



GODFREY PHILLIPS
—INDIA LIMITED—

Godfrey Phillips India Limited
49 Community Centre,
Friends Colony, New Delhi-110 025
Tel: +91 11 2683 2155, 2684 0148
Fax: +91 11 4168 9102
www.godfreyphillips.com

isc-gpi@modi.com

23rd September, 2019

**The Manager, Listing Department
The National Stock Exchange of
India Ltd.
Exchange Plaza, Bandra Kurla
Complex Bandra (E), Mumbai – 400
051
Fax No. : 022-26598237 / 38
NSE Symbol : GODFRYPHLP**

**The Manager
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400
001
Fax No. : 022-22721919, 3121
BSE Scrip Code : 500163**

**Reg.: Proceedings of the 82nd Annual General Meeting of the Company held on
23rd September, 2019**

Dear Sirs,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we wish to inform that the following businesses were transacted at the 82nd Annual General Meeting of members of Godfrey Phillips India Limited held on Monday, 23rd September, 2019 at 3.15 p.m. and concluded at 5.30 p.m. at Y.B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana), Mumbai - 400 021.

Ordinary Business

1. a. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019, the reports of the Board of Directors and Auditors thereon; and
- b. Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019.

2. Declaration of dividend on equity shares.
3. Re-appointment of Mr. Samir Modi (DIN 00029554), who retires by rotation, and being eligible, offers himself for re-appointment.
4. Re-appointment of Mr. Ruchir Kumar Modi (DIN 07174133), who retires by rotation, and being eligible, offers himself for re-appointment.

Special Business

5. Appointment of Mrs. Nirmala Bagri (DIN 01081867) as a Woman Independent Director for a term of 5 (five) consecutive years from 1st April, 2019 upto 31st March, 2024.
6. Re-appointment of Dr. Lalit Bhasin (DIN 00001607) as an Independent Director for a term of 5 (five) consecutive years upto the conclusion of 87th Annual General Meeting of the Company in the calendar year 2024.
7. Re-appointment of Mr. Anup N. Kothari (DIN 00294737) as an Independent Director for a term of 5 (five) consecutive years upto the conclusion of 87th Annual General Meeting of the Company in the calendar year 2024.
8. Approval for payment of remuneration by way of commission to Mr. Ruchir Kumar Modi (DIN 07174133), a Non-Executive Director, for a period of three years from 1st July 2019 till 30th June, 2022.

The above businesses were transacted through remote e-voting and voting through ballot at the Annual General Meeting as required under the Companies Act 2013 and SEBI Listing Regulations. All the resolutions were passed with requisite majority.

Further, in pursuance of Regulation 30 of SEBI Listing Regulations, we wish to inform you that intimation regarding appointment of Mrs. Nirmala Bagri as a Woman Independent Director effective from 1st April, 2019, which was approved by the Board of Directors at its meeting held on 2nd February, 2019 along with her

brief profile and the fact that she was not debarred from holding the office of Director by virtue of any SEBI order or any other such authority as required under Circular No. LIST/COMP/14/2018-19 an NSE/CML/2018/02 dated June 20, 2018 issued by the BSE and NSE respectively, had already been communicated to you vide our letters dated 2nd February, 2019 and 18th February, 2019.

Mr. V. Ramachandran, Proprietor of M/s. V. R. Associates, Practicing Company Secretaries, was appointed as the scrutinizer to scrutinize the e-voting process and ballot paper voting process at the Annual General Meeting.

Details of voting results under Regulation 44(3) of SEBI (LODR) Regulations, 2015 will be displayed on Company's website and separately submitted with the Stock Exchanges.

Thanking you,

Yours faithfully,
For **GODFREY PHILLIPS INDIA LIMITED**



SANJAY GUPTA
Company Secretary