

20th December 2024

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001
BSE Scrip Code: 500163

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai 400051
Symbol: GODFRYPHLP

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

Dear Sirs,

This is in reference to our intimation dated 19th November 2024, wherein the Company had sought the approval of the Shareholders through Postal Ballot on the following matters:

Sl. No.	Type of Resolution	Particulars
1	Special Resolution	Approval of the 'Godfrey Phillips Employees Share Purchase Scheme, 2024' and its implementation through Trust.
2	Special Resolution	Approval for acquisition / allocation of equity shares for implementation of 'Godfrey Phillips Employees Share Purchase Scheme, 2024'.
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, 2024'.
4	Special Resolution	Appointment of Mr. Avtar Singh Monga (DIN:00418477) as an Independent Director of the Company.

The e-voting in this regard commenced at 9:00 A.M. (IST) on Wednesday, 20th November 2024 and concluded at 5:00 P.M. (IST) on Thursday, 19th December 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.in 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

Punit Kumar Chellaramani
Company Secretary & Compliance Officer

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, 2024' 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	37636289	99.7325	37636289	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		37737229	37636289	99.7325	37636289	0	100
Public- Institutions	E-Voting	6694485	6267200	93.6174	280978	5986222	4.4833	95.5167
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6694485	6267200	93.6174	280978	5986222	4.4833
Public- Non Institutions	E-Voting	7562206	75023	0.9921	74327	696	99.0723	0.9277
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7562206	75023	0.9921	74327	696	99.0723
Total		51993920	43978512	84.584	37991594	5986918	86.3867	13.6133
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 acquisition / allocation of equity shares for implementation of 'Godfrey Phillips Employees Share Purchase Scheme, 2024'.				
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	37636289	99.7325	37636289	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		37737229	37636289	99.7325	37636289	0	100
Public- Institutions	E-Voting	6694485	6267200	93.6174	254948	6012252	4.068	95.932
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6694485	6267200	93.6174	254948	6012252	4.068
Public- Non Institutions	E-Voting	7562206	75023	0.9921	74320	703	99.063	0.937
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7562206	75023	0.9921	74320	703	99.063
Total		51993920	43978512	84.584	37965557	6012955	86.3275	13.6725
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(3)								
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, 2024'.				
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	37636289	99.7325	37636289	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		37737229	37636289	99.7325	37636289	0	100
Public- Institutions	E-Voting	6694485	6267200	93.6174	254948	6012252	4.068	95.932
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6694485	6267200	93.6174	254948	6012252	4.068
Public- Non Institutions	E-Voting	7562206	75023	0.9921	73822	1201	98.3992	1.6008
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7562206	75023	0.9921	73822	1201	98.3992
Total		51993920	43978512	84.584	37965059	6013453	86.3264	13.6736
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(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Avtar Singh Monga (DIN:00418477) as an Independent Director of the Company.				
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	37636289	99.7325	37636289	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		37737229	37636289	99.7325	37636289	0	100
Public- Institutions	E-Voting	6694485	6267200	93.6174	3079277	3187923	49.1332	50.8668
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6694485	6267200	93.6174	3079277	3187923	49.1332
Public- Non Institutions	E-Voting	7562206	75021	0.9921	74465	556	99.2589	0.7411
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7562206	75021	0.9921	74465	556	99.2589
Total		51993920	43978510	84.5839	40790031	3188479	92.7499	7.2501
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	

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

20th December 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 11th November 2024 for the purpose of scrutinizing the Postal Ballot process, in respect of the resolutions set out in the Postal Ballot Notice dated 18th November 2024 ("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 08th April 2020, 17/2020 dated 13th April 2020 along with subsequent circulars issued in this regard and the latest Circular No. 9/2024 dated 19th September 2024 ("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 resolutions contained in the Postal Ballot Notice dated 18th November 2024. 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 resolutions contained in the Postal Ballot Notice dated 18th November, 2024 based on the reports generated from the e-voting system provided by Link Intime.

Members holding shares as on 15th November 2024, "cut-off date", were entitled to vote on the resolution stated in the Notice.

The remote e-voting period was open from on Wednesday, 20th November 2024 at 9:00 A.M. (IST) and was closed on Thursday, 19th December 2024 at 5:00 P.M. (IST). After closure of the voting period on Thursday, 19th December 2024 at 5:00 P.M. (IST), the Link Intime portal was blocked for voting.

V.R. ASSOCIATES

Company Secretaries

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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 18th November 2024:

Item No. 1

SPECIAL RESOLUTION

Approval of the 'Godfrey Phillips Employees Share Purchase Scheme, 2024' 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	272	3,79,91,594	86.39

(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	148	59,86,918	13.61

Total number of Valid votes casted under remote e-voting	4,39,78,512
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V.R. ASSOCIATES

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(iii) Invalid votes:

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 acquisition/allocation of equity shares for implementation of ‘Godfrey Phillips Employees Share Purchase Scheme, 2024’:

(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	266	3,79,65,557	86.33

(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	154	60,12,955	13.67

Total number of Valid votes casted under remote e-voting	4,39,78,512
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V.R. ASSOCIATES

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(iii) Invalid votes:

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, 2024’:

(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	265	3,79,65,059	86.33

(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	155	60,13,453	13.67

Total number of Valid votes casted under remote e-voting	4,39,78,512
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V.R. ASSOCIATES

Company Secretaries

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(iii) Invalid votes:

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. 4

SPECIAL RESOLUTION

Appointment of Mr. Avtar Singh Monga (DIN: 00418477) as an Independent Director of the Company:

(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	393	4,07,90,031	92.75

(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	21	31,88,479	7.25

Total number of Valid votes casted under remote e-voting	4,39,78,510
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V.R. ASSOCIATES

Company Secretaries

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(iii) Invalid votes:

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.Ramachan

dran

V. Ramachandran

Proprietor

ACS 7731/ CP 4731

Digitally signed by

V.Ramachandran

Date: 2024.12.20 11:38:32

+05'30'

UDIN: **A007731F003439401**

Peer Review Certificate No. 1662/2022

Place: Mumbai

Date: 20th December 2024