

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

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NOTICE

NOTICE is hereby given that the **Eighty Eighth Annual General Meeting (“88th AGM”)** of the members of Godfrey Phillips India Limited will be held on **Thursday, 4th September 2025 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 2025, 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 2025 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 2025 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 2025 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 2025 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. 60/- (Rupees Sixty 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 2025 and the same be paid out of the profits of the Company.

RESOLVED FURTHER THAT the Interim Dividend at the rate of Rs. 35/- (Rupees Thirty-Five 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 Mr. Sharad Aggarwal (DIN: 07438861), who retires by rotation and being eligible, offers 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. Sharad Aggarwal (DIN: 07438861), who retires by rotation at this meeting and being eligible, be and is hereby re-appointed as the Director of the Company.”

SPECIAL BUSINESS:

4. To re-appoint Mr. Sumant Bharadwaj (DIN 08970744) as an Independent Director of the Company and, in this regard, to consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 149 and 152 of the Companies Act, 2013 (the “Act”) and all other applicable provisions, if any, and rules made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force) read with Schedule IV of the Act, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications, or re-enactment thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Sumant Bharadwaj (DIN 08970744), as an Independent Director of the Company, not liable to retire by rotation, in whose respect the Company has received a written notice under section 160 of the Act from a member of the Company proposing his candidature for re-appointment as an Independent Director, for second term of five consecutive years i.e. w.e.f. 13th February 2026 up to 12th February 2031.

RESOLVED FURTHER THAT Board of Directors be and are hereby authorized to do all such acts, deeds and things and take all such steps as may be considered necessary in passing of the aforesaid resolution.”

5. To appoint Chandrasekaran Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204(1) and other applicable provisions, if any, of the Companies Act 2013, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the appointment of M/s. Chandrasekaran Associates, Practicing Company Secretaries (Firm Registration No. P1988DE002500) as the Secretarial Auditors of the Company, for conducting the Secretarial Audit for five consecutive years i.e. for FY 2025-26 to FY 2029-30, at a remuneration of Rs. 5 Lakh for FY 2025-26 (excluding applicable taxes and reimbursement of out-of-pocket expenses, if any) and suitable revision(s) for the remaining tenure, as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

RESOLVED FURTHER THAT Board of Directors be and are hereby authorized to do all such acts, deeds and things and take all such steps as may be considered necessary in passing of the aforesaid resolution.”

6. To increase the Authorised Share Capital of the Company and consequent alteration in clause on Capital in the Memorandum of Association of the Company and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof, and other provisions of Memorandum and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty-Five Crore) divided into 12,20,00,000 (Twelve Crore Twenty Lakh) Equity Shares of Rs. 2/- (Rupees Two) each and 60,000 (Sixty Thousand) Preference Shares of Rs. 100/- (Rupees One Hundred) each to Rs. 50,00,00,000/- (Rupees Fifty Crore) divided into 24,70,00,000 (Twenty-Four Crore Seventy Lakh) Equity Shares of Rs. 2/- (Rupees Two) each and 60,000 (Sixty Thousand) Preference Shares of Rs. 100/- (Rupees One Hundred) each, by creation of additional 12,50,00,000 (Twelve Crore Fifty Lakh) Equity Shares of Rs. 2/- (Rupees Two) each, ranking pari-passu with the existing Equity Shares.

RESOLVED FURTHER THAT the existing Capital Clause (Clause 5) of the Memorandum of Association of the Company be and is hereby altered by substituting with the following Clause:

“The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore) divided into 24,70,00,000 (Twenty-Four Crore Seventy Lakh) Equity Shares of Rs. 2/- (Rupees Two) each and 60,000 (Sixty Thousand) Preference Shares of Rs. 100/- (Rupees

One Hundred) each with rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board (including its Committee(s) or the officers duly authorized by the Board in this regard), be and is hereby authorized to do all such acts, deeds, things and matters as it may in its absolute discretion deem necessary, proper, or desirable and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect thereto.”

