

**8<sup>th</sup> January 2024**

**The Manager**  
**BSE Limited**  
25<sup>th</sup> Floor,  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai – 400 001  
**BSE Scrip Code: 500163**

**The Manager,**  
**Listing Department**  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block-G,  
Bandra Kurla Complex Bandra (East),  
Mumbai – 400 051  
**Symbol: GODFRYPHLP**

**Sub.: Results of Postal Ballot along with Scrutinizer's Report.**

Dear Sirs,

This is in reference to our intimation dated 8<sup>th</sup> December 2023 wherein the Company had sought the approval of the Shareholders through Postal Ballot on the following matters:

<b>Sl. No.</b>	<b>Type of Resolution</b>	<b>Particulars</b>
1	Special Resolution	Approval of the 'Godfrey Phillips Employees Share Purchase Scheme, 2023' and its implementation through Trust.
2	Special Resolution	Approval for authorization of acquisition of equity shares from secondary market through Trust route for implementation of 'Godfrey Phillips Employees Share Purchase Scheme, 2023'
3	Special Resolution	Approval for provision of money to Trust by the Company for purchase of its own shares for implementation of 'Godfrey Phillips Employees Share Purchase Scheme, 2023'

The e-voting in this regard commenced at 09:00 A.M. (IST) on Saturday, 9<sup>th</sup> December 2023 and concluded at 05:00 P.M. (IST) on Sunday, 7<sup>th</sup> January 2024.

Pursuant to the provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the voting results along with scrutinizer's report is enclosed herewith. The same is also made available on the Company's website at [www.godfreyphillips.co](http://www.godfreyphillips.co) and the website of Link Intime India Private Limited (e-voting agency).

We request you to kindly take the above information on your record.

Thanking you,  
Yours faithfully,  
**For Godfrey Phillips India Limited**

**Sanjay Kumar Gupta**  
**Company Secretary**  
**M. No.- 7545**  
Encl: As above

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of the 'Godfrey Phillips Employees Share Purchase Scheme, 2023' and its implementation through Trust.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37737229	37522289	99.4304	37522289	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		37737229	37522289	99.4304	37522289	0	100
Public-Institutions	E-Voting	5984706	5589890	93.4029	69091	5520799	1.236	98.764
	Poll							
	Postal Ballot (if applicable)							
	Total		5984706	5589890	93.4029	69091	5520799	1.236
Public- Non Institutions	E-Voting	8271985	30077	0.3636	20960	9117	69.6878	30.3122
	Poll							
	Postal Ballot (if applicable)							
	Total		8271985	30077	0.3636	20960	9117	69.6878
Total		51993920	43142256	82.9756	37612340	5529916	87.1821	12.8179
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for authorization of acquisition of equity shares from secondary market through Trust route for implementation of 'Godfrey Phillips Employees Share Purchase Scheme, 2023.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37737229	37522289	99.4304	37522289	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		37737229	37522289	99.4304	37522289	0	100
Public-Institutions	E-Voting	5984706	5589890	93.4029	69091	5520799	1.236	98.764
	Poll							
	Postal Ballot (if applicable)							
	Total		5984706	5589890	93.4029	69091	5520799	1.236
Public- Non Institutions	E-Voting	8271985	30077	0.3636	20955	9122	69.6712	30.3288
	Poll							
	Postal Ballot (if applicable)							
	Total		8271985	30077	0.3636	20955	9122	69.6712
Total		51993920	43142256	82.9756	37612335	5529921	87.1821	12.8179
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

<b>Resolution(3)</b>								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for provision of money to Trust by the Company for purchase of its own shares for implementation of 'Godfrey Phillips Employees Share Purchase Scheme, 2023'.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37737229	37522289	99.4304	37522289	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		37737229	37522289	99.4304	37522289	0	100
Public-Institutions	E-Voting	5984706	5589890	93.4029	69091	5520799	1.236	98.764
	Poll							
	Postal Ballot (if applicable)							
	Total		5984706	5589890	93.4029	69091	5520799	1.236
Public- Non Institutions	E-Voting	8271985	30077	0.3636	20885	9192	69.4384	30.5616
	Poll							
	Postal Ballot (if applicable)							
	Total		8271985	30077	0.3636	20885	9192	69.4384
Total		51993920	43142256	82.9756	37612265	5529991	87.182	12.818
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

