place of Mr. Paul Norman Janelle (DIN: 03489805), who retires by rotation and being eligible, has offered himself for re-appointment and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Paul Norman Janelle (DIN: 03489805), who retires by rotation at 89th AGM and being eligible, be and is hereby re-appointed as the Director of the Company."

Place: New Delhi
Date: : 27th July 2026

By order of the Board
for Godfrey Phillips India Limited

REGISTERED OFFICE:
Macropolo Building, Ground Floor,
Dr. Babasaheb Ambedkar Road,
Lalbaug, Mumbai - 400 033

Pumit Kumar Chellaramani
Company Secretary

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its circulars dated 8th April 2020, 13th April 2020, 5th May 2020 along with subsequent circulars issued in this regard and the latest dated 22nd September 2025, (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility, without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ("the Act") and the MCA Circulars, the 89th AGM of the Company is being held through VC/OAVM facility on **Monday, 24th August 2026 at 2.30 P.M.** The proceedings of the 89th AGM shall be deemed to be conducted at the Registered Office of the Company.
2. In terms of the MCA Circulars, physical attendance of members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 89th AGM. However, in pursuance of Sections 112 and 113 of the Act, representatives of the members may be appointed through Board Resolution/ Power of Attorney/ Authority Letter, etc., for participation in the 89th AGM through VC/ OAVM facility, e-Voting during the 89th AGM and voting through remote e-Voting. Since, the AGM is being held through VC/ OAVM facility, the Route Map to the venue is not annexed in this Notice.
3. Institutional/Corporate Members are requested to send a duly certified copy of its Board or governing body resolution/authorization etc. pursuant to Section 113 of the Act, authorizing their representative to attend the 89th AGM through VC/OAVM on their behalf or to vote during the 89th AGM or to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address to scrutinizergpi@gmail.com with a copy marked to Company at isc@godfreyphillips.co.in.
4. In terms of provisions of Section 152 of the Act, Ms. Charu Modi and Mr. Paul Norman Janelle, Directors of the Company, are retiring by rotation at the 89th AGM. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') in respect of the said Directors seeking appointment/re-appointment at 89th AGM are annexed to this Notice

   Ms. Charu Modi and Dr. Bina Modi, Directors, are interested in the resolution set out at item no. 3 of the 89th AGM Notice. Mr. Paul Norman Janelle and Mr. Marco Mariotti, Directors are interested in the resolution set out at item no. 4 of the 89th AGM Notice. The relatives of Ms. Charu Modi and Mr. Paul Norman Janelle may be deemed to be interested in the resolutions set out at item nos. 3 and 4 of the 89th AGM Notice respectively, to the extent of their shareholding, if any, in the Company.

   Save and except the above, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under item nos. 1 to 4 of the 89th AGM Notice.
5. MUFG Intime India Private Limited ("MUFG Intime") will be providing the facility for voting through remote e-voting, for participation in the 89th AGM through VC/OAVM and e-voting during the 89th AGM. **Members can join the 89th AGM in the VC/OAVM mode 30 minutes before and up to 15 minutes after the scheduled time of the commencement of the Meeting.** The detailed instructions for participating in the 89th AGM through VC/OAVM are given as a separate attachment to the 89th AGM Notice.
6. Members attending the 89th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of joint holders attending the Meeting, only the Member whose name appears first will be entitled to vote.
7. In compliance with the MCA Circulars and Regulation 36(1)(a) of the SEBI Listing Regulations, Notice of the 89th AGM along with the Annual Report for the Financial Year 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/

Depositories. The Company shall send a physical copy of the Annual Report 2025-26 to those Members who request the same. Members may note that the 89th AGM Notice and the Annual Report for 2025-26 will also be available on the Company's website https://www.godfreyphillips.co.in/ and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at https://www.bseindia.com/ and https://www.nseindia.com/ respectively and also on the website of MUFG Intime, at https://instavote.linkintime.co.in.

Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a physical letter to members whose e-mail addresses are not registered with Company/ Depositories / RTA providing the exact web-link of Company's website from where the Annual Report for financial year 2025-26 can be accessed.

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 get their email addresses registered with RTA by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html and follow the registration process as guided therein. E-mail ID registered on the above link is for limited purpose of sending the Notice of 89th AGM and the Annual Report FY 2025-26.