7. To issue Bonus Equity Shares by capitalizing the reserves of the Company and, in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, Article 157 of the Articles of Association of the Company, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by the SEBI and the Reserve Bank of India (“RBI”) from time to time, subject to such other approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and modifications, if any, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of a sum of Rs. 20,79,75,680/- (Rupees Twenty Crore Seventy-Nine Lakh Seventy-Five Thousand Six Hundred and Eighty only) standing to the credit of the General reserves and/ or Retained earnings of the Company, for the purpose of issue and allotment of Bonus Equity Shares in the proportion of 2:1 viz., 2 (Two) new fully paid-up equity shares of Rs. 2/- (Rupees Two) each for every 1(One) existing fully paid-up equity share of Rs. 2/- (Rupees Two) each, to the eligible Members of the Company holding fully paid up equity shares of the Company whose names appear in the Register of Members of the Company/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central

Depository Services (India) Limited (CDSL) on the ‘Record Date’, and that the new Bonus Equity Shares so issued and allotted shall, for all purposes, be treated as an increase in the Nominal amount of Share Capital of the Company held by each such Member, and not as income of the Members.

RESOLVED FURTHER THAT the new Bonus Equity Shares shall be issued and allotted in dematerialized form only and shall be subject to the provisions of the Memorandum and the Articles of Association of the Company and shall rank pari-passu in all respects and carry the same voting rights as the existing fully paid equity shares of the Company, including the right to get dividend in full that may be declared from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board (including its Committee(s) or the officers duly authorized by the Board in this regard), be and is hereby authorized to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary, proper, or desirable including listing of such Bonus Equity Shares on the Stock Exchanges where the Equity Shares of the Company are presently listed and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect thereto.”

8. To approve material related party transaction(s) between the Company and Philip Morris Products S.A., Switzerland (“PMPSA”) and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) read with Regulation 2(1)(zc) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and all other applicable laws and regulations / statutory provisions, if any, the Company’s Policy on Related Party Transactions, and pursuant to the approval of the Audit Committee and the Board of Directors of the Company (“Board”), which expression shall also include a committee thereof, and subject to the approvals, consents and permissions as may be necessary from the concerned statutory authorities/ other concerned bodies (if any), the approval of the Members of the Company be and is hereby accorded to the material related party transaction(s) / contract(s) / arrangement(s) / agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), with Philip Morris Products S.A., Switzerland, a ‘Related Party’ of the Company, on such terms and conditions as detailed in the explanatory statement to this resolution, for sale/export of unmanufactured tobacco on an arm’s length basis and in the ordinary course of business, for an aggregate value not exceeding Rs. 2,000 Crore in the financial year 2026-27.

RESOLVED FURTHER THAT the Board be and is hereby authorized, to undertake, do and perform all such acts, deeds, matters and things and to finalize, and/or execute all such deeds, documents, contracts, arrangements, agreements, and writings, as may be necessary, proper, desirable and expedient in its absolute discretion including, without limitation, effecting any modifications or changes to the foregoing, for the purpose of giving effect to the aforesaid resolution, to seek necessary approvals from the authorities, to settle all such issues, questions, difficulties or doubts, whatsoever, that may arise and to take all such decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary, or any other Officer / Authorized Representative of the Company, in order to give effect to the aforesaid resolution.”

Place: New Delhi

Date: 4th August 2025

**By order of the Board
for Godfrey Phillips India Limited**

REGISTERED OFFICE:

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

**Punit 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 19th September 2024 (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 88th AGM of the Company is being held through VC/OAVM facility on **Thursday, 4th September 2025 at 2.30 P.M.** The proceedings of the 88th 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 88th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members may be appointed through Board Resolution/ Power of Attorney/ Authority Letter, etc., for participation in the 88th AGM through VC/ OAVM facility, e-Voting during the 88th 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 88th AGM through VC/OAVM on their behalf or to vote during the 88th 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 isc@godfreyphillips.co.in.
4. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts in respect of Special Business is annexed to this Notice of the meeting. 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 Directors seeking appointment/re-appointment at 88th AGM are also annexed to this Notice. 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 3 of this Notice except Mr. Sharad Aggarwal, who is interested in the item no. 3.