# V.R. ASSOCIATES

*Company Secretaries*

---

Resi: G-5/3 Jal Padma, Bangur Nagar, Goregaon West, Mumbai 400 104  
Admn office: 31 Topiwala Center, Goregaon West, Mumbai 400 062  
Tel: 022-28774306; Mobile 98214 47548; e-mail: [cs.ram25@gmail.com](mailto:cs.ram25@gmail.com)  
GST No. 27ACSPV8251A1Z7 ; MSME Regn no. UDAYAM-MH-18-0050392

8<sup>th</sup> January, 2024

**Scrutinizer's Report on Postal Ballot process conducted through remote e-voting  
pursuant to provisions of Sections 110, 108 of Companies Act, 2013 read with Rule 20, 22  
of Companies (Management and Administration) Rules, 2014 as amended of  
Godfrey Phillips India Limited**

To,  
The Chairperson  
Godfrey Phillips India Limited

I, V. Ramachandran, proprietor of M/s V.R. Associates, Company Secretaries (Membership no. ACS 7731, CP no. 4731) have been appointed as Scrutinizer by Godfrey Phillips India Limited (the Company) as per Board Resolution dated 3<sup>rd</sup> November, 2023 for the purpose of scrutinizing the Postal Ballot process, in respect of the resolution set out in the Postal Ballot Notice dated 7<sup>th</sup> December, 2023 ("Notice") which was conducted only through remote voting by electronic means ("remote e-voting"), in a fair and transparent manner pursuant to Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (as amended) ("the Rules") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in compliance with the framework issued by Ministry of Corporate Affairs through its General Circular Nos. 14/2020 dated 08<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020 along with subsequent circulars issued in this regard and the latest Circular No. 9/2023 dated 25<sup>th</sup> September 2023 ("MCA Circulars").

The Company has engaged the services of Link Intime India Private Limited ("Link Intime") for facilitating e-voting to enable the Members to cast their votes electronically.

The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules including MCA Circulars and Listing Regulations relating to remote e-voting for the resolution contained in the Postal Ballot Notice dated 7<sup>th</sup> December, 2023. Our responsibility as a Scrutinizer is to ensure that the remote e-voting is carried out in a fair and transparent manner and to make a scrutinizer's report on the votes cast "IN FAVOUR" or "AGAINST" on the resolution contained in the Postal Ballot Notice dated 7<sup>th</sup> December, 2023 based on the reports generated from the e-voting system provided by Link Intime.

Members holding shares as on 4<sup>th</sup> December, 2023, "cut-off date", were entitled to vote on the resolution stated in the Notice.

The remote e-voting period was open from on Saturday, 9<sup>th</sup> December 2023 at 9:00 A.M. (IST) and was closed on Sunday, 7<sup>th</sup> January 2024 at 5:00 P.M. (IST). After closure of the voting period on Sunday, 7<sup>th</sup> January 2024 at 5:00 P.M. (IST), the Link Intime portal was blocked for voting.

# V.R. ASSOCIATES

*Company Secretaries*

Resi: G-5/3 Jal Padma, Bangur Nagar, Goregaon West, Mumbai 400 104  
Admn office: 31 Topiwala Center, Goregaon West, Mumbai 400 062  
Tel: 022-28774306; Mobile 98214 47548; e-mail: [cs.ram25@gmail.com](mailto:cs.ram25@gmail.com)  
GST No. 27ACSPV8251A1Z7 ; MSME Regn no. UDAYAM-MH-18-0050392

The e-voting results / list of members who have voted for and / or against were downloaded from the e-voting website of Link Intime.

The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, folio number or client ID of the shareholders, number of shares held by them. There were no invalid votes.