8. The SEBI through various Circulars and the Master Circular for Registrars to an issue and Share Transfer Agents mandated Shareholders holding securities in physical mode to record PAN, Address with PIN code, Mobile Number, Bank Account details, Specimen Signature and choice of Nomination with their respective Folios. While updating Email ID is optional, the security holders are requested to register the email id also to avail online services.

   Further, the aforesaid SEBI Circulars also mandates that dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/Company.

   In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest. The investor service requests forms for updating said details viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 are available on the Company's website at https://godfreyphillips.co.in/sustainabililty/investor-information and the website of the RTA of the Company at https://web.in.mpms.mufg.com/KYC-downloads.html

   The Company will send individual letters to the Members holding shares in physical form for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form are requested to go through the requirements on the website of the Company at https://godfreyphillips.co.in/sustainabililty/shareholder-communications to furnish the required details to the RTA of the Company.

9. The Board of Directors of your Company has recommended a Final Dividend of Rs. 33/- per Equity Share of Rs. 2/- each for the Financial Year 2025-26. Dividend, if declared, in the 89th AGM will be paid within a period of 30 days to those members of the Company whose names appear on the Register of Members on Tuesday, 11th August 2026. In respect of shares held in electronic form, dividend will be payable on the basis of beneficial ownership as at the close of business hours on Tuesday, 11th August 2026 as per details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

10. Pursuant to the requirements of the Income-Tax Act, 2025, the Company will be required to deduct tax at source (TDS) at the prescribed rates on the dividend paid to its members. To enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 2025.

The Company is in the process of sending a separate communication regarding TDS to all such Members at their registered e-mail address in this regard which will also be uploaded on the Company's website at https://godfreyphillips.co.in/sustainabililty/shareholder-communications.

11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or SH-14, as the case may be. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA of the Company in case the shares are held in physical form. The format of abovesaid Forms are available on the Company's website and on the website of the RTA of the Company.

12. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company and its RTA has stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat form to get inherent benefits of dematerialization.

    The Members may please note that the SEBI vide its various notifications/circulars has mandated listed companies to issue securities in dematerialized form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 / ISR-5, the format of which is available on the Company's website and on the website of the RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.

    Further, the SEBI vide its circular dated 30th January 2026, in order to further facilitate the investors to get rightful access to their securities, has decided to open another special window for transfer and dematerialization of physical securities which were sold/purchased prior to 1st April 2019 but rejected / returned / not attended to due to deficiency in documents / process / or otherwise. The special window shall also be available for such transfer requests which were submitted earlier and were rejected/returned/ not attended due to deficiency in the documents/process/or otherwise. This special window is open for a period of one year from 5th February 2026 to 4th February 2027. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the listed company / RTA, as on date) shall be issued only in demat mode with a mandatory lock-in period of one year. Due process shall be followed for such transfer-cum-demat requests.

13. The RTA of the Company has developed a secure and user-friendly web-based application named "SWAYAM", that empowers shareholders to effortlessly access various services.

    We request you to get registered and have first-hand experience of the portal. This application can be accessed at https://swayam.in.mpms.mufg.com

    Salient Features of SWAYAM:

    - Effective Resolution of Service Request - Generate and Track Service Requests/Complaints through SWAYAM.
    - Features– A user-friendly GUI.
    - Track Corporate Actions like Dividend/Interest/Bonus/split.
    - PAN-based investments– Provides access to linked PAN accounts, Company wise holdings and security valuations.
    - Effortlessly Raise request for Unpaid Amounts.
    - Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.

- Statements— View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login–- Enhances security for investors.

14. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their name, address, bank details, ECS mandate, nomination, power of attorney, email ID, etc. to their Depository Participants (DPs) only and not to the Company or its RTA. The said intimation will be automatically reflected in the Company's records.
15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
16. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. The SEBI vide Circular no. SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/131 dated 31st July 2023 has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login). Shareholders are requested to take note of the same.
17. (a) Pursuant to the provisions of Section 205A (5) of the erstwhile Companies Act, 1956, all unpaid or unclaimed dividends for the financial years up to 1993-94 have been transferred to the General Revenue Account of the Central Government. Further, pursuant to the provisions of Section 205A (5) and 205C of the erstwhile Companies Act, 1956 and Section 124(5) of the Act, as amended, all unpaid or unclaimed dividends for the financial years 1994-95 to 2017-18 have already been transferred by the Company to the credit of the Investor Education & Protection Fund Authority (IEPF) established by the Central Government.

