GODFREY PHILLIPS
INDIA LIMITED

Omaxe Square
Plot No.14, Jasola District Centre
Jasola, New Delhi-110025 India.
Tel.: +91 11 2683 2155, 6111 9300
Fax: +91 11 4168 9102
www.godfreyphillips.com
isc-gpi@modi-ent.com

8th August, 2023

The Manager
BSE Limited
25th Floor, Phiroze Jeejabhoy Towers,
Dalal Street
Mumbai- 400001
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- 400051
SYMBOL: GODFRYPHLP

Sub.: Notice of 86th Annual General Meeting to be held on 1st September, 2023.

Dear Sirs,

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice convening the 86th Annual General Meeting of the members of the Company for the Financial Year 2022-23, scheduled to be held on Friday, 1st September, 2023 at 01:00 P.M. (IST) through Video Conferencing/ Other Audio Visual Means (VC/OAVM).

Kindly take the same on records.

Thanking you,
Yours Faithfully,
For Godfrey Phillips India Limited

SANJAY KUMAR GUPTA
Digitally signed by SANJAY KUMAR GUPTA
Date: 2023.08.08 12:03:09 +05'30'

Sanjay Kumar Gupta
Company Secretary
M. No.: 7545

Encl.: As above

GODFREY PHILLIPS INDIA LIMITED
Registered Office:
Macropolo Building, Ground Floor,
Dr. Babasaheb Ambedkar Road, Lalbaug, Mumbai – 400 033
CIN: L16004MH1936PLC008587
Email : isc-gpi@modi-ent.com Website : www.godfreyphillips.co

GODFREY PHILLIPS
INDIA LIMITED

NOTICE

NOTICE is hereby given that the **Eighty Sixth Annual General Meeting of the members of Godfrey Phillips India Limited will be held on Friday, the 1st September, 2023 at 1:00 P.M. (IST) through Video Conferencing / Other Audio Visual Means (VC/OAVM)** 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, 2023, the reports of the Board of Directors and Auditors thereon; and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 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, 2023 along with the Auditors Report thereon and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To declare a Dividend on Equity Shares for the financial year ended 31st March, 2023 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** a Dividend at the rate of Rs. 44/- (Rupees Forty Four only) per equity share of Rs. 2/- (Two rupees) 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, 2023 and the same be paid out of the profits of the Company."

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, with or without modification(s), 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 Mrs. Nirmala Bagri (DIN: 01081867) 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, 150 and 152 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and rules made thereunder (including any statutory modifications, or re-enactments thereof for the time being in force) read

with Schedule IV of the Act, Regulations 16(1)(b), 17(1A) and 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('SEBI Listing Regulations'), Mrs. Nirmala Bagri (DIN: 01081867), who was appointed as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years commencing from 01st April, 2019 up to 31st March, 2024 and who being eligible for re-appointment as an Independent Director has given her consent along with the declaration that she meets the criteria of Independence under section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature, and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from 1st April, 2024 up to 31st March, 2029 (both days inclusive).

RESOLVED FURTHER THAT any Director and/or Mr. Sanjay Kumar Gupta, Company Secretary of the Company, be and are hereby severally authorized to file the necessary returns/forms with the Registrar of Companies, Mumbai, Maharashtra and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

5. To appoint Mr. Ajay Vohra (DIN 00012136) 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** Mr. Ajay Vohra (DIN 00012136), who was appointed as an Additional Director with effect from 01st July, 2023 by the Board of Directors of the Company in their meeting held on 27th May, 2023, in terms of Section 161(1) of the Companies Act, 2013 (the 'Act') (including any statutory modification(s) or re-enactment thereof for the time being in force) and whose term of office expires at the ensuing Annual General Meeting (AGM) and who meets the criteria of Independence as provided under Section 149(6) of the Act , Regulations 16(1)(b) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation in accordance with section 149, 150 and 152 of the Act and all other applicable provisions thereof and rules made thereunder (including any statutory modifications, or re-enactments thereof for the time being in force) read with Schedule IV of the Act to hold office for a term of 5 (five) consecutive years i.e. from 1st July, 2023 till 30th June, 2028.

