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22nd April, 2019

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Reg.: Certificate pursuant to Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 31st March, 2019

Dear Sir,

Pursuant to the provisions of Regulation 40(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are enclosing herewith the certificate received from M/s V.R. Associates, Practicing Company Secretaries, for the half-year ended 31st March, 2019 confirming the compliance of Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your kind information and record please.

Kindly acknowledge the receipt.

Thanking you,

Sincerely yours,
for Godfrey Phillips India Limited



Sanjay Gupta
Company Secretary

Encl: a/a

CC:1. The Manager, Listing Department
The National Stock Exchange of India Ltd.,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai - 400 051

V. R. ASSOCIATES

COMPANY SECRETARIES

CERTIFICATE UNDER REGULATION 40(9) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

We have examined the relevant books, registers, forms, documents and records of Godfrey Phillips India Limited (the company), maintained and produced before us by Link Intime India Pvt. Ltd., their Registrar & Transfer Agents, in respect of share transfers lodged for registration during the half year ended 31st March, 2019 for the purpose of issuing the certificate under regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation").

Based on our examination as well as information and explanation furnished to us, which to the best of our knowledge and belief were necessary for the purposes of certification, we hereby certify that in our opinion and according to the best of our information and belief, the company has in relation to the half year ended on 31st March, 2019, delivered all certificates duly endorsed within the period stipulated under the Listing Regulations. During the period under review, the company had approved 36 share transfers for 26790 shares, 13 share transmissions for 13440 shares, 3 name deletions for 2200 shares and the share certificates were dispatched within the stipulated period.

For V.R. Associates
Company Secretaries



V. Ramachandran
C.P. No. 4731



Place: Mumbai
Date: 15/04/2019

Resi.:
G5/3, Jal Padma, Bangur Nagar,
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