The details containing, inter alia, list of equity shareholders, who voted “For” or “Against” the resolution put to vote, were generated from the e-voting website of Link Intime and based on such reports generated, the result of the e-voting is as under:

## **Items of the Postal Ballot Notice dated 7<sup>th</sup> December, 2023:**

### **Item No. 1**

#### **SPECIAL RESOLUTION**

**Approval of the ‘Godfrey Phillips Employees Share Purchase Scheme, 2023’ and its implementation through Trust:**

#### **(i) Voted in favour of the resolution:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	141	3,76,12,340	87.18

#### **(ii) Voted against the resolution:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	126	55,29,916	12.82

<b>Total number of valid votes casted under remote evoting</b>	<b>4,31,42,256</b>
--	--------------------

#### **(iii) Invalid votes :**

# V.R. ASSOCIATES

*Company Secretaries*

Resi: G-5/3 Jal Padma, Bangur Nagar, Goregaon West, Mumbai 400 104

Admn office: 31 Topiwala Center, Goregaon West, Mumbai 400 062

Tel: 022-28774306; Mobile 98214 47548; e-mail: [cs.ram25@gmail.com](mailto:cs.ram25@gmail.com)

GST No. 27ACSPV8251A1Z7 ; MSME Regn no. UDAYAM-MH-18-0050392

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0

## Item No. 2

### SPECIAL RESOLUTION

**Approval for authorization of acquisition of equity shares from secondary market through Trust route for implementation of 'Godfrey Phillips Employees Share Purchase Scheme, 2023':**

#### (i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	140	3,76,12,335	87.18

#### (ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	127	55,29,921	12.82

<b>Total number of valid votes casted under remote evoting</b>	<b>4,31,42,256</b>
--	--------------------

#### (iii) Invalid votes :

# V.R. ASSOCIATES

*Company Secretaries*

Resi: G-5/3 Jal Padma, Bangur Nagar, Goregaon West, Mumbai 400 104

Admn office: 31 Topiwala Center, Goregaon West, Mumbai 400 062

Tel: 022-28774306; Mobile 98214 47548; e-mail: [cs.ram25@gmail.com](mailto:cs.ram25@gmail.com)

GST No. 27ACSPV8251A1Z7 ; MSME Regn no. UDAYAM-MH-18-0050392

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0

## Item No. 3

### SPECIAL RESOLUTION

**Approval for provision of money to Trust by the Company for purchase of its own shares for implementation of ‘Godfrey Phillips Employees Share Purchase Scheme, 2023’:**

#### (i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	139	3,76,12,265	87.18

#### (ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	128	55,29,991	12.82

<b>Total number of valid votes casted under remote evoting</b>	<b>4,31,42,256</b>
--	--------------------

#### (iii) Invalid votes :



# V.R. ASSOCIATES

*Company Secretaries*

Resi: G-5/3 Jal Padma, Bangur Nagar, Goregaon West, Mumbai 400 104  
Admn office: 31 Topiwala Center, Goregaon West, Mumbai 400 062  
Tel: 022-28774306; Mobile 98214 47548; e-mail: [cs.ram25@gmail.com](mailto:cs.ram25@gmail.com)  
GST No. 27ACSPV8251A1Z7 ; MSME Regn no. UDAYAM-MH-18-0050392

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0

Based on above results, I report that, the resolutions as per the Notice stands passed with requisite majority.

The electronic data and all other relevant records relating to the remote e-voting will be handed over to the Company Secretary and Compliance officer of the Company for safe preservation.

Thank you.

Yours faithfully,

For *V.R. Associates*  
*Company Secretaries*

**V.Ramachandra**  
an

**V. Ramachandran**  
**Proprietor**

**ACS 7731/ CP 4731**

**UDIN: A007731E003143336**

**PRC No. 1662/2022**

Digitally signed by V.Ramachandran  
DN: c=IN, ou=Personal, title=9355,  
pseudonym=13308230904446806X1230000b410,  
2.5.4.20=1ed41ce2b333b43b6257d442e7c3f48ef20167cdf7e5  
1b4523475daa1f1ba2c2, postalCode=400104, st=Maharashtra,  
serialNumber=792aa56e3375644ee093fb7e4f86c744efc20  
b587b1effe6605b7437444c6, cn=V.Ramachandran  
Date: 2024.01.08 14:57:32 +05'30'

Place: Mumbai

Date: 8<sup>th</sup> January 2024