RESOLVED FURTHER THAT any Director and/or Mr. Sanjay Kumar Gupta, Company Secretary of the Company, be and are hereby severally authorized to file the necessary returns/forms with the Registrar of Companies, Mumbai, Maharashtra and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

6. To approve Material Related Party Transaction(s) between the Company and Philip Morris Products S.A. 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 Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **('SEBI Listing Regulations')**, as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions, as well as subject to such approval(s), consent(s) and/or permission(s) as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) 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), as mentioned in details in the Explanatory Statement annexed herewith, between the Company and Philip Morris Products S.A., Switzerland, a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Philip Morris Products S.A., Switzerland, for sale/export of unmanufactured tobacco for an aggregate value not exceeding Rs. 1,000 crore in a Financial Year, subject to such transaction(s) / contract(s) / arrangement(s) / agreement(s) is / are carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and 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, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person authorized by the Board, in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respects."

Place: New Delhi
Date: : 26th July, 2023

By order of the Board
for Godfrey Phillips India Limited

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

Sanjay Kumar Gupta
Company Secretary
Membership No. 7545

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 28th December, 2022 (collectively referred to as 'MCA Circulars') permitted the holding of Annual General Meeting (AGM) through VC / OAVM, without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Circular dated 13th May, 2022 read with Circular dated 5th January, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard have provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In compliance with the provisions of the Companies Act, 2013 (the Act), the SEBI Listing Regulations and MCA Circulars, the 86th AGM of the Company is being conducted through VC/OAVM facility which does not require physical presence of members at a common venue. The deemed venue for the 86th AGM shall be 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 86th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting through Board Resolution/ Power of Attorney/ Authority Letter, etc., for participation in the 86th AGM through VC/ OAVM facility and e-Voting during the AGM and since the AGM is being held through VC/ OAVM facility, the Route Map is not annexed in this Notice.
3. Corporate Members are requested to send, a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend the AGM through VC/ OAVM on their behalf and vote through remote e-voting. The Resolution shall be sent to the Scrutinizer by email through its registered email address to scrutinizergpi@gmail.com.
4. Link Intime India Pvt. Ltd. (LIIPL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM and e-voting during the AGM.
5. **The Members can join the AGM in the VC/OAVM mode 30 minutes before and 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 AGM through VC/OAVM are given as a separate attachment to the Notice.
6. Members may note that the VC/OAVM provided by Link Intime allows participation of 1000 Members on a first-come-first-served basis. The 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 AGM without any restriction on account of first-come-first-served principle.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In compliance with the MCA Circulars and the SEBI circulars, Notice of the AGM along with the Annual Report 2022-23 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 2022-23 to those Members who request the same. Members may note that the Notice and the Annual Report for 2022-23 will also be available on the Company's website https://www.godfreyphillips.co/ 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 Link Intime India Private Limited, at https://instavote.linkintime.co.in.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 12th August, 2023 to Friday, 1st September, 2023 (both days inclusive) for the purpose of Dividend and AGM.
10. Dividend when declared, 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, 11th August, 2023 after giving effect to all the valid transfers in physical form in process and re-lodged on or before the close of business hours on Friday, 11th August, 2023. 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, 11th August, 2023 as per details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

11. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts in respect of special business is annexed to the Notice of the meeting. The relevant details, pursuant to Regulation 36(3) of the 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 this AGM are also annexed to this Notice.

12. The Securities and Exchange Board of India (SEBI) has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. 1st April, 2019. Accordingly, the Company and its Registrar and Transfer Agents (RTA) have stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialization.

    Pursuant to SEBI circular dated 25th January, 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, 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, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agents -LIIPL. It may be noted that any service request can be processed only after the folio is KYC Compliant.

    SEBI vide its circular dated 3rd November, 2021, read with clarification dated 14th December, 2021 introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. **Accordingly, effective 1st January, 2022, the RTA shall not process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents/ details are updated.** Further, in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 **on or after 1st October, 2023, in case of any of the above cited documents/details are not available in the folios, RTA shall be constrained to freeze such folios.** The Company has already sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. This communication is also available on the website of the Company. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA from link https://web.linkintime.co.in/KYC-downloads.html or contact the Company's RTA M/s Link Intime India Pvt. Limited at rnt.helpdesk@linkintime.co.in for assistance in this regard.