5. The name of the Registrar and Share Transfer Agent (“RTA”) of the Company has been changed from “Link Intime India Private Limited” to “MUFG Intime India Private Limited” (“MUFG Intime”) with effect from 31st December 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.
6. MUFG Intime will be providing the facility for voting through remote e-voting, for participation in the 88th AGM through VC/OAVM and e-voting during the 88th AGM. **Members can join the 88th AGM in the VC/OAVM mode 30 minutes before and up to 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.** The detailed instructions for participating in the 88th AGM through VC/OAVM are given as a separate attachment to the Notice.
7. Members may note that the VC/OAVM provided by MUFG Intime allows participation of at least 1000 Members on a first-come-first-served basis. Large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 88th AGM without any restriction on account of first-come-first-served principle.
8. Members attending the 88th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. In compliance with the MCA Circulars, and the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and subsequent Circulars issued in this regard by the SEBI, the latest being dated 3rd October 2024, Notice of the 88th AGM along with the Annual Report for the Financial Year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories unless any Member has requested for a physical copy of the same. The Company shall send a physical copy of the Annual Report 2024-25 to those Members who request the same. Members may note that the Notice and the Annual Report for 2024-25 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 address is not registered with Company/ Depository Participant providing the exact web-link of Company’s website from where the Annual Report for financial year 2024-25 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 88th AGM and the Annual Report FY 2024-25.

10. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 23rd August 2025 to Thursday, 4th September 2025 (both days inclusive) for the purpose of Dividend and the AGM.
11. The Board of Directors of your Company has recommended a Final Dividend of Rs. 60/- per Equity Share of Rs. 2/- each for the Financial Year 2024-25. Dividend, if declared, in the 88th 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 Friday, 22nd August 2025. 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 Friday, 22nd August 2025 as per details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
12. Shareholders may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April 2020 shall be taxable in the hands of the Shareholders. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of making the payment of final dividend. 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, 1961.

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/sustainability/shareholder-communications>.

13. 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.

14. 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 2nd July 2025, in order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, has decided to open a special window only for re-lodgement of physical transfer deeds, which were lodged prior to the deadline of 1st April 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months from 7th July 2025 till 6th January 2026. 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. Due process shall be followed for such transfer-cum-demat requests.

15. 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.
16. 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.
17. 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.
18. 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.
19. The SEBI through various Circulars and the Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 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 w.e.f. 1st April 2024, 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/sustainability/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/sustainability/shareholder-communications> to furnish the required details to the RTA of the Company.

20. (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 2016-17 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 2024 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://godfreyphillips.co.in/sustainability/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 2018 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 2018 shall be transferred to the IEPF within a period of 30 days from the due date of transfer i.e. 31st October 2025.

Further, Members who have not encashed/claimed their dividends in the last seven (7) consecutive years from 2017-18 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.

21. (a) Adhering to the various requirements set out in the IEPF Rules, as amended, the Company has, during financial year 2024-25, transferred to the IEPF Authority all shares for the Base Year 2016-17 in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more, in November 2024. 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.

22. 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:

<p>MUFG Intime India Private Limited (Formerly Link 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: rnt.helpdesk@in.mpms.mufig.com</p>	<p>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.mufig.com</p>
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23. The Statement of Profit and Loss for the financial year ended 31st March 2025, 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 88th 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.
24. In case of joint holders attending the Meeting, only the Member whose name appears first will be entitled to vote.
25. 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
26. **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 section given below. Members who have cast their vote by remote e-voting prior to the 88th 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 88th 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 88th AGM by following the same procedure as in the remote e-voting.
27. 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 88th 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.

28. The e-voting period commences on **Monday, 1st September 2025 (9:00 a.m. IST) and ends on Wednesday, 3rd September 2025 (5:00 p.m. IST)**. During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. **Thursday, 28th August 2025** 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. **Thursday, 28th August 2025**.

The Member(s) requiring any assistance with regard to use of technology for remote e-voting or at any time before or during the 88th AGM (including e-voting in the 88th AGM) may contact Mr. Rajiv Ranjan-Sr. Assistant Vice President at the designated email ID: rajiv.ranjan@in.mpms.mufig.com or contact at 022-49186000.

29. 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.mufig.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.

INSTRUCTIONS FOR REMOTE E-VOTING

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 IDeAS facility:

Shareholders who have 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 who have 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.



METHOD 2 – 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.

METHOD 3 – NSDL OTP based login:

- a) Visit URL: <https://eservices.nsd.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.