    Details of unpaid and unclaimed dividends up to 31st March 2025 are uploaded on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in.

    Further, the details of unpaid and unclaimed dividends lying with the Company are uploaded on the website of the Company and can be accessed at https://www.godfreyphillips.co.in/unclaimed-dividend

    (b) Pursuant to the provisions of Section 124 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') including any statutory modification(s) or re-enactment thereof for the time being in force, dividend for the financial year ended 31st March 2019 and onwards, which remains unpaid or unclaimed for a period of seven (7) consecutive years from the date of its transfer to the unpaid dividend account of the Company would be transferred to IEPF within a period of 30 days after expiry of the 7 year period.

    Members who have so far not encashed the Dividend Warrants for the above years are advised to submit their claim to the Company's RTA at their address, quoting their folio number/DP ID and Client ID.

    (c) Members are informed that the unclaimed dividend for the financial year 31st March 2019 shall be transferred to the IEPF within a period of 30 days from the due date of transfer i.e. 29th October 2026.

    Further, Members who have not encashed/claimed their dividends in the last seven (7) consecutive years from 2018-19 are being notified to claim the same before the cut-off date as mentioned in the reminder letter. In case valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Authority in terms of the IEPF Rules. The reminder letters have already been sent separately to all such Members at their registered address in this regard.
18. (a) Adhering to the various requirements set out in the IEPF Rules, as amended, the Company has, during financial year 2025-26, transferred to the IEPF Authority all shares for the Base Year 2017-18 in respect

of which dividend had remained unpaid or unclaimed for seven consecutive years or more, in November 2025. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link- www.iepf.gov.in.

(b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back. Concerned Members are advised to visit the IEPF website www.iepf.gov.in or contact the RTA for lodging claim for refund of shares and / or dividend from the IEPF Authority.

19. Members may please note that the Company's RTA, operate from their office at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 and Members are requested to contact them for any investor related services in respect of the Company at this address or at their Delhi office located at Noble Heights, 1st Floor, Plot NH2 C-1 Block LSC Near Savitri Market, Janakpuri, New Delhi - 110058.

    Their telephone and fax nos. and e-mail address are as under:

MUFG Intime India Private Limited C-101, 247 Park L.B.S. Marg, Vikhroli (West) Mumbai – 400083 Telephone No: 022-49186270 Fax: 022-49186060 E-mail id: investor.helpdesk@in.mpms.mufg.com	**Delhi office at:** Noble Heights, 1st Floor, Plot NH2 C-1 Block LSC Near Savitri Market, Janakpuri, New Delhi. Tel. No.: 011- 41410592 Fax No: 011- 41410591 e-mail: delhi@in.mpms.mufg.com

20. The Statement of Profit and Loss for the financial year ended 31st March 2026, the Balance Sheet as at that date, the Auditors' Report, the Directors' Report, Register of Directors and Key managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested, the Certificate from Secretarial Auditors of the Company certifying that the 'Godfrey Phillips Employees Share Purchase Scheme, 2023' and 'Godfrey Phillips Employees Share Purchase Scheme, 2024' is being implemented in compliance with relevant/appliable Regulations/ Guidelines and all other documents mentioned in this notice (if any), are available for inspection by Members at the Registered Office and Corporate Office of the Company between 11:00 a.m. and 1:00 p.m. on working days up to the date of 89th AGM, basis the request being sent at isc@godfreyphillips.co.in and shall also be kept open for inspection electronically during the AGM. Members may also visit the Company's website https://www.godfreyphillips.co.in for viewing various financial information including the quarterly results and annual report of the Company.

21. The address of the registered office of Company is detailed hereunder:

    Godfrey Phillips India Limited
    Macropolo Building, Ground Floor,
    Dr. Babasaheb Ambedkar Road,
    Lalbaug, Mumbai - 400 033.
    Telephone No. : 022 - 61952300
    Fax No. : 022 - 61952319

22. **Voting through electronic means:** Pursuant to Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all items of business set forth in this Notice. The detailed instructions for e-voting are provided in a separate attachment to the 89th AGM Notice. Members who have cast their vote by remote e-voting prior to the 89th AGM may also participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again. Only those Members, who will be present in the 89th AGM through VC/OAVM and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the 89th AGM by following the same procedure as in the remote e-voting.