    As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with LIIPL or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialized form, the nomination form may be filed with the respective DPs. The relevant forms are available on the company website at https://www.godfreyphillips.co/company/investor-relation/financials/investor-information

13. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their name, address, bank details, ECS mandate, nominations, power of attorney, email ID, etc. to their depository participants only and not to the Company or its RTA. The said intimation will be automatically reflected in the Company's records.

14. 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. In order 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://www.godfreyphillips.com/company/investor-relation/financials/investor-information/.

15. (a) Pursuant to the provisions of Section 205A(5) of the erstwhile Companies Act, 1956, all unpaid or unclaimed dividends for the financial years 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 Companies Act, 2013 as amended, all unpaid or unclaimed dividends for the financial years 1994-95 to 2014-15 have already been transferred by the Company to the credit of the Investor Education & Protection Fund (IEPF) established by the Central Government.

    Details of unpaid and unclaimed dividends up to 31st March, 2022 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 as on 31st March, 2023 are uploaded on the website of the Company and can be accessed at https://www.godfreyphillips.co/company/investor-relation/financials/investor-information.

    (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, 2016 and onwards, which remains unpaid or unclaimed for a period of seven (7) 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, 2016 shall be transferred to the IEPF somewhere in November/December, 2023. The reminders in this regard are being sent separately to all such Members at their registered address in this regard.

    Further, Members who have not encashed/claimed their dividends in the last seven (7) consecutive years from 2015-16 is being notified to claim the same before the cut-off date as mentioned/to be 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 Account in terms of the IEPF Rules.

16. (a) Adhering to the various requirements set out in the IEPF Rules, as amended, the Company has, during financial year 2022-23, transferred to the IEPF Authority all shares for the Base Year 2014-15 in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more, in December, 2022. 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 from the IEPF Authority. Concerned Members are advised to visit the weblink: http://iepf.gov.in/IEPF/refund.html or contact the RTA for lodging claim for refund of shares and / or dividend from the IEPF Authority.

17. Members may please note that the Company's RTA, LINK INTIME INDIA PVT. LTD., 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:

Link Intime India Pvt. Limited C-101, 247 Park L.B.S. Marg, Vikhroli (West) Mumbai – 400083 Telephone No: 8108116767 Fax: 022-49186060 E-mail id: rnt.helpdesk@linkintime.co.in	Delhi office at : Noble Heights, 1st Floor, Plot NH2 C-1 Block LSC Near Savitri Market, Janakpuri, New Delhi-110058 Tel. No. : 011- 41410592 Fax No : 011- 41410591 e-mail: delhi@linkintime.co.in

18. The Statement of Profit and Loss for the financial year ended 31st March, 2023, 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 and all other documents mentioned in this notice, 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 this AGM and shall also be kept open electronically during the AGM. Members may also visit the Company's website https://www.godfreyphillips.co/ for viewing various financial information including the quarterly results and annual report of the Company.

19. In case of joint holders attending the Meeting, only the Member whose name appears first will be entitled to vote.

20. The address of the registered office of Company is as 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

21. **Voting through electronic means:** Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 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 given as a separate attachment to this Notice. Members who have cast their vote by remote e-voting prior to the Eighty Sixth Annual General Meeting 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 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 AGM by following the same procedure as in the remote e-voting.

22. The Company has appointed Mr. V Ramachandran (CP No.4731), Proprietor V. R. Associates, Company Secretaries, who, in the opinion of the Board are duly qualified persons, as a Scrutinizer who will scrutinize the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of 48 hours from the date of conclusion of the Meeting, 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 Link Intime for the purpose of facilitating the electronic voting.

23. The e-voting period commences on Tuesday, 29th August, 2023 (9:00 a.m. IST) and ends on Thursday, 31st August, 2023 (5:00 p.m. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. Friday, 25th August, 2023 may cast their votes electronically. The e-voting module will be disabled by Link 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. Friday, 25th August, 2023.

    The Member(s) requiring any assistance with regard to use of technology for remote e-voting or at any time before or during the 86th AGM (including e-voting in the 86th AGM) may contact Mr. Rajiv Ranjan (Assistant Vice-President) at the designated email ID: rajiv.ranjan@linkintime.co.in or contact at 022-49186000.