Individual Shareholders registered with CDSL Easi/ Easiest facility:

METHOD 1 –CDSL Easi/ Easiest facility:

Shareholders who have registered/ opted 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/Registration/EasiRegistration /](https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/)
<https://web.cdslindia.com/myeasitoken/Registration/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).

METHOD 2 – 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.

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.

- Login to DP website
- After Successful login, user shall navigate through “e-voting” option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- 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:

- Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- Enter 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

 - User ID: Enter User ID
 - Password: Enter existing Password
 - Enter Image Verification (CAPTCHA) Code
 - Click “Submit”.

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

Shareholders not registered for INSTAVOTE facility:

- 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

 - User ID: Enter User ID
 - 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.
 - o Shareholders holding shares in **NSDL form**, shall provide 'D' above
 - o 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.

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; Organisation 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:

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.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

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, Bank Account Number (last four digits) 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.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

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 “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

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”.

INSTAMEET VC INSTRUCTIONS FOR SHAREHOLDERS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30th September 2025 by means of Video Conference (VC) or other audio-visual means (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 88th AGM through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufig.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 88th AGM through InstaMeet:

- a) Shareholders, who would like to speak during the 88th 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 Thursday, 28th August 2025. Those Members who have registered themselves as a speaker alone will be allowed to speak during the 88th AGM. Speakers are requested to submit their questions at the time of registration itself to enable the Company management to respond appropriately

at the 88th 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 88th 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 Thursday, 28th August 2025. Questions received by the Company on the aforementioned e-mail ID alone shall be taken up during the Meeting and replied to by the Company management.
- 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 88th 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 88th AGM through InstaMeet facility and have not casted 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 88th 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 4

The Members of the Company are hereby informed that Mr. Sumant Bharadwaj was appointed as an Independent Director of the Company, not liable to retire by rotation, by the Shareholders in the Annual General Meeting held on 5th August 2021, for a period of five consecutive years from 13th February 2021. Accordingly, the present term of his appointment shall expire on 12th February 2026.

Further, in pursuance to Section 149(10) of the Companies Act, 2013 ('Act') and Regulation 25(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('SEBI Listing Regulations'), an Independent Director may be re-appointed for a second term of up to five consecutive years, subject to approval of the Shareholders by a Special Resolution.

Based on the skills, competence, expertise, contribution in the Board and its Committee meetings, and report of performance evaluation and based on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on 15th May 2025, recommended for approval of the Members, the re-appointment of Mr. Sumant Bharadwaj as Independent Director of the Company, not liable to retire by rotation, to hold office for second term of 5 (five) consecutive years i.e. w.e.f. 13th February 2026 up to 12th February 2031.

In the opinion of the Board, Mr. Sumant Bharadwaj continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company. He fulfills the criteria specified under the Act and the SEBI Listing Regulations, is a person of integrity and is independent of the management of the Company and is, therefore, eligible for being re-appointed as an Independent Director of the Company.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Sumant Bharadwaj has been received by the Company and necessary consents have been filed by him pursuant to Section 152 of the Act. The Company has also received declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Sumant Bharadwaj has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order issued by the SEBI or any such authority pursuant to circulars dated 20th June 2018 issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of the SEBI Orders regarding appointment of directors by the Listed Companies.

Further, Mr. Sumant Bharadwaj shall continue to be entitled to sitting fee for attending the meetings of Board and its Committees.

The terms and conditions of his appointment is open for inspection by any Member of the Company at the Registered Office and Corporate Office of the Company between 11.00 AM to 1.00 PM on any working day up to the date of 88th AGM, basis the request being sent at isc@godfreyphillips.co.in and shall also be kept open for inspection electronically during the 88th AGM.

The brief profile and other relevant information as required under the SEBI Listing Regulations and the Secretarial Standards are provided as annexure to this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives except Mr. Sumant Bharadwaj himself, to the extent of shareholding, if any, is deemed to be concerned or interested, financially or otherwise in the aforesaid resolution.

The Board recommends the Special Resolution set out at Item No. 4 of this Notice for approval by the Members.

