

Date: 31st January, 2020

Ms. Saba Curtay
Manager
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

Sub: Response to the letter No.: NSE/INVG/2020/98965 dated January 07, 2020

Dear Madam,

This is in reference to your letter No.: NSE/INVG/2020/98965 dated January 07, 2020 received by us on 16th January, 2020 (“**Letter**”), in relation the financial results of Godfrey Phillips India Limited (the “**Company**”) for the quarter ending on June 30, 2019, as submitted to the National Stock Exchange of India Limited (“**NSE**”) and the BSE Limited (“**BSE**” together with NSE referred to as the “**Stock Exchanges**”) , our telephonic discussions on 16th January, 2020 and our email sent for seeking the extension for responding the queries on 16th January, 2020.]

Please find below our response, to the information sought in your Letter:

2.a. Sequence of events from the day of commencement of discussion to execution of event in a Chronological order in the following format along with proof:

Reply: The unaudited Standalone and Consolidated Financial Results of the Company for the quarter ending 30th June, 2019 (“**Financial Results**”), were approved by the board of directors of the Company (“**Board**”), in the meeting of the Board held on 10th August, 2019. The Company had made the necessary disclosures under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI LODR**”), to the Stock Exchanges in relation to the Financial Results, including but not limited to the prior intimation of the Board meeting, intimation of closure of trading window in respect of the Company, and disclosures post the meeting of the Board.

As required by you, the sequence of events / discussions starting with issue of closure of trading window notice till the disclosure of Financial Results, is as follows:

| Date | Discussion*(phone/Meetings/a approvals Etc.) | Details of Names and Designations of Persons present in the Discussion | Particulars (Details of matter Discussed; Conclusions | Proof |
|------------|---|--|--|---|
| 28-06-2019 | Face to face discussion between Mr. Sanjay Gupta, Company Secretary and his subordinate Mr. Nitten Gupta, AGM – | 1. Mr. Sanjay Gupta – Company Secretary 2. Mr. Nitten Gupta – AGM – Company | Date of circulation of notice for closure of trading window under SEBI | A copy of the E-mail dated 28 th June 2019 pertaining to |

| | | | | |
|------------|--|---|---|---|
| | <p>Company Secretarial to decide the timelines for closure of trading window for the purpose of financial results for the quarter ended 30th June, 2019.</p> <p>The closure of trading window notice was sent to Stock Exchanges on 28th June, 2019.</p> | Secretarial | (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") | closure of trading window notice that was sent to all the concerned Insiders. |
| 12-07-2019 | <p>Meeting held on 12th July, 2019 for Discussion on Timelines for deciding the commencement and completion of Statutory Audit. Notice in this regard was sent on 11th July, 2019 via email.</p> | <p>1. Mr. Vipul Verma – Manager, Assurance Services - S.R. Batliboi & Co. LLP 2. Mr. Sunil Agrawal – CFO 3. Mrs. Beenu Agarwal - GM- Accounts 4. Mr. Sanjay Gupta - Company Secretary 5. Mr. Arvind Kumar Pandey - AGM Accounts 6. Mr. Vishal Dhariwal – Director, Assurance Services - S.R. Batliboi & Co. LLP 7. Mr. Umesh Lakhotia – Assistant Manager, Assurance Services - S.R. Batliboi & Co. LLP</p> | Commencement of Statutory Audit for the quarter ending 30th June, 2019 | A copy of email dated 11 th July 2019, in relation to the Statutory Audit. |
| 02-08-2019 | <p>Notice of Board Meeting which was to be held on Saturday, 10th August, 2019 At 11:30 A.M. was sent to the Stock Exchanges by uploading the notice on their online portals.</p> | Mr. Sanjay Gupta – Company Secretary | Prior intimation to the Stock Exchanges of the meeting of the Board proposed to be held to consider, approve and take on record the Financial Results | A copy of acknowledgment along with copy of the letter sent to the Stock Exchanges |
| 03-08-2019 | <p>Agenda of Board Meeting which was to be held on Saturday, 10th August, 2019 At 11:30 A.M. was sent to Directors through E-mail.</p> | <p>Directors: 1.MR. R.A. SHAH – Chairman 2.MR. ANUP N. KOTHARI – Director</p> | Agenda of the Board Meeting to be held on Saturday, 10th August, 2019 | A copy of the email sent to the directors with agenda. |



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.com

| | | | | |
|------------|---|--|---|--|
| | | <p>3.MR. ATUL KUMAR GUPTA – Director 4.MRS. BINA MODI – Director 5.LATE MR. K.K. MODI - President & Managing Director 6.DR. LALIT BHASIN – Director 7.MRS. NIRMALA BAGRI – Director 8.MR. SHARAD AGGARWAL - Whole-time Director 9.MR. SAMIR MODI - Executive Director 10.MR. RUCHIR KUMAR MODI – Director Others: 11.Mr. Sunil Agarwal – CFO 12.Mr. Bisham Wadhera –CEO 13.Mr. Sanjay Gupta- Company Secretary 14. LATE Ms. Kusum Narain - Personal Assistant to Mr. K.K.Modi</p> | | |
| 03-08-2019 | Advertisement published in Economic Times & Maharashtra Times, Mumbai in relation to board meeting to be held on 10 th August 2019 to consider the Financial Results | | Advertisement in accordance with Regulation 29(1)(a) read with Regulation 47(1)(a) of SEBI LODR | Newspaper clippings of the said advertisements |
| 07-08-2019 | Draft Audit Reports - Standalone & Consolidated for first quarter ending 30 th June, 2019, shared <i>via</i> email by the statutory auditors . | <p>1. Mr. Vipul Verma – Manager, Assurance Services - S.R. Batliboi & Co. LLP 2. Mr. Sunil Agrawal – CFO 3. Mrs. Beenu Agarwal - GM- Accounts 4. Mr. Sanjay Gupta - Company Secretary 5. Mr. Vishal Dhariwal –</p> | Draft Audit Reports - Standalone & Consolidated For First Quarter Ended 30 June, 2019 | A copy of email received from Statutory Auditors enclosing the said Draft Audit Reports. . |