24. 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@linkintime.co.in.

    However, if he / she is already registered with LIIPL 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

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in dematerialized mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL:

    1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. 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 and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

    2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

    3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

    1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

    2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

    3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

    4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

    You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting

option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in
2. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

   A. User ID:

   Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

   B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

   C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

   D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

   Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

   Shareholders holding shares in **NSDL form, shall provide 'D' above*

   - 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).
   - Click "confirm" (Your password is now generated).

3. Click on 'Login' under **'SHARE HOLDER'** tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'**.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
2. E-voting page will appear.
3. 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).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. 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.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for 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 and 022 - 2499 7000
Individual Shareholders holding	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at
securities in demat mode with CDSL	helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- ➢ 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".

PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

Open the internet browser and launch the URL: https://instameet.linkintime.co.in & Click on **"Login"**.

► Select the **"Company"** and **'Event Date'** and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

• Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
• Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
• Shareholders/ members holding shares in **physical form** shall provide Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/
Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

► Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members who want to speak during the Annual General Meeting through InstaMeet:

1 Shareholders can submit questions in advance with regard to the financial statements or any other matter to be placed at the 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 scrutinizergpi@gmail.com on or before Wednesday, 23rd August, 2023. 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 .

2 Shareholders, who would like to ask questions during the AGM with regard to the financial statements or any other matter to be placed at the 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 scrutinizergpi@gmail.com on or before Wednesday, 23rd August, 2023. Those Members who have registered themselves as a speaker alone will be allowed to ask questions during the AGM. Speakers are requested to submit their questions at the time of registration to enable the Company management to respond appropriately.

The Company reserves the right to restrict the number of questions and number of speakers depending on the availability of time for the AGM.

3 Such Shareholders will get confirmation on first come first served basis depending upon the provision made by the Company.

4 Such Shareholders will receive 'speaking serial number' once they mark attendance for the meeting. Shareholders shall speak only when Moderator of the meeting will announce the name and serial number for speaking.

5 Upon being prompted by the Moderator of the meeting, such Shareholders shall start their conversation with the panelist by switching on video mode and audio of their device.

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

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

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

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. 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 and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. 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'.
5. 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.
6. 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 Annual General Meeting through InstaMeet facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual 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.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

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

Item No. 4

The Members of the Company are hereby informed that Mrs. Nirmala Bagri (DIN: 01081867) was appointed as Non-Executive Independent Director of the Company by the Members at the 82nd Annual General Meeting of the Company held on 23rd September, 2019 for a period of 5 (five) consecutive years commencing from 1st April, 2019 up to 31st March, 2024 (both days inclusive).

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall be appointed for not more than two consecutive terms of five years each and shall not be liable to retire by rotation. Further, consent of the Members by way of Special Resolution is required for re-appointment of an Independent Director. Therefore, Mrs. Nirmala Bagri is eligible for re-appointment as an Independent Director for the second term of 5 (five) consecutive years.

Mrs. Nirmala Bagri is currently Member of the Audit Committee, the Corporate Social Responsibility Committee and the Nomination and Remuneration Committee of the Company.

Based on the skills, competence and expertise in financial and administrative areas, contribution in the Board and its Committee meetings, and performance evaluation, the Board at its meeting held on 27th May, 2023, on the recommendation of the Nomination and Remuneration Committee, recommended for approval of the Members, the re-appointment of Mrs. Nirmala Bagri as Non-Executive Independent Director of the Company to hold office for second term of 5 (five) consecutive years w.e.f 1st April, 2024, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,(the 'SEBI Listing Regulations) as set out in the resolution relating to her re-appointment.

In the opinion of the Board, Mrs. Nirmala Bagri continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company. She fulfills the criteria specified under the Act and the SEBI Listing Regulations, and is a person of integrity, and is independent of the management of the Company for being appointed as an Independent Director of the Company.