Item No. 5

Based on recommendation of the Audit Committee and after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board, at its meeting held on 15th May 2025, approved the appointment of Chandrasekaran Associates, Practicing Company Secretaries (Firm Registration No. P1988DE002500) as Secretarial Auditors of the Company for conducting the Secretarial Audit for five consecutive years i.e. for FY 2025-26 to FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations notified vide Notification dated 12th December 2024 and provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Chandrasekaran Associates is a reputed firm of Practicing Company Secretaries with geographical footprints across India and a rich legacy spanning over three decades. The firm has been Peer and Quality Reviewed by the Institute of Company Secretaries of India (ICSI).

The firm delivers expertise and knowledge through diverse services in the field of corporate laws including the SEBI and FEMA regulations and also provides strategic solutions for regulatory adherence and operational efficiency to a diverse set of corporate clients.

The Company has obtained written consent from M/s Chandrasekaran Associates confirming their eligibility and willingness to be appointed as the Secretarial Auditors of the Company. The services to be rendered by Chandrasekaran Associates are within the purview of the SEBI Regulation read with circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December 2024.

It is proposed that the fee in connection with the secretarial audit shall be Rs. 5 Lakh for FY 2025-26 (excluding applicable taxes and reimbursement of out-of-pocket expenses, if any), with suitable revision(s) for the remaining tenure, as may be mutually agreed between the Board of Directors and Secretarial Auditors. In addition to the secretarial audit, Chandrasekaran Associates may be engaged by the Company from time to time to provide such other professional services as may be required for business purposes, in accordance with the provisions of the Act and the SEBI Listing Regulations and at a fee as may be mutually agreed by the Board and the Secretarial Auditors.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are concerned or interested, financially or otherwise in the aforesaid resolution except to the extent of their shareholding, if any.

The Board recommends the Ordinary Resolution set out at Item No. 5 of this Notice for approval by the Members.

Item No. 6

The present Authorised Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crore) divided into 12,20,00,000 (Twelve Crore Twenty Lakhs) Equity Shares of Rs. 2/- (Rupees Two) each and 60,000 (Sixty Thousand) Preference Shares of Rs. 100/- (Rupees One Hundred) each. In order to facilitate the issue of proposed Bonus Equity Shares, the Board of Directors of the Company at its meeting held on 4th August 2025 approved and recommended to the members for their approval, increase in the Authorized Share Capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 12,20,00,000 (Twelve Crore Twenty Lakh) Equity Shares of Rs. 2/- (Rupees Two) each and 60,000 (Sixty Thousand) Preference Shares of Rs. 100/- (Rupees One Hundred) each to Rs. 50,00,00,000/- (Rupees Fifty Crore only) divided into 24,70,00,000 (Twenty-Four Crore Seventy Lakh) Equity Shares of Rs. 2/- (Rupees Two) each and 60,000 (Sixty Thousand) Preference Shares of Rs. 100/- (Rupees One Hundred) each, by creation of additional 12,50,00,000 (Twelve Crore Fifty Lakh) Equity Shares of Rs. 2/- (Rupees Two) each.

The resultant additional Equity Shares from proposed increase in the Authorised Share Capital shall rank pari-passu with the existing equity shares in all respects and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause 5 of the Memorandum of Association of the Company require Members' approval in terms of Sections 13 and 61 of the Companies Act, 2013 and is set out at Item No. 6 of this Notice.

The draft copy of altered Memorandum of Association of the Company is open for inspection by any Member of the Company at the Registered Office and Corporate Office of the Company between 11.00 AM to 1.00 PM on any working day up to the date of 88th AGM, basis the request being sent at isc@godfreyphillips.co.in and shall also be kept open for inspection electronically during the 88th AGM.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are concerned or interested, financially or otherwise in the aforesaid resolution except to the extent of their shareholding, if any.

The Board recommends the Ordinary Resolution set out at Item No. 6 of this Notice for approval by the Members.

Item No.7

The Board of Directors of the Company, at its meeting held on 4th August 2025, have approved issuance of Bonus Equity Shares in the proportion of 2:1, i.e. 2 (Two) new fully paid-up Equity Shares of Rs. 2/- each for every 1 (One) existing fully paid-up Equity Share of Rs. 2/- each, by capitalizing a sum of Rs. 20,79,75,680/- (Rupees Twenty Crore Seventy-Nine Lakh Seventy-Five Thousand Six Hundred and Eighty only) out of the amounts standing to the credit of the General reserves and/ or Retained earnings of the Company as per the Audited Financial Statement of the Company for the year ended 31st March 2025, subject to approval of the Members of the Company and such statutory and regulatory approvals, as may be applicable.