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.com

| | | | | |
|------------|---|--|---|---|
| | | Director, Assurance Services - S.R. Batliboi & Co. LLP | | |
| 10-08-2019 | The unaudited standalone and consolidated financial results for the quarter ending 30th June, 2019 and the Segment-wise Revenue, Results and Capital Employed during the period and that the same, along with the Limited Review Reports thereon by the Auditors, were tabled before the Board (Physical Board Meeting) for its approval. | <p>Directors:</p> <p>1.MR. R.A. SHAH – Chairman 2.MR. ANUP N. KOTHARI – Director 3.MR. ATUL KUMAR GUPTA – Director 4.MRS. BINA MODI – Director 5.LATE MR. K.K. MODI - President & Managing Director 6.DR. LALIT BHASIN – Director 7.MRS. NIRMALA BAGRI – Director 8.MR. SHARAD AGGARWAL - Whole-time Director 9.MR. RUCHIR KUMAR MODI – Director - through Video Conferencing</p> <p>Others:</p> <p>10.Mr. Sunil Agarwal – CFO 11.Mr. Bisham Wadhera –CEO 12.Mr. Sanjay Gupta- Company Secretary</p> | To consider, approve and take on record the unaudited standalone and consolidated financial results for the quarter ending 30th June, 2019 | Extract of the relevant signed Minutes of the Board Meeting dated 10th August 2019. |
| 10-08-2019 | Unaudited Standalone and Consolidated Financial Results of the Company for the quarter ending 30th June, 2019 were declared and submitted to the Stock Exchanges on their online portals. | | Unaudited Standalone and Consolidated Financial Results of the Company for the quarter ending 30th June, 2019 2.the Limited Review Reports for the quarter ended 30th June, 2019 | A copy of the acknowledgment along with copy of the letter sent to Stock Exchanges |





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.com

| | | | | |
|------------|--|--|---|---|
| 12-08-2019 | Advertisement published in Economic Times & Maharashtra Times, Mumbai | | Extract of Unaudited Standalone and Consolidated Financial Results of the Company for the quarter ended 30th June, 2019 | Newspaper clippings is attached |
| 13-08-2019 | | | Trading window got opened | |
| 23-08-2019 | Minutes of Board Meeting held on Saturday, 10th August, 2019 At 11:30 A.M. were circulated through E-Mail. | Directors: 1.MR. R.A. SHAH – Chairman 2.MR. ANUP N. KOTHARI – Director 3.MR. ATUL KUMAR GUPTA – Director 4.MRS. BINA MODI – Director 5.LATE MR. K.K. MODI - President & Managing Director 6.DR. LALIT BHASIN – Director 7.MRS. NIRMALA BAGRI – Director 8.MR. SHARAD AGGARWAL - Whole-time Director 9.MR. SAMIR MODI - Executive Director 10.MR. RUCHIR KUMAR MODI – Director Others: 11.Mr. Sanjay Gupta- Company Secretary | Minutes of the Board Meeting held on Saturday, 10th August, 2019 | A copy of the email sent to directors with the minutes. |

2.b. Information about the entities who were aware of the aforesaid announcement

Reply : The information about entities who were aware of the aforesaid announcement in the required format has been emailed to the email address set out in the Letter and is titled “Annexure 1”.



3. Also provide the information with regard to the entities connected to the Company in the format given below:

Reply: The information about entities who are connected to the Company, in the required format has been emailed to the email address set out in the Letter and is titled "Annexure 2". Further, copies of MBP-1, filed by the directors, are also enclosed as Schedule 1 for your reference.

4. In case of Board Meeting held, provide the minutes of the same –

Reply: Relevant extract of the Minutes of Board Meeting (initialed by the Chairman) held on 10th August 2019 is enclosed.

5. Does your Company or any designated employee of your Company or entities connected to the Company mentioned at Pt. 2 above has any connection /relationship with the following suspected entities

Reply: Please see the response to your query 5. below:

| Sr. No. | Pan No | Name | Details of relationship |
|---------|------------|---------------|---|
| 1 | AGBPK2134N | Saket Kanoria | The Company confirms that to the best of its knowledge the Company, the designated employees of the Company and entities mentioned in response to Query 2 above, do not have any connection/relationship with this individual |
| 2 | ABQPL8380D | Vishal Laddha | The Company confirms that to the best of its knowledge the Company, the designated employees of the Company and entities mentioned in response to Query 2 above, do not have any connection/relationship with this individual |
| 3 | AFYPK7043L | Atul Kayan | The Company confirms that to the best of its knowledge the Company, the designated employees of the Company and entities mentioned in response to Query 2 above, do not have any connection/relationship with this individual |



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.com

6. Details of pre-clearances given if any, for dealing in the scrip:

Reply: Please see the response to your query 6. below:

| Date | Name of the Employee /Director/ Related person | Quantity |
|-----------------------|--|----------|
| NOT APPLICABLE | | |

We have provided the information as available with the Company. You are requested to kindly let us know in case you need any other details or information.

Kindly acknowledge receipt of the letter.

Thanking you

For **GODFREY PHILLIPS INDIA LIMITED**


Sanjay Gupta
Company Secretary



Encls : As above

India's Best Companies ★
To Work For 2019
THE ECONOMIC TIMES