Further, pursuant to Regulation 17(1A) of the SEBI Listing Regulations, appointment or continuation of a Non-Executive Director after attaining age of seventy five years also requires approval of Members of the Company by way of Special Resolution. The Special Resolution under Item No. 4, once passed, shall also be deemed as Members' approval under the SEBI Listing Regulations, for continuation of Mrs. Nirmala Bagari as Independent Director beyond the age of seventy five years.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mrs. Nirmala Bagri has been received by the Company, and consents have been filed by her pursuant to Section 152 of the Act. The Company has also received declaration from her to the effect that she 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 SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Mrs. Nirmala Bagari has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, during her tenure of appointment, she will be eligible for sitting fee for attending the meetings of Board and its Committees of the Company.

The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company between 11.00 AM to 1.00 PM on any working day and will also be kept open electronically during the AGM.

The profile and specific areas of expertise of Mrs. Nirmala Bagri 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 or Key Managerial Personnel of the Company and their relatives, except Mrs. Nirmala Bagri herself is concerned or interested in this Resolution.

The Board recommends the resolution as set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5

Based on the recommendations of the Nomination and Remuneration Committee('NRC'), the Board in its meeting held on 27th May, 2023, in terms of Section 161 of the Companies Act, 2013 (the 'Act'), appointed Mr. Ajay Vohra (DIN: 00012136) as an Additional Director in the category of Non-Executive Independent Director of the Company effective 1st July, 2023. The NRC had previously finalized the desired attributes for the selection of the Independent Director(s). Based on those attributes, the NRC recommended the candidature of Mr. Ajay Vohra.

Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act, and Regulation 16 of the SEBI Listing Regulations, appointed Mr. Ajay Vohra as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 1st July, 2023 till 30th June, 2028 (both days inclusive).

The Board was satisfied that the appointment of Mr. Ajay Vohra is justified as his skills, background and experience is aligned to the role and capabilities identified by the NRC and that Mr. Ajay Vohra is eligible for appointment as an Independent Director. Further in the opinion of the Board, Mr. Ajay Vohra is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations and is independent of the management of the Company for being appointed as an Independent Director of the Company.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature to the office of a Director. The Company has also received consent in writing from Mr. Ajay Vohra to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and other required declarations/information.

In terms of Regulation 25(8) of SEBI Listing Regulations, Mr. Ajay Vohra 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. Ajay Vohra has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

The profile and specific areas of expertise of Mr. Ajay Vohra and other relevant information including skills and capabilities, as required under the SEBI Listing Regulations and the Secretarial Standards are provided as annexure to this Notice.

Further, during his tenure of appointment, he shall be eligible for sitting fee for attending the meetings of Board and its Committees as member.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered

Office of the Company between 11.00 AM to 1.00 PM on any working day and will also be kept open electronically during the AGM.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Ajay Vohra himself, is concerned or interested in this Resolution.

The Board recommends the resolution as set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6

In terms of Regulation 23 of the SEBI Listing Regulations, as amended, 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 Related Party Transaction 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 on an arm's length basis.

It is in this context that, Resolution No. 6 is placed for approval by the Members of the Company.

The Company Management has provided the Audit Committee with relevant details of the Material RPT with Philip Morris Products S.A., Switzerland referred to in the Resolution ("**Unmanufactured Tobacco RPT**"), including material terms and the basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for continuing the said related party transactions vide its resolution dated July 26, 2023, subject to approval by the Members at the ensuing Annual General Meeting. The Audit Committee has concluded that the said Unmanufactured Tobacco RPT is on an arm's length basis and in the ordinary course of business of the Company.

Details of the Unmanufactured Tobacco RPT between the Company and Philip Morris Products S.A. including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. 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)	Philip Morris Products S.A. is a member entity of the Group to which Philip Morris Global Brands Inc, USA (a promoter shareholder of the Company) belongs.
2	Type, material terms and particulars of the proposed transaction	The Company and Philip Morris International Management S.A. which entity has since merged with Philip Morris Products S.A., 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. It is proposed that the Company will continue to supply unmanufactured tobacco to Philip Morris Products S.A, under the 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. 1,000 crore in a financial year.