Article 157 of Articles of Association of the Company permits capitalization of undivided profits standing to the credit of reserve fund or capital redemption reserve fund or amounts available for dividend or standing to credit of share premium account, by applying same towards payment of unissued shares to the Members of the Company as fully paid bonus shares. The proposed issue of Bonus Equity Shares is in accordance with the provisions of Section 63 of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable regulations for the time being in force (including any statutory modifications or re-enactment for the time being in force).

In terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only. With respect to the bonus shares of members holding equity shares in physical form who have not provided their demat account details to the Company/RTA, the said bonus shares shall be credited in dematerialised form to a new de-mat

suspense account to be opened by the Company for the purpose. The voting rights on the Bonus Equity Shares held in the demat suspense account, shall remain frozen. The members holding shares in physical form are, therefore, requested to update the details of their de-mat accounts with the Company/RTA.

The Resolution set out at Item No. 7 of the Notice, if passed, will have the effect of allowing the Board of Directors (including any Committee duly constituted by the Board) to complete all formalities and activities, including issuance and allotment of Bonus Equity Shares to those shareholders whose names appear in the records of the Company on the ‘Record Date’ determined in this regard.

In terms of Articles of Association of the Company, issuance of any new securities is a matter requiring Special Resolution and is set out at Item No. 7 of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are concerned or interested, financially or otherwise in the aforesaid resolution except to the extent of issuance and allotment of Bonus Equity Shares to them in proportion of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 7 of this Notice for approval of the Members.

Item No. 8

Contextual information relating to the related party transaction:

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“SEBI Listing Regulations”), any transaction with a related party is considered to be material, if the transaction(s) to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements, whichever is lower (“**Material Related Party Transactions**” or “**Material RPT**”). A Material RPT requires prior approval of the Members, by means of an Ordinary Resolution, even if such transaction(s) is/are in the ordinary course of business and/or on an arm’s length basis, and no related party shall vote to approve such resolution.

Under the agreement executed between the Company and PMPSA for sale/ export of unmanufactured tobacco in April 2012 (“**Agreement**”), the Company has been exporting unmanufactured tobacco to PMPSA since April 2012. The Company has also been regularly undertaking wholesale trading of unmanufactured tobacco to third parties. For the financial year 2026-27, the related party transaction between the Company and PMPSA for sale / export of unmanufactured tobacco is proposed to be for an aggregate amount not exceeding Rs. 2,000 Crore (“**Unmanufactured Tobacco RPT**”), which will exceed the thresholds for Material RPT

prescribed under the SEBI Listing Regulations. In view of the same, the approval of the Members of the Company is being sought by way of an Ordinary Resolution as set out at Item no. 8 of the Notice.

The Company's Management has provided the Audit Committee with relevant details of the proposed Unmanufactured Tobacco RPT during financial year 2026-27, including rationale, material terms and the basis of pricing as required under SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/ P/0155 dated 11th November 2024 (refer to the '*Background of the Unmanufactured Tobacco RPT*', '*Rationale for the Unmanufactured Tobacco RPT*' and '*Arm's Length Assessment*' below for more details). The Audit Committee, after reviewing all necessary information, has granted its approval to the Unmanufactured Tobacco RPT at its meeting held on 4th August 2025, subject to approval by the Members. The Audit Committee has concluded that the said Unmanufactured Tobacco RPT is on an arm's length basis and is in the ordinary course of business of the Company.

Subsequently, the Board, at its meeting held on 4th August 2025, has approved the Unmanufactured Tobacco RPT, subject to approval of the Members and any government / regulatory authority.

Background of the Unmanufactured Tobacco RPT:

The Company is engaged in the business of, *inter alia*, wholesale trading of unmanufactured tobacco. This business contributes to a significant revenue of the Company (refer to the '*Rationale for the Unmanufactured Tobacco RPT*' below for details).