23. The Company has appointed Mr. V Ramachandran (CP No.4731), Proprietor V. R. Associates, Company Secretaries, who, in the opinion of the Board is duly qualified person, as a Scrutinizer who will scrutinize the electronic voting process in a fair and transparent manner. The Scrutinizer shall, within two working days of conclusion of the 89th AGM, submit his report of the votes cast in favour or against, if any, to the Chairperson of the Company or any other person authorized by Chairperson and the result of the same will be disclosed forthwith. The Company has appointed MUFG Intime for the purpose of facilitating the electronic voting.

24. The e-voting period commences on **Thursday, 20th August 2026 (9:00 a.m. IST) and ends on Sunday, 23rd August 2026 (5:00 p.m. IST).** During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. Monday, 17th August 2026 may cast their votes electronically. The e-voting module will be disabled by MUFG Intime for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. 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, i.e. **Monday, 17th August 2026.**

    The Member(s) requiring any assistance with regard to use of technology for remote e-voting or at any time before or during the 89th AGM (including e-voting in the 89th AGM) may contact Mr. Rajiv Ranjan-Sr. Assistant Vice President at the designated email ID: rajiv.ranjan@in.mpms.mufg.com or contact at 022-49186000.

25. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at enotices@in.mpms.mufg.com with a copy marked to isc@godfreyphillips.co.in. However, if he / she is already registered with MUFG Intime for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.

Place: New Delhi
Date: : 27th July 2026

By order of the Board
for Godfrey Phillips India Limited

REGISTERED OFFICE:
Macropolo Building, Ground Floor,
Dr. Babasaheb Ambedkar Road,
Lalbaug, Mumbai - 400 033

Pumit Kumar Chellaramani
Company Secretary

Details of the Directors seeking appointment/re-appointment at the 89th Annual General Meeting
(In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings).

Name of Director	**Charu Modi**	**Paul Norman Janelle**
Director Identification Number (DIN)	00029625	03489805
Age	64 years	61 years
Date of joining the Board.	6th July 2024	16th May 2025
Brief Resume/Expertise in specific functional areas.	Ms. Charu Modi is the Executive Director of the Company. She is the Co-founder and Chancellor of K.K. Modi University. Under her leadership, the university was awarded the Best Upcoming Private University of Chhattisgarh in 2022. As a stalwart of the education space, Ms. Modi was the first to introduce accredited American education in India. She has been honoured with the Rising Star Award by Thunderbird Alumni Association and the Business Icon Award 2022 by the Hon'ble Governor of Chhattisgarh. At Godfrey Phillips, Ms. Modi played a key role in establishing call centres for sales order booking, which significantly increased domestic sales. She also led the implementation of the Stratford MBA program for Company's employees. She was on the board of Philip Morris India Trading Private Limited (*Formerly IPM India Wholesale Trading Private Limited*), for almost a decade. Furthermore, she has also contributed immensely to Indofil Industries Ltd., the Group's other flagship company, which includes opening markets in Brazil, supporting the Shanghai Baijin Joint Venture and strengthening their governance systems.	Mr. Paul Janelle is a seasoned business executive with over 25+ years of experience with Philip Morris International (PMI). His expertise lies in general management, finance, strategy, and business development and he has led large, complex businesses as well as small start-ups. He had an extensive international experience in Czechia, Hong Kong, Indonesia, Russia, and Switzerland.
Relationship inter-se between Directors.	Daughter of Dr. Bina Modi, Chairperson and Managing Director of the Company.	Not related to any Director of the Company.
Qualifications.	Ms. Charu Modi graduated from Lady Shri Ram College in New Delhi and has a degree of MBA in International Management from Thunderbird School of Global Management, USA. She is also an alumnus of the prestigious Harvard Business School, having completed the President's Program in Leadership from there.	Master of Business Administration from Webster University. Bachelor of Business Administration from University of Ottawa. Bachelor of Science from University of Ottawa.
Directorships held in other companies.	i) Indofil Industries Limited ii) Modern Homecare Products Limited	Nil
Committee position held in other companies.	Nil	Nil
Name of the listed entities from which the person has resigned in the past three years.	Nil	Nil
Remuneration drawn during FY 2025-26.	Please refer to the Corporate Governance Report forming part of the Annual Report.	Please refer to the Corporate Governance Report forming part of the Annual Report.
Remuneration proposed to be paid.	Remuneration as approved by the Board of Directors/ Shareholders.	Mr. Janelle shall continue to be entitled to sitting fee for attending the meetings of Board and its Committees.
No. of meetings of the Board attended during FY 2025-26.	Please refer to the Corporate Governance Report forming part of the Annual Report.	Please refer to the Corporate Governance Report forming part of the Annual Report.
No. of Equity Shares held in the Company.	30	Nil