3	Tenure of the proposed transactions	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.
4	Value of the proposed transactions	Not exceeding Rs. 1,000 crore in a financial year.
5	Percentage of the Company's annual consolidated turnover, for immediately preceding Financial Year (i.e. 2022-23) that is represented by the value of the proposed transaction	Less than 25%.
6	Justification for the proposed transactions	The Company, in its ordinary course of business, carries out the sale/export of unmanufactured tobacco to various entities. The Company in the previous years has been carrying out the sale/export of unmanufactured tobacco to Philip Morris Products S.A. However, the projected value of transactions during the current financial year is expected to breach the materiality threshold as prescribed under SEBI Listing Regulations and hence, the approval of the Members is being sought. The enhanced value of said transaction(s) are expected to further increase the turnover and profitability of the Company and shall be carried out on an arm's length pricing basis which has been benchmarked with similar transactions carried out with unrelated parties.
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	None

None of the other Directors, KMPs and/ or their respective relatives is in any way concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 6 of the Notice.

Based on the approval of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 6 of the Notice convening this Annual General Meeting, for approval by 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 on the Ordinary Resolution set forth at Item No. 6 of the Notice.

Place: New Delhi

Date: 26th July, 2023

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

By order of the Board
for Godfrey Phillips India Limited

Sanjay Kumar Gupta
Company Secretary
Membership No. 7545

GODFREY PHILLIPS
—INDIA LIMITED—

Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting

(In pursuance of Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 on General Meetings)

Name of Director	**Mr. Sharad Aggarwal**	**Mrs. Nirmala Bagri**	**Mr. Ajay Vohra**
Director Identification Number (DIN)	07438861	01081867	00012136
Designation / Category of Directorship	Whole Time Director (Executive)	Independent Director (Non-Executive)	Independent Director (Non-Executive)
Date of Birth (Age)	11th December, 1971	13th October, 1947	28th January, 1961
Date of joining the Board	1st October, 2017	1st April, 2019	1st July, 2023
Brief Resume/Expertise in specific functional areas	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. 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. At the Company, he is at the helm of managing and supervising all businesses and support functions.	Mrs. Nirmala Bagri has a work experience of over 40 years. She is the CEO of Clear Water Limited and currently heads the finance, accounts and human resources functions there. She also supports senior management of Clear Water Limited in fulfilment of its business strategy and also leads key decision making efforts in conjunction with its senior management team.	Mr. Ajay Vohra, is a qualified chartered accountant and lawyer and has been practicing for the last 39 years in the area of domestic and international tax and is a leading arguing counsel before the Tax Tribunals, High Courts and the Supreme Court. He has argued several cases involving complex issues having wide ramifications, which has contributed immensely to the tax jurisprudence in the country. Prior to being designated as Senior Advocate by the Delhi High Court in September 2014, Mr. Vohra was the Managing Partner of Vaish Associates, Advocates, a leading law firm from 2006 to 2014. Mr. Vohra has been rated as one of the "most highly-acclaimed legal experts in the Asia-Pacific Region" in the field of Taxation by Asialaw Leading Lawyers Guide for each of the years 2006 to 2014, prior to his designation as Senior Advocate.

			The Legal 500 has inducted him into the Hall of Fame for Asia Pacific for having been recommended as a "Leading Individual within Tax for 13 consecutive years".
Relationship interse between Directors	Not related to any Director of the Company.	Not related to any Director of the Company.	Not related to any Director of the Company.
Qualifications	B.E. – Electronics, PGDBM, IMT Ghaziabad (Gold Medalist), Advanced Management Program – Harvard University	Graduated with Bachelor of Arts in 1967 from Kolkata University, West Bengal.	Bachelor of Commerce, Bachelor of Law, Fellow Member of the Institute of Chartered Accountants of India
Directorships held in other companies*	International Tobacco Company Limited	Clear Water Limited	Nil
Committee position held in other companies*	Nil	Nil	Nil
Name of the listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Remuneration	Please refer Corporate Governance Report forming part of the Annual Report		During his tenure of appointment, Mr. Ajay Vohra shall be eligible for sitting fee for attending the meetings of the Board and its Committees.
No. of meetings of the Board attended during the year	Please refer Corporate Governance Report forming part of the Annual Report		Not Applicable
No. of Shares held	Nil	Nil	Nil

* Excludes directorships in private limited companies, foreign companies, alternate directorships and also memberships of Managing Committees of various chambers/bodies.