The Company, vide Postal Ballot notice dated 4th March 2025, had proposed the resolution for approval by the Members of the similar Unmanufactured Tobacco RPT between the Company and PMPSA for an aggregate value not exceeding Rs. 1750 Crore for the Financial Year 2025-26 and the said resolution was passed with the requisite majority.

The Management is of the view that the Unmanufactured Tobacco RPT will strengthen the Company's performance from a long term perspective and enable it to ultimately create value for its members by furthering their best interests. Therefore, the current Resolution which is for the financial year 2026-27 is being presented to the Members for their due consideration and approval.

Rationale for the Unmanufactured Tobacco RPT:

Trading in unmanufactured tobacco is one of the key businesses undertaken by the Company, and it earns significant revenue from domestic sale of unmanufactured tobacco as well as its export. In the financial year 2024-25, the export value of unmanufactured tobacco amounted to Rs. 2010.19 crore and in financial year 2023-24 the corresponding value was Rs. 1205.15 crore.

To cater to its export business segment, the Company had executed the Agreement in April 2012 with PMPSA and continues to supply unmanufactured tobacco to PMPSA as per their agreed arrangement in the ordinary course of business and on an arm's length basis. Subject to business exigencies, the operations of the Company are expected to expand in the forthcoming financial year 2026-27 due to increasing demand of tobacco products. Consequently, the exports to PMPSA are also projected to increase in comparison to the previous financial year(s). It is in this context that the transactions between the Company and PMPSA is reasonably expected to increase to an aggregate amount not exceeding Rs. 2,000 Crore in financial year 2026-27.

The Management believes that due to back-to-back demand of unmanufactured tobacco in domestic and export regions and the overall positive outlook of the segment, at this juncture, the proposed Unmanufactured Tobacco RPT will contribute to the revenue growth and profitability of the Company in financial year 2026-27 and is, therefore, in the interest of its members and other stakeholders.

Arm's Length Assessment:

In order to sustain business operations, the Company regularly executes/may execute such transactions with the related party which are in the ordinary course of business, at arm's length and in the interest of the Company. These transactions are proposed considering the complementary nature, competency, strength, optimal utilization of its resources by the related parties, which is in the best interest of the Company.

The price for Unmanufactured Tobacco RPT mentioned in this proposal shall be arrived on the basis of cost-plus mark-up method. Further, the transaction is at an arm's length basis, where prices and margins are benchmarked/ comparable with transactions entered into by the Company with third parties/ unrelated parties. The Audit Committee has assessed such factors in relation to the pricing and approved the Unmanufactured Tobacco RPT at its meeting held on 4th August 2025.

Details of the Unmanufactured Tobacco RPT between the Company and PMPSA, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/ P/0155 dated 11th November 2024 are as follows:

S. No.	Description	Details
1	Name of the related party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	PMPSA is a member entity of the group to which Philip Morris Global Brands Inc, USA (a promoter shareholder of the Company) belongs. Nature of concern or interest is financial.

2	Type, material terms and particulars of the proposed transaction	<p>The Company and Philip Morris International Management S.A. (which entity has since merged with PMPSA), had executed an agreement for sale/export of unmanufactured tobacco by the Company, on a non-exclusive basis, on arm's length pricing in April 2012 ("Agreement"). The Agreement sets out the general terms and conditions for sale/export of unmanufactured tobacco by the Company to PMPSA. The Agreement provides for automatic renewal for successive one-year periods unless either party provides to the other party written notice of the non-renewal of the Agreement.</p> <p>It is proposed that the Company will continue to supply unmanufactured tobacco to PMPSA, under the overall framework of the Agreement on a non-exclusive basis, on arm's length pricing, subject to the aggregate value of the sale/export not exceeding Rs. 2,000 Crore in the financial year 2026-27.</p>
3	Tenure of the proposed transactions	The approval of the Members is sought for the financial year 2026-27.
4	Value of the proposed transactions	Not exceeding Rs. 2,000 Crore in the financial year 2026-27.
5	Percentage of the Company's annual consolidated turnover, for immediately preceding Financial Year (i.e. 2024-25) that is represented by the value of the proposed transaction.	Approximately 30%.
6	Justification for the proposed transactions	<p>The Company, in its ordinary course of business, is engaged in development, procurement and sale/export of unmanufactured tobacco to various entities over the last several years. The Company has since developed vast experience and capability in this area, enabling it to significantly increase its share of unmanufactured tobacco exports from India.</p> <p>The Company, over the years, has been carrying out the sale/export of unmanufactured tobacco to</p>