INSTRUCTIONS FOR PARTICIPATION IN THE 89TH AGM THROUGH VC/OAVM:

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the 89th AGM through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on **"Login".**

b) Select the "Company" and 'Event Date' and register with your following details:

c) Select Check Box - **Demat Account No.** / **Folio No.** / **PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

d) Click "**Go to Meeting**"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the 89th AGM through InstaMeet:

a) Shareholders, who would like to speak during the 89th AGM, shall register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID No./ Folio No. and Mobile No. which should reach the Company's email address isc@godfreyphillips.co.in on or before Monday, 17th August 2026. Those Members who have registered themselves as a speaker alone will be allowed to speak during the 89th AGM. Speakers are requested to submit their questions at the time of registration itself to enable the Company management to respond appropriately at the 89th AGM. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

b) Shareholders can submit questions in advance with regard to the financial statements or any other matter to be placed at the 89th AGM, from their registered email address, mentioning their name, DP ID and Client ID No./Folio No. and Mobile No. which should reach the Company's email address isc@godfreyphillips.co.in on or before Monday, 17th August 2026.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the 89th AGM through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the 89th AGM through InstaMeet facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the 89th AGM will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

INSTRUCTIONS FOR REMOTE E-VOTING

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - NSDL OTP based login:

a) isit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/ mobile number and click on login.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility:

Shareholders registered for NSDL IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login".
b) Enter User ID and Password. Click on "Login"
c) 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.
d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders not registered for NSDL IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
c) Enter the last 4 digits of your bank account / generate 'OTP'.
d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play | App Store

METHOD 3 – NSDL E-voting website:

a) Visit URL: https://www.evoting.nsdl.com
b) Click on the "Login" tab available under 'Shareholder/Member' section.
c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility:

METHOD 1 – CDSL e-voting page:

a) Visit URL: https://www.cdslindia.com
b) Go to e-voting tab.
c) Enter 16 Digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 –CDSL Easi/ Easiest facility:

Shareholders registered for CDSL Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com & click on New System Myeasi Tab.
b) Enter existing username, Password & click on "Login".
c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website
b) After Successful login, user shall navigate through "e-voting" option.
c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.

b) Enter details as under:

   A) User ID: Enter User ID

   B) Password: Enter existing Password

   C) Enter Image Verification (CAPTCHA) Code

   D) Click "Submit".

   (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

   A) User ID: Enter User 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 **NSDL form,** shall provide 'D' above
   - Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

   E) 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).

   F) Enter Image Verification (CAPTCHA) Code.

   G) Click "Submit" (You have now registered on InstaVote).

   Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

a) Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

b) Select 'View' icon. E-voting page will appear.

c) 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).

d) After selecting the desired option i.e. Favour / Against, click on 'Submit'.

e) 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at scrutinizergpi@gmail.com with a copy marked to the company at isc@godfreyphillips.co.in.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration:

a) Visit URL: https://instavote.linkintime.co.in
b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
c) Fill up your entity details and submit the form.
d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
e) Thereafter, Login credentials (User ID; Organization ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on **"Investor Mapping"** tab under the Menu Section
c) Map the Investor with the following details:
   A) 'Investor ID' –
      i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
      ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
   B) 'Investor's Name - Enter Investor's Name as updated with DP.
   C) 'Investor PAN' - Enter your 10-digit PAN.
   D) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

   **File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
d) Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolution through InstaVote:

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Votes Entry" tab under the Menu section.
c) Enter the "Event No." for which you want to cast vote.

   Event No. can be viewed on the home page of InstaVote under "On-going Events".
d) Enter "16-digit Demat Account No." for which you want to cast vote.
e) 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). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) 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.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will be able to see the "Notification for e-voting".
c) Select "View" icon for "Company's Name / Event number".
d) E-voting page will appear.
e) Download sample vote file from "Download Sample Vote File" tab.
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities 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 securities 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
Individual Shareholders holding securities 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 Password

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Further Click on **"forgot password?"**

- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on **"SUBMIT"**.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click on **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on **"SUBMIT"**.

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions – Shareholders

- 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".