		<p>PMPSA and third parties (unrelated to the Company). The projected value of transactions with PMPSA during the financial year 2026-27 is expected to breach the materiality threshold as prescribed under Regulation 23 of the SEBI Listing Regulations and hence, approval of the Members is being sought.</p> <p>The increased value of transaction(s) under the Agreement are expected to further increase the turnover and profitability of the Company. It is pertinent to note that the said transaction(s) will be carried out on an arm's length pricing benchmarked with similar transactions to be carried out with unrelated parties with adjustments for commercial terms, as may be deemed necessary.</p> <p>Further, refer to the paragraphs on '<i>Contextual information relation to the related party transaction</i>', '<i>Background of the Unmanufactured Tobacco RPT</i>', '<i>Rationale for the Unmanufactured Tobacco RPT</i>' and '<i>Arm's Length Assessment</i>' above in relation to the justification for the proposed transaction.</p> <p>Accordingly, the management is of the view that this Unmanufactured Tobacco RPT is in the best interest of the Company and its Members.</p>
7	Details of proposed transactions if relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	Not Applicable
8	Details of the valuation or other external report, if any, relied upon in relation to the proposed transaction.	Not Applicable
9	Any other information that may be relevant	All relevant information setting out material facts forms part of this Notice.

None of the Directors, KMPs and/ or their respective relatives is in any way concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any.

Based on the approval of the Audit Committee, the Board recommends the Ordinary Resolution set out at Item No. 8 of this Notice for approval of the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no related party, whether or not party to the proposed transaction(s), shall vote to approve on the Ordinary Resolution set forth above.

Place: New Delhi

Date: 4th August 2025

**By order of the Board
for Godfrey Phillips India Limited**

REGISTERED OFFICE:

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

**Punit Kumar Chellaramani
Company Secretary**

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

Name of Director	Sharad Aggarwal	Sumant Bharadwaj
Director Identification Number (DIN)	07438861	08970744
Age	54 years	65 years
Date of joining the Board.	1 st October 2017	13 th February 2021
Brief Resume/Expertise in specific functional areas.	<p>Mr. Sharad Aggarwal started his career in 1993 with Ballarpur Industries, then from 1994-1999 worked as an Engineer in International Tobacco Company (a WOS of the Company) and worked for Honeywell and Coco Cola Company between 1999-2002. He joined back the Company in 2002.</p> <p>He is also designated as the Functional Chief Executive Officer of the Company w.e.f. 27.12.2021 and leads the Senior Management team of the Company and is at the helm of managing and supervising all businesses and support functions under the superintendence and directions of the Managing Director.</p>	<p>Mr. Sumant Bharadwaj, an advocate and partner at the firm "Legal Remedy," is a member of the Bar Council of Delhi, the Supreme Court Bar Association, the Lawyers Committee of the USA, Amnesty International, the Bar Association of India Steering Committee, and the International Association for Religious Freedom in Frankfurt, Germany.</p>
Relationship inter-se between Directors.	Not related to any Director of the Company.	Not related to any Director of the Company.
Qualifications.	B.E. (Electronics), PGDBM from IMT Ghaziabad (Gold Medalist) and Advanced Management Program (AMP) from Harvard University.	M.A., LL.B., Ph.D.

Directorships held in other companies.	International Tobacco Company 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 2024-25.	Please refer Corporate Governance Report forming part of the Annual Report.	Please refer Corporate Governance Report forming part of the Annual Report.
Remuneration proposed to be paid.	Remuneration as approved by the Board of Directors/ Shareholders.	Mr. Sumant Bharadwaj shall continue to be entitled to sitting fee for attending the meetings of Board and its Committees as member.
No. of meetings of the Board attended during FY 2024-25.	Please refer Corporate Governance Report forming part of the Annual Report.	Please refer Corporate Governance Report forming part of the Annual Report.
No. of Equity Shares held in the Company.	36,000	Nil
